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Letter of Offer
April 08, 2024
For Eligible Equity Shareholders only



SAKUMA EXPORTS LIMITED

Corporate Identification Number: L51909MH2005PLC155765

Our Company was initially formed as a partnership firm in the name of Sakuma Exports on December 1, 1998 at Mumbai and was subsequently converted into a Public Limited Company under Part IX of the Companies Act, 1956 with the name of Sakuma Exports Limited vide Certificate of Incorporation dated August 31, 2005 and date of certificate of commencement of business September 05, 2005 issued by Registrar of Companies, Maharashtra. For details of changes in the registered office of our Company, please refer to the chapter entitled 'General Information' beginning on page no. 44 of the Letter of Offer.

Registered Office: Aurus Chamber, A 301-302, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India;
Tel. No.: +91 22 24999021/ 22; **Email:** companysecretary@sakumaexportsltd.com; **Website:** www.sakumaexportsltd.com;
Contact Person: Ms. Khyati Bipin Jobanputra, Company Secretary & Compliance Officer

OUR PROMOTERS: MR. SAURABH CHANDER MOHAN MALHOTRA and MS. KUSUM CHANDER MOHAN MALHOTRA		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SAKUMA EXPORTS LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY		
ISSUE OF UP TO 7,89,84,298 EQUITY SHARES WITH A FACE VALUE OF RE. 1.00 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF RS. 25.30 EACH INCLUDING A SHARE PREMIUM OF RS. 24.30 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO Rs. 19983.03 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 33 RIGHTS EQUITY SHARES FOR EVERY 98 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON APRIL 15, 2024 DAY, MONDAY (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 25.30 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 243.		
* Assuming full subscription. Subject to finalization of the Basis of Allotments.		
WILFUL DEFAULTER OR FRAUDULENT BORROWER		
Neither our Company nor any of our Promoters or Directors has been categorized as a Wilful Defaulter or Fraudulent Borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India.		
GENERAL RISK		
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 with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Document. Specific attention of investors is invited to the statement of "Risk Factors" on page 20 before making an investment in this Issue		
ISSUER'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 make this 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 are listed on the BSE Limited ("BSE") and National Stock Exchange of Limited ("NSE") (the "Stock Exchanges"). Our Company has received 'in-principle' approval from the BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated August 21, 2023 and August 08, 2023, respectively. Our Company will also make an application to the Stock Exchanges to obtain the trading approval for the Rights Entitlements as required under the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/13) dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.		
LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
		
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400 001, Maharashtra, India Tel No.: +91 22 4050 9999 Email: mb@focl.in Investor Grievance Email: investorcomplaints@focl.in Website: www.focl.in Contact Person: Mr. Rushabh Shroff SEBI Registration No: INM000003671		BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra Tel No.: +91 22 62638200 Email: rightsissue@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Vijay Surana SEBI Registration Number: INR000001385
ISSUE PROGRAMME		
ISSUE OPENS ON: ARPIL 25, 2024; THURSDAY	LAST DATE FOR ON MARKET RENUNCIATION*: MAY 07, 2024; TUESDAY	ISSUE CLOSES ON: MAY 13, 2024; MONDAY#
* 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 Renounees on or prior to the Issue Closing Date. # Our Board or a duly authorized committee thereof 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.		

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SECTION I - GENERAL DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below, which you should consider when reading the information contained herein.

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.

The words and expressions used in this Letter of Offer, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in Summary of this Letter of Offer, Statement of Special Tax Benefits, Financial Statements, Industry Overview, Outstanding Litigation and Defaults, Material Information and Developments and Issue Related Information beginning on pages 16, 60, 93, 66, 220, 232 and 243 respectively, shall have the meaning given to such terms in such sections.

I. GENERAL TERMS

Sakuma Exports Limited/ SAKUMA / SEL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Sakuma Exports Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
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II. COMPANY RELATED TERMS

TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013 and Companies Act, 1956 to the extent applicable.
Articles / Articles of Association / AoA	The Articles of Association of our Company, as amended from time to time
Auditor / Statutory Auditor	The statutory auditor of our Company, being M/s. M. L. Sharma & Co., Chartered Accountants
Audited Financial Statements/ Audit Reports	Audited Financial Statements refers to the audited report for the Financial Years ending on March 31, 2023
Board/ Board of Directors	Board of Directors of our Company, including any committees thereof
Chairman & Managing Director	Chairman & Managing Director of our Company, being Mr. Saurabh Chander Mohan Malhotra
Chief Financial Officer	Chief financial officer of our Company, being Mr. Devesh Mishra
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company in this case being, Ms. Khyati Bipin Jobanputra
Director(S)	The director(s) on the Board of our Company, unless otherwise specified
Equity Shareholder/ Shareholders	A holder of Equity Shares
Equity Shares	The equity shares of our Company of a face value of Re. 1.00 each, unless otherwise specified in the context thereof.
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
Internal Auditor	M/s Mehta Singhvi & Associates, Chartered Accountants
Key Management Personnel / KMP	Key management/ managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in "Our Management – Key Managerial Personnel" on page no. 90
Limited Review Report/ Limited Review Financial Statements	Limited review unaudited consolidated financial information including unaudited consolidated balance sheet and unaudited consolidated statement of profit and loss (including other comprehensive income) of the Company

	for the nine months period ended December 31, 2023 and December 31, 2022
Memorandum / Memorandum of Association / MoA	Memorandum of association of our Company, as amended from time to time
Promoter(s)	Mr. Saurabh Chander Mohan Malhotra And Ms. Kusum Chander Mohan Malhotra
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 Stock Exchange under the SEBI Listing Regulations. The name of Promoter Group is as follows: 1) Mrs. Vanitha Malhotra 2) Ms. Shipra Malhotra 3) Ms. Tanya Meditratta 4) G.M.K. System & Logistics Private Limited 5) Sakuma Finvest Private Limited 6) Sakuma Infrastructure & Realty Private Limited 7) C.K.K. Retail Mart Limited (formerly known as C.K.K. Exports Private Limited) 8) LT Sagar Coastal Transport Private Limited 9) Marwar Consultancy Private Limited 10) MS Port Terminal Private Limited 11) Sakuma Warehousing and Packaging Private Limited 12) Sukriti Trading LLP 13) Samavama Infra Realty Private Limited 14) Kuma Infra Realty Private Limited 15) MKG Infra and Realty Private Limited 16) GKSM Infra and Realty Private Limited 17) KMSM Infra and Realty Private Limited 18) Prosperity Infra and Realty Private Limited 19) Prosperity Real Estate Solutions Private Limited 20) RPSU Infra and Realty Private Limited
Registered Office	The registered office of our Company located at Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Registrar of Companies// Registrar of Companies, Maharashtra/ RoC	The Registrar of Companies, Maharashtra situated at 100, Everest, Marine Drive, Mumbai-400 002, Maharashtra, India.
Secretarial Auditor of the Company	M/s P.P. Shah & Co. Practising Company Secretaries
Statutory Auditors	The current statutory auditors of our Company, Viz., M/s. M. L. Sharma & Co., Chartered Accountants
Subsidiaries	Companies or body corporates constituting the subsidiary of our Company as determined in terms of Section 2(87) of the Companies Act, in our case the subsidiary of our Company namely; 1) Sakuma Exim DMCC, 2) Sakuma Exports PTE Limited, 3) Sakuma Exports (Ghana) Limited., 4) Sakuma Exports Tanzania Private Limited., 5) GK Exim FZE W.L.L, and 6) Sakuma Exports Canada Limited

III. ISSUE RELATED TERMS

TERM	DESCRIPTION
Abridged Letter of Offer / ALOF	The abridged letter of offer to be sent to the Eligible Equity Shareholders of our Company with respect to this Issue in accordance with the SEBI ICDR Regulations and the Companies Act.

TERM	DESCRIPTION
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allot / Allotted / Allotment	Unless the context otherwise requires, the allotment of Rights Equity Shares pursuant to the Issue.
Allotment Accounts	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, HDFC Bank Limited .
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renounees who are entitled to make an application for the Equity Shares in terms of this Letter of Offer.
Application	Application made by the Applicant through (i) submission of the Application Form or plain paper Application to the Designated Branch of the 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 Rights 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, i.e., Rs. 25.30 per Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount / ASBA	The application (whether physical or electronic) used by an Applicant(s) to make an application authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB.
ASBA Account	An account maintained with an SCSB and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
ASBA Applicant / ASBA Investor	Applicant/Investor proposing to subscribe to the Issue authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
Banker(s) to the Company	Bank of Maharashtra, IndusInd Bank,SVC Corporative Bank and Deutsche Bank AG, India
Banker(s) to the Issue/ Escrow Collection Bank	Collectively, Escrow Collection Bank, Allotment Account Bank and the Refund Bank, in this case being HDFC Bank Limited
Banker to the Issue Agreement	Agreement dated April 02, 2024 to be entered into by and among our Company, the Registrar to the Issue, the Advisor to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as

TERM	DESCRIPTION
	described in “Terms of the Issue” beginning on page no. 243.
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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , 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 Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper Application, as the case may be, from the ASBA Investors and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , 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 dated February 23, 2023
Eligible Equity Shareholder(s)	Existing Equity Shareholders as on the Record Date, i.e. April 15, 2024. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “Notice to Investors” on page 10.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from resident Investors.
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, HDFC Bank Limited
General Corporate Purposes	General Corporate Purposes General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
GIR	General Index Registrar
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, being April 15, 2024 and the Renouncee(s)
Issue / Rights Issue	Issue of up to 7,89,84,298 equity shares with a face value of Re. 1.00 each (“Rights Equity Shares”) of our company for cash at a price of Rs. 25.30 each including a share premium of Rs. 24.30 per rights equity share (“Issue Price”) for an aggregate amount up to Rs. 19983.03 lakhs* on a rights basis to the existing equity shareholders of our company in the ratio of 33 Right equity shares for every 98 Fully paid-up equity shares held by the existing equity shareholders on the record date, that is on April 15, 2024, Monday(the “Issue”). The issue price for the rights equity shares is 25.30 times the face value of the equity shares. * Assuming full subscription. Subject to finalization of the Basis of Allotments.
Issue Closing Date	May 13, 2024; Monday
Issue Opening Date	April 25, 2024; Thursday
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	Rs. 25.30 per Rights Equity Share payable on Application
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	Issue of up to 7,89,84,298 Rights Equity Shares aggregating to an amount up to Rs. Rs. 19983.03.
Letter of Offer / LOF	The final letter of offer dated April 08, 2024 to be issued by our Company in

TERM	DESCRIPTION
	connection with the Issue.
Material Subsidiaries	Following company have been identified by our Company based on the materiality threshold adopted by our Board under SEBI Listing Regulations as Material Subsidiaries; Our Company does not have any Material Subsidiaries as of now except as defined under “Subsidiaries” above.
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 details, see “Objects of the Issue” on page 51.
Non-Institutional Investor(s) / NII	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars, circulars issued by the Stock Exchanges from time to time and other applicable laws, on or before May 07, 2024; Tuesday
Off Market Renunciation	The renouncement 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 Circulars, circulars issued by the Depositories from time to time and other applicable laws.
QIBs / 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 Shareholders eligible to apply for the Rights Equity Shares in the Issue, being, April 15, 2024.
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being HDFC Bank Limited
Registrar / Registrar to the Company and Issue/RTA	Registrar / Registrar to the Company being Bigshare Services Private Limited
Registrar Agreement to Issuer	Agreement dated April 01, 2024 entered between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI – Rights Issue Circular, the Companies Act and any other applicable law
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on May 07, 2024, 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.
Retail Individual Investor / RII	An individual Investor who has applied for Rights Equity Shares for an amount not more than ₹ 200,000 (including an HUF applying through karta) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlements/ REs	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares / Rights	Equity Shares of our Company having a face value of Re. 1.00 per share and to

TERM	DESCRIPTION
Shares	be Allotted pursuant to the Issue.
SEBI Rights Issue Circulars	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Self-Certified Syndicate Banks / SCSBs	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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchanges	BSE Limited and National Stock Exchange of Limited where the Equity Shares of the Company are presently listed.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter or a Fraudulent Borrower	A Company or person, as the case may be, categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1) (III) of SEBI ICDR Regulations and in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai and 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 and Mumbai are open for business. Furthermore, for the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

IV. INDUSTRY RELATED TERMS

TERM	DESCRIPTION
ACE	ACE Derivatives Exchange
CDSO	Crude Degummed Soyabean Oil
CFS	Container Freight Station
CIF	Cost, Insurance and Freight
ISMA	Indian Sugar Mills Association
FAS	Free alongside ship
FOB	Free on Board
MSP	Minimum Support Price
MCX	Multi Commodity Exchange
MT	Metric Tonnes
NCDEX	National Commodity and Derivatives Exchange
NMCE	National Multi Commodity Exchange
RBD Palm oil	Refined bleached and deodorized Palm oil
SY	Seasonal Year
USDA	United States Department of Agriculture
WEO	World Economic Outlook
WTO	World Trade Organization

V. CONVENTIONAL AND GENERAL TERMS OR ABBREVIATIONS

TERM	DESCRIPTION
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF	Alternative investment fund, as defined and registered with SEBI under the

TERM	DESCRIPTION
	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
ASBA Circulars	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Bn	Billion
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Erstwhile Companies Act, 1956, and new Companies Act, 2013 and the rules made thereunder
Competition Act	Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
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
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary general meeting
EPS	Earnings per Share
ERP	Enterprise Resource Planning
Exchange Information	Collectively constitutes and includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with press releases, announcements, investor education presentations and annual reports.
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rule	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial year/ FY / Fiscal	Period of 12 (twelve) months beginning April 1 and ending March 31 of that particular year, unless otherwise stated
Foreign Portfolio Investor / FPI	Foreign portfolio investor as defined under the SEBI FPI Regulations
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 registered under the FVCI Regulations FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GDP	Gross Domestic Product
Government / GoI	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family

TERM	DESCRIPTION
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financing Reporting Standards of the International Accounting Standards Board
Ind AS	Indian accounting standards prescribed under Section 133 of the Companies Act, as notified under the Companies (Indian Accounting Standards) Rules, 2015
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Income-tax Act / I.T. Act / IT Act	Income-tax Act, 1961
I. T. Rules	Income Tax Rules, 1962
India	Republic of India
IPO	Initial public offering
ISIN	International Securities Identification Number allotted by the depository
IT / IT Act	Information Technology, Information Technology Act, 2000
Listing Agreements	Equity listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations read along with SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
Mn.	Million
MoU	Memorandum of Understanding
Mutual Fund	Mutual fund registered with SEBI under the SEBI (Mutual Fund) Regulations, 1996.
NA / N.A.	Not Applicable
NACH	National Automated Clearing House which is a consolidated system of ECS
NAV	Net asset value
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NI Act	Negotiable Instruments Act, 1881
NSDL	National Securities Depositories Limited
NR / Non-Resident	A person resident outside India, as defined under the FEMA
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NRI	A person resident outside India as Non-Resident Indian, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA.
OCI	Overseas Citizen of India
p.a.	Per Annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax

TERM	DESCRIPTION
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
PIO	Persons of Indian Origin
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Regulation S	Regulations S under the Securities Act
RTGS	Real Time Gross Settlement
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, constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI PIT Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SDR	Strategic Debt Restructuring
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
State Government	Government of a state of India
TAN	Tax Deduction Account Number
Trade Marks Act	Trade Marks Act, 1999
UAE	United Arab Emirates
U.S.	United States of America
USD	United States Dollar
U. S. QIB	A qualified institutional buyer as defined in Rule 144A under the Securities Act
US Securities Act	United States Securities Act of 1933
VCF	A venture capital fund (as defined and registered with SEBI under the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
YoY	Year on Year

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the SEBI ICDR Regulations, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO INVESTORS

The distribution of this 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 this Letter of Offer, the Abridged Letter of Offer or Application Form 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 dispatch through email and courier this Letter of Offer / Abridged Letter of Offer, 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, this Letter of Offer will be provided, through email and courier, 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 Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges, subject to the applicable law.

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 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 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 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 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 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 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 Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form 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 Application Form.

Neither the delivery of this 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 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 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 THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT 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 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 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 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.

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.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

In this Letter of Offer, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Sakuma Exports Limited.

Financial Data

Unless stated otherwise, financial data in this Letter of Offer is derived from the Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 and 31st March, 2023 and Limited Review Report for 9 months ending on December 31, 2023 which have been prepared by our Company in accordance with Indian accounting standards as specified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and are also included in this Letter of Offer.

The fiscal year of our Company begins on April 1 of each calendar year and ends on March 31 of the following calendar year. Unless otherwise stated, references in this Letter of Offer to a particular ‘Financial Year’ or ‘Fiscal Year’ or ‘Fiscal’ are to the financial year ended March 31.

In this Letter of Offer any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off. Certain figures in decimals have been rounded off and accordingly there may be consequential changes in this Letter of Offer.

Currency and Units of Presentation

In this Letter of Offer, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Statements.

Exchange Rates

This Letter of Offer does not contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

Market and Industry Data

Unless stated otherwise, industry and market data used in the Letter of Offer have been obtained or derived from publicly available information and government sources. Publicly available information generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. Further, the information has also been derived from report entitled “Indian Sugar Sector” dated June 2023 (the “ICRA Report”) prepared by ICRA Limited. The ICRA Report has been commissioned and paid for by the Company, for an agreed fee only for the purposes of confirming our understanding of the industry in connection with the Issue.

Except for the ICRA Report, we have not commissioned any report for purposes of the Letter of Offer and any market and industry related data, other than that derived from the ICRA Report, used in the Letter of Offer has been obtained or derived from publicly available documents and other industry sources.

Industry sources and publications 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. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these

sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section entitled 'Risk Factors' beginning on page 20. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Further, the extent to which the market and industry data used in the Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in the Letter of Offer has been obtained or derived from the ICRA Report which may differ in certain respects from our Consolidated Financial Statements as a result of, inter alia, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

The ICRA Report is subject to the following disclaimer:

"All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable. Although reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies, while publishing or otherwise disseminating other reports may have presented data, analyses and/or opinions that may be inconsistent with the data, analyses and/or opinions in this publication. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents".

Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Letter of Offer is reliable, it has not been independently verified and neither we, nor any of our affiliates, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, 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 disclosed in the section "Risk Factors" beginning on page 20 of this Letter of Offer.

Conversion rates for foreign currency

This Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Name of Currency	(Amt. in Rs.)	
	31-03-2023	31-03-2022
1 U.S. Dollar	82.2169	75.81
1 EUR	89.6076	84.66
1 GDP	101.8728	99.55

Source: www.fbil.org.in

FORWARD LOOKING STATEMENTS

This Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Letter of Offer, including, without limitation, under the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Industry Overview”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘expected to’, ‘future’, ‘intend’, ‘is likely’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘will’, ‘will continue’, ‘would’, or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

Forward-looking statements contained in this 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. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
- Changes in political and social conditions in India or in other 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; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled “Risk Factors” beginning on page 20 of this Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact or net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements.

In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer. Neither our Company, our Directors, our Promoter nor any of their respective affiliates or advisors have any obligation to update or revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. If any of these risks and uncertainties materialise, 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.

In accordance with SEBI ICDR Regulations, our Company will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchange.

SUMMARY OF THE LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 Letter of Offer, including the sections titled “Risk Factors”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Financial Statements”, “Outstanding Litigation and Defaults”, “Terms of the Issue” on pages 20, 51, 66, 76, 93, 220 and 243 respectively.

Summary of our Business

Sakuma Exports Limited (SEL) is based out of Mumbai and was established as a partnership firm in 1998 and subsequently reconstituted as a public limited company in August 2005 and a fresh certificate of incorporation was issued by ROC. The Company is involved in business of trading of agro-commodities like sugar, pulses, maize, cotton, rice and other agricultural commodities. Trading of Sugar by our Company contributes to the major part of Company’s revenue. SEL majorly imports from and exports to USA, Asia Continental, Africa Region, Far East Asia, Europe, Australia and Middle East. However, since the last 3 financial years, SEL is purchasing the agro commodity products such as sugar, maize and rice and other agricultural commodities from Indian Domestic Market and has not imported any of the products from outside India. From the month of May 2023, our company has started importing edible oil-RBD Palm Oil, CDSO from Malaysia, Indonesia, Argentina and re-exporting to South East Asian Countries. SEL conducts its business activities and operations from a number of ports like Mundra, Nhava Sheva, Kandla, Mumbai, Haldia, Chennai, Kakinada, Hazira, Jaigarh Port and Vizag.

SEL has established its presence in agro commodity trading business under the leadership of Late Mr. Chander Mohan Malhotra and the current operations are managed by his son Mr. Saurabh Malhotra. Sakuma Group consist of SEL along with its six independent subsidiaries located at Dubai, Singapore, Ghana, Tanzania, Canada and Bahrain. For details on our subsidiaries, please refer to page no. 75 of the Letter of Offer.

SEL is a GOI recognized Trading House and its share are listed in NSE & BSE. The Company was conferred with the Certificate of Recognition as an Export House in 2002 by the Joint Director General of Foreign Trade, Ministry of Commerce, GOI. The company is also awarded with Certificate for Excellence in Export of Castor Oil and Groundnut Kernels for FY 2005-2006 and ECGC-D & B Indian Exporters Excellence award in 2012. Owing to over 2 decades of experience in the agro commodity trading business, SEL has an established track record of operations and longstanding relationships with its customers. We have multinational clients namely Tate & Lyle, Cargill, Louis Dreyfus, Enerfo Sugar Pte Ltd., Cofco International Singapore Pte Ltd, Viterra B V, Czarnikow, ED & F Man who import agro commodity including sugar from us. The Company’s promoters have rich experience of two decades in this industry.

For further details, see “*Business Overview*” on page 73.

Summary of Industry

India’s Agriculture Trade

Export of agricultural commodities has helped producers to take advantage of wider international market which, in turn, has incentivized their domestic production. Crops exported in large quantities viz. rice, sugar, and spices have witnessed significant increase in area coverage and growth rate of production. India has emerged as a significant Agri-exporter in crops like rice, spices, cotton, oil meal cake, castor oil, coffee, cashew, tea, fresh vegetables and sugar.

Major destinations of exports for India’s Agri and Allied commodities were Bangladesh, United States of America, China, Vietnam, United Arab Emirates, Indonesia, Saudi Arabia, Malaysia, Nepal, Egypt, Sri Lanka, Netherlands, Iran, Iraq, United Kingdom, Japan and Thailand.

Major sources of import of India’s Agri and Allied commodities are Indonesia, Malaysia, Argentina, Ukraine, United States of America, Brazil, Nepal, Thailand, Myanmar, Singapore, Afghanistan, Tanzania, Vietnam, United Arab Emirates, Bangladesh, China, Canada, Netherlands, Sri Lanka and Australia.

Source: <http://agricoop.gov.in/en/AgricultureTrade>

INDIAN SUGAR INDUSTRY

Indian Sugar Mills Association (ISMA) preliminary estimates pointed to gross sugar production (without considering ethanol diversion) of around 41 million MT in SY2023. However, on account of prolonged rains in Maharashtra as well as select northern states, the yield may moderate against initial expectations, along with lower crushing days expected for Maharashtra and Karnataka. Therefore, as per second AE for SY2023 by ISMA, the net sugar production was expected to remain at 34.0 million MT, post diversion of 4.5 million MT of sugar towards ethanol production. As per the latest estimates by ISMA, the net sugar production is expected to moderate further to 32.8 million MT post diversion of 4.0 million MT of sugar towards ethanol production.

Domestic sugar production stood at 32.3 million MT till June 15, 2023, for SY2023 (lower by 8%) against 35.2 million MT during the same period in the previous season. This was mainly due to lower cane yields and uneven distribution of rainfall in Maharashtra. The contraction in production was primarily driven by lower crushing days in Maharashtra with production declining by 23% compared to the same period in the previous season. The highest sucrose diversion towards ethanol is estimated from U.P. at 1.4 million MT, followed by Maharashtra at 1.3 million MT and Karnataka at 1.0 million MT in SY2023.

Source: www.icra.in; ICRA Research report-June 2023

For further details, see “*Industry Overview*” on page 66.

Objects of the Issue

We intent to utilize the Net Proceeds as set forth in the following table:

	(Rs. In Lakhs)
Particulars	Amount
To augment the existing and incremental working capital requirement of our Company	19200.00
General Corporate Purposes #	683.03
Net proceeds from the Issue #	19883.03

Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further details, see “*Objects of the Issue*” on page 51.

Our Promoters

The Promoters of our Company is Mr. Saurabh Chander Mohan Malhotra and Ms. Kusum Chander Mohan Malhotra. For details on our promoters, please refer to page no. 76 of the Letter of Offer.

Intention and extent of participation by our Promoters and Promoter Group

Our Promoters and Promoter Group vide their letters (the “**Subscription Letters**”) have agreed that they may: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters, member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; (c) subscribe to, either individually or jointly and/ or severally with any other Shareholder for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; and (d) the eligible members of our Promoter Group reserve the right to subscribe either itself and/or through third party(ies) by renouncing their Rights Entitlement in the Issue, including in an event of under-subscription in this Issue, subject to the post issue aggregate shareholding of our Promoter and members of our Promoter Group not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10 (4) (b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

Summary of Financial Information

The following table sets forth summary financial information derived from the Consolidated Audited Financial Statement for financial year ending on March 31, 2023 and March 31, 2022 and from Limited Review Report for 9 months ending on December 31, 2023:

Particulars	(Rs. in Lakhs)		
	For the period of December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Equity Share Capital	2345.59	2345.59	2345.59
Net Worth	45,623.54	41260.17	38031.47
Total Income	1,63,008.03	318039.79	286032.21
Profit/ (Loss) after tax	1399.10	2854.09	2758.23
Basic & Diluted EPS	0.60	1.22	1.18
Net asset value per Equity Share	19.45	17.59	16.22
Total borrowings #	9,427.01	1651.75	8553.41

consists of borrowings under non-current liabilities current liabilities

Contingent Liabilities

For details regarding our contingent liabilities for FY 2023, please refer to note 37 on page no. 134 of the Letter of Offer and Offer and see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations- Contingent Liabilities*” on page no. 215 of the Letter of Offer.

Related Party Transactions

For details on related party transactions for FY 2023, see note 39 on page no. 135 of the Letter of Offer.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, members of our Promoter Group, our Directors or their relatives have financed the purchase by any other person of securities of the Company, other than in the normal course of financing entity during the period of six months immediately preceding the date of this Letter of Offer.

Issuance of Equity Shares for consideration other than cash in the last one year

Our Company has not issued Equity Shares for consideration other than cash during the period of one year preceding the date of this Letter of Offer.

Summary of Outstanding Litigations

Nature of Cases	(Rs. in lakhs)	
	Number of outstanding cases	Amount Involved*
<i>Litigation involving our Company</i>		
Criminal proceedings against our Company	1	1,306.00
Criminal proceedings by our Company	4	Nil
Material civil litigation against our Company	12	432.25 [#]
Material civil litigation by our Company	10	4528.61
Actions by statutory or regulatory Authorities	Nil	Nil

Nature of Cases	Number of outstanding cases	Amount Involved*
Direct and indirect tax proceedings	15	2272.06
<i>Litigation involving our Subsidiaries</i>		
Criminal proceedings against our Subsidiaries	Nil	Nil
Criminal proceedings by our Subsidiaries	Nil	Nil
Material civil litigations against our Subsidiaries	Nil	Nil
Material civil litigations by our Subsidiaries	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

**Includes TDS defaults for prior years*

#The Company has not received the relevant documents pertaining to the case Sri Dharam Chand Agarwal v Sakuma Exports Limited- FAT 6 of 2022 with CAN 1 of 2023 and hence the amounts cannot be quantified..

For further details, see “***Outstanding Litigations and Defaults***” beginning on page 220 this Letter of Offer.

Risk Factors

For details of the risks applicable to us, including to our business, the industry in which we operate and our Equity Shares, see “***Risk Factors***” on page 20.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Letter of Offer, including the risks and uncertainties described below and the “**Financial Statements**” on page 93, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “**Our Business**”, “**Industry Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 76, 66 and 206, respectively, as well as the other financial information included in this Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

This Letter of Offer also 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 Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “**Forward Looking Statements**” on page 14.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements and Unaudited Financial Results included in this Letter of Offer. For further information, see “**Financial Statements**” on page 93. In this section, unless the context otherwise requires, a reference to “our Company” is a reference to Sakuma Exports Limited on a standalone basis, while any reference to “we”, “us”, is a reference to Sakuma Exports Limited on a consolidated basis.

INTERNAL RISK FACTORS

1. **There are outstanding legal proceedings involving our Company and its Subsidiaries.**

There are outstanding legal proceedings involving the Company and its subsidiaries. These proceedings are pending at different levels of adjudication before various courts. For further details, please refer to the section “**Outstanding Litigations and Defaults**” beginning on page 220 of this Letter of Offer. The details of such outstanding litigations as at the date of this Letter of Offer are as follows:

(Rs. in lakhs)		
Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings against our Company	1	1,306.00
Criminal proceedings by our Company	4	Nil
Material civil litigation against our Company	12	432.25 [#]
Material civil litigation by our Company	10	4528.61
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	15	2272.06
Litigation involving our Subsidiaries		
Criminal proceedings against our Subsidiaries	Nil	Nil
Criminal proceedings by our Subsidiaries	Nil	Nil
Material civil litigations against our Subsidiaries	Nil	Nil
Material civil litigations by our Subsidiaries	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil

Nature of Cases	Number of outstanding cases	Amount Involved*
Direct and indirect tax proceedings	Nil	Nil

*Includes TDS defaults for prior years

#The Company has not received the relevant documents pertaining to the case Sri Dharam Chand Agarwal v Sakuma Exports Limited- FAT 6 of 2022 with CAN 1 of 2023 and hence the amounts cannot be quantified..

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to "**Outstanding Litigations and Defaults**" on page 220 of this Letter of Offer."

2. ***Our Company's business operations are done throughout the globe and any downturn and/ or any economic, regulatory, social and political change in the global markets in which we operate or seek to operate may affect our market share and/ or may adversely affect our business, financial condition and results of operations.***

Our products are sold within Indian markets and International markets like USA, Asia Continental, Africa Region, Far East Asia, Europe Australia and Middle East. The following tables mentioned below provide the details of our product wise and location wise sales:

Limited Review Report for the period ended on December 31, 2023 (Unaudited Consolidated Financial Statements):

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	-	529.03	11,999.51	75,251.36	21,328.87	25,106.32	,34,215.08	82.18%
Other Agro Commodities *	-	-	-	-	-	5,556.79	5,556.79	3.79%
Edible Oil **	-	-	22,587.55	-	-	-	22,587.55	14.04%
Renewable Energy	-	-	-	-	-	-	-	-
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	-	529.03	34,587.06	75,251.36	21,328.87	30,663.12	1,62,359.43	100.00%
Country %	-	0.33%	21.30%	46.35%	13.14%	18.89%	100.00%	

*includes maize, rice and pluses.

**includes Palm oil; Crude; Degummed and Soyabean Oil

For FY 2022-23(Consolidated Financial Statements):

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	388.12	36,327.78	14,868.93	94,204.36	45,102.61	123,826.76	314,718.55	99.18%
Other Agro Commodities *	-	-	-	-	2,066.91	488.96	2,555.86	0.81%
Renewable Energy	-	-	-	-	-	40.43	40.43	0.01%
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	388.12	36,327.78	14,868.93	94,204.36	47,169.51	124,356.16	317,314.85	100%
Country %	0.12%	11.45%	4.69%	29.69%	14.87%	39.19%	100.00%	

* includes maize, rice and pluses.

For FY 2021-2022 (Consolidated Financial Statements):

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	-	30,821.50	73,693.95	54,078.52	33,685.99	90,345.31	282,625.27	99.05%
Other Agro Commodities *	-	-	238.95	1,806.62	561.75	62.40	2,669.72	0.93%
Renewable Energy	-	-	-	-	-	48.81	48.81	0.02%
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	-	30,821.50	73,932.90	55,885.14	34,247.74	90,456.52	285,343.80	100.00%
Country %	-	10.80%	25.91%	19.59%	12.00%	31.70%	100.00%	

* includes maize, rice and pluses

The above tables reflect that the sales of the Company are widely dispersed throughout the globe and any failure to maintain such dispersion may impact sales, revenues, and consequently, the financial performance of the Company. Further, any failure in expanding our geographical presence in the International market may lead to loss of opportunity in earning higher revenue thereby effect our growth and profit in the Company.

Further, our business is also subject to diverse and constantly changing economic, regulatory, social and political conditions in the jurisdictions in which we operate and seek to operate. Operating in the international market exposes us to a number of risks, including, but not limited to, compliance with local laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to, those laws and regulations are difficult to keep abreast with and the liabilities, penalties, costs, obligations and requirements associated with these laws and regulations can be substantial. Our failure to comply with and adapt to changing international regulations and/or trends may result in us failing to maintain and/or expand our international sales operations, which could adversely affect our business, financial condition and results of operations.

In case of any contingencies in the future, due to which we are unable to operate effectively in these markets, our results of operations, revenues and profitability may be adversely affected. Due to this, we may not be able to expand our business effectively in the international market, thereby affecting our business, results of operations and financial condition.

3. The export / import of certain agricultural produce and commodities are subject to seasonal factors. Our inability to accurately forecast demand for the agro commodities that we trade, may have an adverse effect on our business, results of operations, cash flows and financial condition.

The business of trading in the agricultural produce and commodities are subject to seasonal factors. Rice, wheat, corn, sugar and pulses are the major commodities, in which our company deals and are exposed to seasonal risk. This is due to the fact that majority of the farmers in India depend on soil conditions, timing, quantity, and duration of rainfall that will impact the health of the crop and productivity of the fields and also impact the crops. Generally, rainfall occurs during Kharif season and hence, the timing and seasonality of rainfall impacts the business and export operations of our Company. Thus, we are subject to seasonal factors for our traded products, which make our operating results relatively unpredictable. Due to dependency on seasonality of agro crops, results of one reporting period (quarter/half year/year) may not be necessarily comparable with preceding or succeeding reporting periods. We are impacted by seasonal variations in sales volumes, which may cause our revenues to vary significantly between different quarters in a Fiscal.

Further, each of the agricultural commodities has a specific shelf life and if not sold prior to expiry period, it may lead to losses. Although, in the last three fiscal there have been no consequent impact on the financials of the Company, there are certain civil cases that have been filed against us, which are currently pending before the relevant authorities. For details, please refer to point number (x) under the heading Pinakin Super Industries vs. Sakuma Exports Limited and others - Special Civil Suit No. 57 of 2006 on page no. 224 and (xiii) under the heading Sai Dharam Chand Agarwal Vs. Sakuma Exports Limited- FAT 6 of 2022 with CAN 1 of 2023 on page no. 224, under chapter titled "Outstanding Litigation and Defaults" beginning on page 220 of the Letter of Offer. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations, future cash flows and financial condition.

Further, our edible oil trading business is also dependent on the availability of good quality edible oil, seasonal production and/ or supply of edible oil, quality of the edible oil and volatility in edible oil prices. These several factors which are beyond our control, including overall economic conditions, production levels, market demand and supply, competition in edible oil sector and transportation cost, duties and taxes and trade restrictions etc. may have an adverse impact on our edible oil trading business, thereby leading to an increase in the overall costs of our operations as well as have a negative affect our business, results of operations and financial conditions.

4. If our company is not able to maintain the future liquidity ratios as compared to the historical liquidity ratios for past three fiscal years and for the period ended on December 31, 2023 (, then our company's financial condition and profitability shall be impacted.

Our historical liquidity ratios for the period ended December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Statements) and Fiscal 2023, 2022, 2021 (based on the Audited Consolidated Financial Information) is set forth below:

Particulars #	For the period ended December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	FY 2020-21 (Audited)
Current Ratio	2.45	4.37	2.44	7.79
Quick Ratio	1.70	3.46	2.13	6.94

Our historical liquidity ratios for the period ended December 31, 2023 (based on the Limited Review Report/ Unaudited Standalone Financial Statements) and Fiscal 2023, 2022, 2021 (based on the Audited Standalone Financial Information) is set forth below:

Particulars #	For the period ended December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	FY 2020-21 (Audited)
Current Ratio	1.89	3.08	1.87	4.85
Quick Ratio	1.13	2.15	1.56	3.98

The reasons for increase and/ or decrease in our liquidity ratio is set forth below:

- There was decrease in liquidity ratio in the Fiscal Year 2021-22 was due to increase in Current Liabilities-advance from Customers in the year 2021-22 as compared to Fiscal Year 2020-21.
- There was increase in the liquidity ratio in the Fiscal Year 2022-23 due to reduction in Trade Payables and Advance from Customers in the Fiscal Year 2022-23 as compared to Fiscal Year 2021-22.
- There was decrease in the liquidity ratio period ended December 31, 2023 due to increase in trade payable as compared to Fiscal Year 2022-23.

- The current and quick ratios of our company is also high due to inefficient use of our capital and/ or working capital by our company.

On the basis of the historical Standalone liquidity ratios of our Company and the estimated and projected Standalone liquidity ratios our company is set forth below:

Particulars #	FY 2023-24 (Estimated)	FY 2024-25 (Projected)
Current Ratio	3.84	3.27
Quick Ratio	3.06	2.65

Pursuant to the certificate dated March 26, 2024 (UDIN: 24143574BKHHFD9993), issued by M/s Mehta Singhvi & Associates, Chartered Accountants and Statutory Auditor of the Company.

We cannot assure you that we will be able to maintain our historically liquidity ratios in the future which will be assist our company is meeting our future working capital requirements. Any further losses or decline in ratios may have a material adverse effect on our business, results of operations, financial condition and cash flows.

5. ***Since company is engaged in business of trading of agricultural commodities, especially sugar, our company is dependent on continuous availability, quality of agro commodities and fluctuations in agro commodities pricing including the taxes and levies on the agro commodities, especially sugar, could have adverse impact on our Company's business, financial condition and profitability.***

Our major products include Agro based products, especially sugar. The timely availability, cost and quality of any of these products being supplied to us plays an important role in building strong foundation for our business operations and client retention and/ or acquisitions. If any disruption is there in either of the factors mentioned above which are not under our control, including general economic conditions, competition, production levels, transportation costs, Minimum Indicative Export Quotas (MIEQ), government taxes and levies, and import-export duties and if, for any reason, our regular/primary suppliers refuse or delay or discontinue the delivery of all or certain products to us in the quantities we need and at prices that are competitive, our ability to meet our order requirements shall come to a temporary standstill and our delivery schedules could be disrupted, and we may not be able to complete and execute our projects as per schedule or at estimated costs. Further, we may also not be able to pass on any increase in the prices of these products to our customers which could affect our results of operations and impact our financial condition.

Further, we currently do not have any long term tie-ups or agreements for supply of any of products and this may expose us to the changes in the prices of agro commodity products. The increase in prices of the products increases our expenditure hence our profitability if we are not able to pass the expenses on to our customers. Any decrease in the availability of these products for whatever reason, could adversely affect our execution capacity and profitability.

6. ***One of our agricultural commodity that our company trades in is sugar which is subject to seasonal variations that could result in fluctuations in our results of operations.***

Our business is seasonal in nature and as a result, our operating results may fluctuate. Since our business is influenced by the availability of our basic raw material, i.e. sugarcane, our production schedules are operational only according to such availability. For example, Belgaum area, the crushing season generally starts from October each year and remains till April. It is during this period that our majority of the sugar production takes place. During the non-crushing season, i.e. May to September, not only is our sugar production affected but also our co-generation and distillery units are affected for the lack of bagasse and molasses. Further, other seasonal factors such as irrigation, seed quality, area of sugarcane production and amount of rainfall also play a role in determining the quantity and quality of sugarcane produce. Consequently, the results of one reporting period may not be necessarily comparable with the preceding, succeeding or corresponding reporting periods. Our revenues recorded during planting and harvesting seasons (i.e. 1st half of any financial year) are typically lower or even in losses as compared to revenues recorded during the crushing season (i.e. 2nd half of the financial year). During periods of lower sugar production, we continue to incur substantial operating expenses in connection with day to day operations, employees' salaries, miscellaneous maintenance cost and among other things, product promotion expenses which are not reduced significantly during such periods, while our revenues remain reduced. We have experienced, and expect to continue to experience, significant variability in our total revenue, operating cash flows, operating expenses and net revenues on a seasonal basis.

7. *We have significant working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.*

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the period ended December 31, 2023 (based on the Limited Review Report /Unaudited Standalone Financial Statements) is Rs. 24499.94 Lakhs and for the financial year ended March 31, 2023, March 31, 2022, March 31, 2021 (based on the Audited Standalone Financial Statements) were Rs. 15073.66 Lakhs, Rs. 29197.16 Lakhs and Rs. 10337.31 Lakhs respectively and our inventories for the period ended December 31, 2023 (based on the Limited Review Report /Unaudited Standalone Financial Statements) is Rs. 22355.63 Lakhs and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 were Rs. 11188.31 Lakhs, Rs. 8132.06 Lakhs and Rs. 4649.44 Lakhs respectively. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to write-offs bad debts and/ or delay in recoveries which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health. For further details of working capital requirements, please refer to the chapter titled "*Objects of the Issue*" on page 55 of the Letter of Offer.

8. *Any adverse change in regulations governing our products, may adversely impact our business prospects and results of operations.*

Our Company has exported various agriculture commodities namely rice, maize, sugar and other agro commodities during the last 3 financial years. Further, Government of India frames the export and import policies for agricultural products and decisions on lifting and imposing bans on export/import of individual agricultural products keeping several factors in mind, such as availability of surplus over the domestic requirements (including the requirement of buffer stock and strategic reserve, if any), concerns of food security, diplomatic/humanitarian considerations, international demand and supply situation, price competitiveness, payment of minimum support prices, requirement from government certifications for export of agricultural produce and commodities, need to balance between remunerative prices to the growers and availability of agricultural products to common man at affordable prices.

As per ICRA Research report-June 2023, the Government had an export quota for sugar of 11.2 million MT for SY2022 that in turn resulted in substantial destocking in India. For Seasonal Year 2023, the export policy permitted export of 6.1 million MT that would keep closing stock levels at an optimum level which further helped in maintaining domestic sugar prices and also supported the liquidity of sugar mills. However, the export quota for SY2024 is yet to be announced by the Government. In case the government decides to decrease the export quota for SY2024 as compared to SY2023 and/ or bring in additional restrictions, our revenues from sugar will be impacted which may adversely impact our overall business, results of operations and financial condition.

Our Company has a strong presence in agro commodities trading segment especially sugar thereby enabling us to strategize and switch over exports/imports from one commodity to another in accordance with change in demand or season or inconsistency in pricing or change in government policies for any commodity during any season.

Regulatory requirements with respect to trading in agricultural products and commodities are subject to change. Our Company may be required to alter our procurement or distribution process and target markets and incur expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay procurement and/or export of the agricultural produce and commodities. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to trade in such agricultural commodities and/or we may be deemed to be in breach of our arrangements

with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to forced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for the agricultural commodities we deal in, which may adversely impact our business, results of operations and financial condition.

9. Majority of the revenue of our company is from export business. Hence, we are subject to risks arising from exchange fluctuations, which could adversely affect our business, prospects, results of operations and financial condition.

Our exchange rate risk primarily arises from our foreign currency functional-revenues, costs and foreign currency exports of agro-commodities. Although our functional currency is, and our accounts are prepared in, Indian Rupees, we transact a portion of our business in other currencies also. The foreign exchange fluctuation, thus, affects both our revenues and expenditures. Based on our Audited Consolidated Financial Statements, our foreign currency gain including hedge our foreign currency exposure is Rs. 574.66 Lakhs for Fiscal 2022 and our foreign currency loss including hedge our foreign currency exposure is (Rs. 568.42 Lakhs) for Fiscal 2023. Based on our Limited Review Report/ Unaudited Consolidated Financial Statements, our foreign currency gain including hedge our foreign currency exposure is Rs. 124.57 Lakhs for period ended on December 31, 2023 and our foreign currency loss including hedge our foreign currency exposure is Nil for period ended on December 31, 2023. Based on our Audited Consolidated Financial Statements, total revenue from our foreign currency earning is Rs. 192,958.70 Lakhs and Rs. 194,998 Lakhs for Fiscal 2023 and 2022, respectively which accounts to 60.81% and 68.34 % of our total revenue from operations for Fiscal 2023 and 2022, respectively and our total expenditure from our foreign currency expenditure is Rs. 40023.99 Lakhs and Rs. 36973.17 Lakhs for Fiscal 2023 and 2022, respectively which accounts to 14.16% and 13.08% of our total expenditure for Fiscal 2023 and 2022, respectively. Based on our Limited Review Report/ Unaudited Consolidated Financial Statements, total revenue from our foreign currency earning is 1,31,696 Lakhs which accounts to 81.11% of our total revenue from operations for period ended on December 31, 2023 and our total expenditure from our foreign currency expenditure is 13,705.27 Lakhs which accounts to 8.51% of our total expenditure for period ended on December 31, 2023. To this extent, the revenues and expenditures will be higher or lower depending on the depreciation or appreciation of Indian Rupee in foreign currency terms.

Although we hedge our foreign currency exposure, our financials may still be impacted by fluctuations in the exchange rates between the Indian rupee and other currencies. Historically, the Rupee has depreciated as compared to the U.S. dollar and since we transact a portion of our business in U.S. dollars, the reported sales in Rupee terms exhibits a growth partly influenced by the depreciating Rupee and there can be no assurance that the growth of our international operations in the future will also benefit from a similar trend. Further, if such depreciation continues in the future it will increase our Rupee cost of imports and costs. We cannot predict the effects of exchange rate fluctuations upon our future operating results because of the variability of currency exposure and the potential volatility of currency exchange rates. Therefore, changes in the exchange rate between the Rupee and the U.S. dollar and other non-Rupee currencies may have an adverse effect on our income which in turn may adversely affect our business, results of operations and financial condition.

10. Our Company has reported negative cash flow from operating and investing activities in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

The following table sets forth our cash flow (based on Audited Consolidated Financial Statements) and from Limited Review Report for 9 months ending on December 31, 2023 for the periods indicated:

Particulars	(Rs. in Lakhs)		
	For the period ended on December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-2022 (Audited)
Net cash from (used in) Operating activities	(7868.21)	9080.86	(5742.47)
Net cash from (used in) Investing activities	821.71	116.99	(1516.69)
Net cash from (used in) Financing activities	7425.71	(7697.09)	7565.69
Net Cash Flow	379.25	1500.76	306.53

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial

operations. For further details, refer “*Consolidated Statement of Cash Flows for the year ended March 31, 2023*” on page no. 109 in the section titled “*Financial Information*” on page no. 93 of this Letter of Offer and chapter titled “Management Discussion and Analysis of Financial Conditions and Results of Operations on page 214 of this Letter of Offer. Further, the reasons for increase and decrease in the cash flow for the last 3 financial years and for the 9 months ending on December 31, 2023 is as mentioned below:

For December 31, 2023 (Based on our Limited Review Report/ Unaudited Consolidated Financial Statements):

- **Net Cash generated from Operating Activities:** Net cash flow from operating activities comprises cash consumed / generated from operations and increase / decrease in working capital. Net cash flow generated from operating activities decreased from ₹9080.86 lakh in Fiscal 2023 to (7868.21) in Fiscal period **December 31, 2023** primarily due to reduction in trade payable and other current liabilities.
- **Net Cash used in Investing Activities:** Net cash flow from investing activities comprises purchase of property, plant and equipment (tangible and intangible) and proceeds from the sale and purchase of current investments and interest received. Net cash flow generated from investing activities increase from ₹116.99 lakh in Fiscal 2022 to ₹ 821.71 in Fiscal period **December 31, 2023** primarily due to redemption of Investments and Interest received.
- **Net Cash flow used in Financing Activities:** Net cash flow from financing activities comprises proceeds / repayment of long-term borrowing (net), proceeds / repayment of short-term borrowing (net), dividend paid, and interest paid. Net cash used in financing activities decrease from ₹(7697.09) lakh in Fiscal 2023 to ₹7425.71 lakh in **December 31, 2023** due to increase in short term borrowing taken during the previous year from various banks.

FY 2022-23

- **Net Cash generated from Operating Activities:** Net cash flow from operating activities comprises cash consumed / generated from operations and increase / decrease in working capital. Net cash flow generated from operating activities increased from ₹(5742.47) lakh in Fiscal 2022 to 9080.86 lakh in Fiscal 2023 primarily due to reduction in trade receivable.
- **Net Cash used in Investing Activities:** Net cash flow from investing activities comprises purchase of property, plant and equipment (tangible and intangible) and proceeds from the sale and purchase of current investments and interest received. Net cash flow generated from investing activities increase from ₹(1516.69) lakh in Fiscal 2022 to ₹116.99 lakh in Fiscal 2023 primarily increased purchase of Investments.
- **Net Cash flow used in Financing Activities:** Net cash flow from financing activities comprises proceeds / repayment of long-term borrowing (net), proceeds / repayment of short-term borrowing (net), dividend paid, and interest paid. Net cash used in financing activities decrease from ₹7565.69 lakh in Fiscal 2022 to ₹(7697.09) lakh in Fiscal 2023 due to increase in repayment of short term borrowing taken during the previous year from various banks.

11. Any failure in our quality control and procurement processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers’ expectations.

Our agricultural produce and commodities may suffer from certain quality issues due to inadvertent lapses in procurement leading to purchase of low-quality agricultural commodities. Further the agricultural commodities may also deteriorate in quality or decay during transit. We believe that we have implemented quality control processes for our agricultural produce and commodities that we trade in, on the basis of internal and international quality standards. We are engaged in export operations and have to fulfill the quality conditions and processes prescribed by the importing jurisdictions. However, we cannot assure you that our quality control processes or our agricultural produce and commodities will pass the quality tests and inspections conducted by various international and domestic agencies as per their prescribed standards. It is imperative for us to meet the international quality standards set by our international customers and agencies as deviation from the same can cause them to reject our products and can also cause damage to our reputation, market standing and brand value. There was no failure of quality control in the last three fiscal and no consequent impact on the financials of the Company. However, certain civil cases have been filed against us, and are currently pending before the relevant authorities. For details, please refer to point number (x) under the heading Pinakin Super Industries vs. Sakuma Exports Limited and others - Special Civil Suit No. 57 of 2006 on page no. 224 and (xiii) under the heading Sai Dharam Chand Agarwal Vs. Sakuma Exports Limited- FAT 6 of 2022 with CAN 1 of 2023 on page no. 224, under chapter titled “*Outstanding Litigation and Defaults*” beginning on 220 of the Letter of Offer.

In the event the quality of our agricultural products and commodities are sub-standard or the agricultural produce and commodities suffer from defects and are returned by our customers due to quality complaints, we might be

compelled to take back the sub-standard agricultural produce and commodities and reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our domestic and international customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our agricultural produce and commodities and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for low quality agricultural produce and commodities sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

12. *Our registered office and branch offices are on leased/ rented premises and leave & license agreement have been executed for the same. Any termination or dispute in relation to these lease/ rental agreement may have an adverse effect on our business operations and results thereof.*

Our Registered office situated at Aurus Chamber, A 301-302, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India is a leased premises. The said property is owned by 2 of our Promoters, namely Ms. Kusum Chander Mohan Malhotra and Sakuma Infrastructure And Realty Private Limited. Our Company has entered into an agreement with them for leasing the same premises for a period of 5 years w.e.f. 01-07-2020. For details, please refer to “***Our Business Overview- our properties***” page no. 88 of this DLOF. Our business operations are also conducted from the said premises. The Lessors- Ms. Kusum Chander Mohan Malhotra and Sakuma Infrastructure and Realty Private Limited form a part of our related party transaction and the said transaction is done at arm’s length and there is no conflict of interest between with the related party mentioned above. The Lessors- Ms. Kusum Chander Mohan Malhotra and Sakuma Infrastructure and Realty Private Limited form a part of our related party transaction and the said transaction is done at arm’s length and there is no conflict of interest between with the related party mentioned above. For details on related party transactions for FY 2023, see note 39 on page no. 135 of the Draft Letter of Offer. Although, as per our lease agreements are have been entered into at market terms and at fair prices with both related parties or otherwise, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

Further, our branch offices are situated in Andhra Pradesh, Gujarat, Rajasthan, Tamil Nadu, Telangana, West Bengal and Bihar which are leased premises. For details, please refer to “***Our Business Overview- our properties***” page no. 88 of this DLOF. The lessors for our branch offices are not related to our promoters or directors or our promoter group members or KMP. Our local business operations for the regions mentioned above are also conducted from the said premises. As per the lease agreements, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same prices. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

13. *We are dependent on third party transportation service providers for delivery of agricultural produce or commodities to us from our suppliers and delivery of our products to our customers. We have not entered into any formal contracts with our transport providers and any failure on part of such service providers to meet their obligations could adversely affect our business, financial condition and results of operation.*

We are significantly dependent on various third party transportation providers for the delivery of agricultural produce or commodities to us and delivery of the same to our customers. For details on our location-wise break-up, please refer to “***Our Business Overview- product wise and location wise sales as derived from the Audited Consolidated Financial Statements for FY 2022-23***”, on page no. 79 of the Letter of Offer. Such services include clearing and forwarding, transportation, material handling and ocean freight. Uncertainties and risks such as transportation strikes, failure to book vessels or delay in supply of raw materials and products due to port congestions, vessel / vehicle breakdown could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, agricultural produce or commodities may be lost or damaged in transit

for various reasons including occurrence of accidents or natural disasters. A failure to procure or transport the agricultural produce and commodities or to deliver the same to our distribution intermediaries in a timely, efficient and reliable manner could adversely affect our business, results of operations and financial condition. Except for disruption in the logistics and shipping services in the Red Sea zone in FY 2023-24 and COVID-19 in FY 2019-20, 2020-21 and part of FY 2021-22, there has been no such instances in the last three financial years, which had an adverse impact on the business and the financials position of our Company.

Further, we have not entered into any long-term agreements with our transporters and the costs of transportation are generally based on mutual terms and the prevailing market price. Further, we are not dependent on any specific transporter for using their delivery services either to us and delivery to our customers. In the absence of such agreements, we cannot assure that the transport agencies would fulfill their obligations or would not commit a breach of the understanding with us. In the event that the agricultural produce or commodities suffer damage or are lost during transit, we may not be able to prosecute the agencies due to lack of formal agreements. Further, the transport agencies are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms or prices, which may cause them to cater to our competitors alongside us or on a priority basis, which could adversely affect our business, results of operations and financial condition.

14. Our inability to manage our growth effectively or failure to implement our business and growth strategies could adversely affect our business and future financial performance.

Our revenues from operations for the period ended December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Statements) has decreased Rs. 1,62359.43 Lakhs as compared to Rs. 317314.85 Lakhs in Fiscal 2023 (based on the Audited Consolidated Financial Information). Our PAT for the period ended December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Statements) has decreased Rs. 1399.10 Lakhs as compared to Rs. 2854.09 Lakhs in Fiscal 2023 (based on the Audited Consolidated Financial Information). This decrease in the revenue from operations and PAT was majorly due to (i) disruption in the logistics and shipping services in the Red Sea zone wherein the shipping lines services had either been suspended or curtailed their cargo services to countries like East Africa, Middle East etc.; (ii) high freight cost charges and (iii) delay in receiving of cargo due to diversion of shipping route which has affected the delivery/ shipment.

Our revenues from operations (based on the Audited Consolidated Financial Information) from Rs. 285343.80 Lakhs in Fiscal 2022 to Rs. 317314.85 Lakhs in Fiscal 2023 and our PAT for the period has grown from Rs. 2758.22 Lakhs in Fiscal 2022 to Rs. 2854.09 Lakhs in Fiscal 2023. Further, our revenues from operations (based on the Audited Consolidated Financial Information) from Rs. 132,840.98 Lakhs in Fiscal 2021 to Rs. 254,603.67 Lakhs in Fiscal 2019 and our PAT for the period had reduced from Rs. 1,110.69 Lakhs in Fiscal 2021 to Rs. 1,823.67 Lakhs in Fiscal 2019 due to the company and worldwide being hit by COVID-19 Pandemic. However, there can be no assurance that our growth strategy will be successful or that we will be able to continue to expand further, or at the same rate.

The success of our business will depend greatly on our ability to achieve our financial objectives and results of operations will depend on our ability to identify and evaluate suitable markets within India and internationally and thereby accomplishing our business opportunities. To grow our business, we need to evaluate of suitable markets for our products, the willingness to purchase, purchasing power and demand for agro commodities, the ability to tie up with the local distributors, need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth, the availability and cost of financing, government directives on import-export, and the obtaining of permits and approvals for logistic is a must. If we fail to execute any of the above and our order(s) in a timely and effective manner, it may cause us to modify, delay or abandon entire order, which in turn could cause our business to suffer.

Further, our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is 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 analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

15. We are dependent upon few suppliers for the material requirements of our business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our relationships with existing suppliers or to identify new suppliers could adversely affect our business operations.

Our top 10 suppliers contributed 55.16%, 26.21%, and 35.69% of our purchases for the period ended December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Statements) and for the year

ended March 31, 2023 and 2022 (based on the Audited Consolidated Financial Statements), respectively. For details on our top suppliers for period ended on December 31, 2023, FY 2023 and FY 2022, please refer to point 9- Any significant dependence on a single or few suppliers or customers under the heading Qualitative Disclosure about Market Risk on page no. 217 of the Letter of Offer in the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 207 of the Letter of Offer. In our industry, generally there are no definitive agreements with the suppliers of the products we sell. We also do not have any long-term supply agreements with our suppliers or distributors and we procure our products on a purchase order basis. Since there are no fixed terms of trade, the discounts and schemes for our customers are decided based on the negotiation skills of the procurement team. If we are unable to continue to procure supplies at competitive prices, our margins and business will be adversely affected. Any problems faced by our supplier resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer’s requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

16. *Failure by our joint venture partner to perform their obligations or disagreements with such joint venture partner could result in additional financial and performance obligations for our Company, which may adversely affect our business and results of operations.*

If we are unable to successfully manage relationships with our joint venture partner, Raigaon Sugar & Power Limited (RSPL), our business and results of operations may be adversely affected. Our Company has entered into a joint venture agreement dated January 01, 2024 for the purpose of branding, marketing and selling the products- Sugar (raw and white) and Ethanol & its related products manufactured by RSPL. If our joint venture partner fails to perform their obligations satisfactorily, or at all, we may be unable to perform our contracted services adequately and in a timely manner, or at all. Further, the inability of our joint venture partner to continue to manufacture and sell products- Sugar (raw and white) and Ethanol & its related products manufactured by RSPL and any inability of our Company market and sell the above mentioned products due to financial or legal difficulties or its inability to grow sell/ market the products as stipulated in the joint venture agreement could result in us bearing increased costs incurred for market and sell the above mentioned products. Further, we may be more reliant on our joint venture partner in regions where we have limited experience. In some cases, we may not be able to provide the services which our joint venture partners have failed to provide, due to our lack of experience or expertise in certain areas and we may not be successful in finding acceptable substitute partners, in a timely manner or at all. Lack of cooperation from our joint venture partner in connection with the operations, may adversely affect the operation and in turn, our business and results of operations.

17. *Some of our Group Companies/ Subsidiaries/ Step Down Subsidiary are engaged in the similar line of business to that of our Company and may have incurred losses in the past. There are no non-compete agreements between our Company and Promoter Group Entities and/ Promoter Group Members. However, we cannot assure that our Promoter and Promoter Group members will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.*

Some of our Group Companies/ Subsidiaries, namely /Stepdown subsidiary namely, G.M.K. System & Logistics Private Limited, C. K. K. Retail Mart Limited, GK Exim FZE W.L.L, Sakuma Exim DMCC, Sakuma Exports PTE Limited, Sakuma Exports (Ghana) Ltd and Sakuma Exports Tanzania Pvt. Ltd., are engaged in same or similar line of business as that of our Company. We have not entered into any non- compete agreement with such entities. We cannot assure that our Promoter/ Promoter Group who has common interest in such entities will not favour the interest of such entities. As a result, conflicts of interests may arise on account of common suppliers/ customers and in allocating business opportunities amongst our Company and such entities in circumstances where our respective interests diverge.

Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. We cannot assure you that these or other conflicts of interest, in the event such conflicts arise, will be resolved in an impartial manner.

Further, one of our group company and subsidiary company has incurred loss in the past. The details of the loss incurred by group company and subsidiary company in last three fiscals (Audited Standalone Financial Statements) are as under:

(Amount in Rs.)

Name of the Group Company	FY 2022-23	FY 2021-22	FY 2020-21
G.M.K. System & Logistics Private Limited	42,09,330	58,86,460	(20,35,553)

(Amount in BHD)

Name of the Subsidiary Company	FY 2022-23	FY 2021-22	FY 2020-21
GK Exim FZE W.L.L	(1862)	(1169)	(1171)

For details on our subsidiary companies, please refer to page no. 80 of the Letter of Offer. The loss incurred by group companies and subsidiary company do not have any impact on overall revenue of our company. Except as stated above, none of the other subsidiary companies have incurred any losses in past. There can be no assurance that our subsidiary companies will not incur losses in the future, which may have an adverse effect on our reputation and business.

18. Our lenders have imposed certain restrictive covenants on us under our financing arrangements. This may limit our ability to pursue our business and limit our flexibility in planning for, or reacting to, changes in our business or industry.

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. For period ended December 31, 2023 (based on the Limited Review Report /Unaudited Consolidated Financial Statements) we had outstanding indebtedness of Rs. 9427.01 Lakhs (consists of borrowings under non-current liabilities and current liabilities) and as of March 31, 2023, we had outstanding indebtedness of Rs. 1651.75 Lakhs (consists of borrowings under non-current liabilities and current liabilities) (based on Audited Consolidated Financial Statements). For details on our borrowings, please refer Note 18 and 21 on '*borrowings*' on page no. 125 of the Letter of Offer and see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*" on page no. 215 of the Letter of Offer. Further for the process of this Issue, our company has obtained the consent from the respective lender. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (a) permit any change in the ownership/ control/ management/ shareholding (including by pledge of promoter/ sponsor shareholding in the borrower to any third party), and (b) wind up, liquidate or dissolve its affairs or take any steps for its voluntary winding up or liquidation or dissolution. While we have received all relevant consents required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past and there has not been any delays and/ or rescheduling and/ or ever greening of loans, we cannot assure you that this will continue to be the case in the future.

A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. For details on our borrowings, please refer Note 18 and 21 on '*borrowings*' on page no. 125 of the Letter of Offer and see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*" on page no. 215 of the Letter of Offer.

19. Our Company has availed and may continue to avail in the future certain unsecured loans which maybe recalled by our lenders at any time.

For period ended December 31, 2023 and as of March 31, 2023, our Company does not have any unsecured loan however, as on March 31, 2022, our company had unsecured loans amounting to Rs. 1416.86 Lakhs (based on Audited Consolidated Financial Statements) and may continue to avail unsecured loans, which may be recalled at any time, with or without the existence of an event of default, on short or no notice. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lender to give us extensions or to refrain from exercising such recalls, which may

adversely affect our results of operations and cash flows. For details on our borrowings, please refer Note 18 and 21 on ‘borrowings’ on page no. 125 of the Letter of Offer and see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*” on page no. 215 of the Letter of Offer.

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

We have entered into related party transactions with our Promoters, Group Companies, Promoter group members. For details on related party transactions for FY 2023, see note 39 on page no. 135 of the Letter of Offer. While our Company believes that all such transactions have been conducted on an arm’s length basis and are accounted as per AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm’s-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

- 21. Any increase in or realization of our commitments and contingent liabilities could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospect.**

As on March 31, 2023 and 2022 (based on the Audited Consolidated Financial Information) and based on the Limited Review Report for the period ended on December 31, 2023 (based on the Unaudited Consolidated Financial Statements), we had the following Contingent Liabilities:

Particulars	(Rs. In Lakhs)		
	For the period ended on December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Direct and indirect taxation matters			
TDS Default	1.52	1.52	0.31
Income Tax	1305.08	1305.08	1494.02
Sales Tax	803.84	803.84	803.84
A. Claims against the company not acknowledged as debts	(3345.87)	3461.67	10.97
B. Claim by the Company not acknowledged as Income	4330.74	(4917.43)	-
Net (A-B)	984.88	(1455.76)	10.97

For details regarding our contingent liabilities for FY 2023, please refer to note 37 on page no. 134 of the Letter of Offer and Offer and see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations- Contingent Liabilities*” on page no. 215 of the Letter of Offer.

- 22. We depend on the success of our relationships with our customers. Our revenue is generated from certain of our key customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.**

Our Company is engaged in the business of export and import trade of agricultural produce and commodities for sale to various merchants and distributors. For FY 2022-23, FY 2021-22 (based on the Audited Consolidated Financial Information) and for the period ended on December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Information) our revenue from operations from our top ten customers were approximately 59.17%, 79.50 and 55.43. For details on our top customers for period ended on December 31, 2023, FY 2023 and FY 2022, please refer to point 9- Any significant dependence on a single or few suppliers or customers under the heading Qualitative Disclosure about Market Risk on page no. 217 of the Letter of Offer in the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 207 of the Letter of Offer.

While we typically have long term relationships with our customers, we have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long-term agreements. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our ,business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

Further, neither do we have any exclusive agents, dealers, distributors nor have we entered into any agreements with any of the market intermediaries for selling or marketing our products. If there occurs any change in the market conditions, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers’ demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

23. Our inability to collect receivables and default in payment from our customers could result in the reduction of our profits and affect our cash flows.

Our business operations depend on our ability to successfully obtain payment from our customer(s) for our products sold to them. We typically bill and collect on relatively short cycles and maintain provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions.

Our credit terms vary from the start date of the invoice to approximately 25-60 days for our customers. In spite of our efforts to collect our dues from the respective creditors within the stipulated time, and further providing extended credit periods to collect our dues, we face the risk of non-receipt of our outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with customers. We cannot guarantee that our customers will not default on their payments. Our inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows. For the period ended December 31, 2023 (based on the Limited Review Report /Unaudited Consolidated Financial Statements), our trade receivables were Rs. 39828.77 Lakhs which represented 24.53 % of our total revenue. In Fiscals 2023 and 2022 (based on the Audited Consolidated Financial Information), our trade receivables were Rs. 31373.05 Lakhs and Rs. 43417.24 Lakhs, respectively, which represented 9.86% and 15.18%, respectively, of our total revenue for such periods. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, financial condition and results of operations. The details of Trade Receivables Cycle for FY 2020-2021, FY 2021-22 and FY 2022-2023 and period ended December 31, 2023 is forth below:

(Amount in Rs. Lakhs)

Particulars	For the period ended on December 31, 2023 (Unaudited)		FY 2020-2021 (Audited)		FY 2021-2022 (Audited)		FY 2022-2023 (Audited)	
	Amount	No. of Days	Amount	No. of Days	Amount	No. of Days	Amount	No. of Days
Trade Receivables	39828.77	90	26,853.69	163	43,417.24	45	31,373.05	43

There is decrease in trade receivables period from 163 days in financial year 2020-2021 to 43 days in financial year 2022-2023. Due to Covid 19 pandemic worldwide effecting business operations of entire business world, the debtors were facing liquidity problem which led to increase in trade receivables cycle in financial year 2020-2021 as compared to Year 2021-22. The Trade receivable for the year end 2022-23 has reduced in comparison to year ended 2021-22 due to increase in FAS (Free Alongside Ship) business wherein realization of Debtors are quick as compared to other Sales terms. Further the increase in Sales Volume and decrease in trade receivables has led to decrease in trade cycle for the year 2022-23.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. In particular, farmers may be adversely affected by a number of factors beyond their control, which could affect their financial condition. An increase in bad debts or in defaults by our customer and

dealers may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows.

24. *Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.*

As on the date of filing this Letter of Offer, we have 1 trademark Registered under the provisions of the Trade Marks Act, 1999. For details please refer to page no. 89 of the Letter of Offer. We cannot assure that third parties will not infringe on our intellectual property, thereby causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and any third party claim on any of our unprotected brands may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly, and a favourable outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

25. *Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.*

We may encounter problems in executing the orders in relation to our imported and exported products, or executing it on a timely basis. There have been no such instances in the last three financial years, which had an adverse impact on the business and the financials position of our Company. However, during FY 2022-23, FY 2021-22 and for the period ended on December 31, 2023, our company has experienced delay in delivering orders and there have been either modifications/ cancellation/ non-payments by our customers. Some of our customers have filed civil cases against us, which are currently pending before the relevant authorities. For details, please refer to point number (vi) under the heading Sahyadri Sahakari Sakhar Karkhana Limited vs. Sakuma Exports Limited and others - Spl. C.S. 17/2020 on page no. 223, under chapter titled "Outstanding Litigation and Defaults" beginning on page 220 of the Letter of Offer. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Further, even though we execute orders with our customers, the order could be cancelled or there could be changes in scope and / or scheduled delivery of the products. Accordingly, it is difficult to predict with certainty if, when, and to what extent the delivery of the orders placed will be made. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business.

26. *Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.*

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents affect our factories and distribution centres or in the regions/areas where our stores and distribution centres are located. Although we maintain insurance coverage in relation to fire and other natural and accidental risks at our facilities, money and fidelity insurance and stock insurance, there are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. For details on our insurance policies, please refer to page no. 85 of the Letter of Offer. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. Further, while there has been no past instance of inadequate insurance coverage for any loss, there can however be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. A successful enforcement of one or more claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition, cash flows and results of operations.

27. *Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.*

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. For details on our government approvals, please refer to the chapter titled "Government and other Statutory Approvals"

beginning on page 230 of the Letter of Offer. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company's operations and may have a material adverse effect on the business.

28. *We face significant competition in our business from sugar manufacturers/ Exporters/ Traders, which may adversely affect our profitability.*

The sugar industry is highly competitive. Despite increased consolidation, the sugar industry remains highly fragmented. Our major competitors are Dhampur Sugar Mills Limited, Balrampur Chini Mills Limited, Sakthi Sugars Limited, Signet Industries Limited, Uma Exports Limited etc. Further, excess sugar stocks may be dumped by competitors which may lead to excess supply and price drop. We also face substantial competition from potential competitors who may seek to manufacture the same or similar products as us in the particular area or competitors who are already manufacturing, distributing and selling products which we deal in. Additionally, we compete with existing sugar manufacturing units on the basis of portfolio of our by-product offerings, product traits, including quality consistency, lower rejection ratio, as well as based on price, reputation, customer service and customer convenience. Some of our competitors may be large multinational companies that have significantly greater resources and access than those available to us. If we are unable to compete effectively, including in terms of pricing or providing quality products, our market share may decline, which could have a material adverse effect on our results of operations and cash flows.

29. *We currently avail export incentives benefits from the Government of India. Any change in these benefits and incentives applicable to us or a delay in disbursement of benefits under such schemes may affect our results of operations.*

We currently avail export incentives and roadtap benefit under Duty Draw Back Scheme as offered by Government of India. For FY 2021-22 and FY 2022-23 (based on the Audited Consolidated Financial Information), our company had received Rs. 549.05 Lakhs and Rs. 635.17 Lakhs, respectively as export incentive benefits. For the period ended on December 31, 2023 (based on the Limited Review Report/ Unaudited Consolidated Financial Information), our company had received Rs. 327.03 Lakhs as export incentive benefits. However, we cannot assure you that we will continue to enjoy these benefits in the future or will be able to obtain timely disbursement of such benefits. Any reduction or withdrawal or modification of benefits or our inability to meet any of the condition prescribed under the scheme would adversely affect our business, results of operations and financial condition.

30. *If we are unable to raise additional capital for our business, it may delay our Company's growth plan and have a material adverse effect on our business and financial condition.*

We will continue to incur significant expenditure in maintaining and growing our existing business operations. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, if we are unable to arrange adequate financing on timely basis, it could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and regulatory framework that allows us to raise capital. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

31. *Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.*

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our

business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our Board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control.

32. Any variation in the utilization of the Net Proceeds as disclosed in this Letter of Offer shall be subject to certain compliance requirements, including prior Shareholders' approval.

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Rights Issue in the manner set out in the section titled "**Objects of the Issue**" on page no. 51 in the Letter of Offer. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Letter of Offer without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled "**Objects of the Issue**" on page no. 51 in the Letter of Offer. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Rights Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

33. We are dependent on our Promoter, Directors our senior management and key personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our Promoter, Directors, senior management and key managerial personnel collectively have vast years of experience in the industry and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Directors and key managerial personnel, please refer to Section "Our Management" on page 90 of this Letter of Offer. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters, Directors and other senior management could seriously impair the ability to continue to manage and expand the business efficiently.

Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

Further, as on December 31, 2023, our Promoters, along with our Promoter Group members, hold, approximately 61.88 % issue paid up equity capital of our Company and, therefore, will have the ability to significantly influence our corporate decision making process. This will include the ability to appoint Directors on our Board and the right to approve significant actions at Board and at Shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to the Memorandum and Articles of Association, and any assignment or transfer of our interest in any of our licenses. We cannot assure you that our Promoters along with Promoter Group members interests in any such scenario will not conflict with the interest of other Shareholders or with the interests of our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business effectively or in the best interests of our other Shareholders. For details on their shareholding pattern of our company and that of the promoter and promoter group, please refer to point 9 on page 52 in the chapter titled "**Capital Structure**" beginning on page no. 51 of the DLOF.

34. We have referred to the data derived from the industry report commissioned and paid for by our Company from ICRA Limited and other publicly available information, which have been used for industry-related data and for management estimates in the Letter of Offer.

Unless otherwise indicated, the industry-related information as disclosed under the chapter titled "Industry Overview" contained in the Letter of Offer beginning from page 66 is derived from a report entitled "Indian Sugar Industry" dated June 2023 ("ICRA Report") prepared by ICRA Limited ("ICRA") and publicly available information. We have obtained ICRA's consent dated July 17, 2024 and have commissioned ICRA for the ICRA

Report on June 2023 and paid for such report an agreed fee only for the purposes of confirming our understanding of the industry in connection with the Issue. We have no direct or indirect association with ICRA other than as a consequence of such an engagement. ICRA has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (Information), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The ICRA Report also highlights certain industry and market data, which may be subject to estimates and/or assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and / or assumptions may change based on several factors. We cannot assure you that ICRA estimates and / or assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in the Letter of Offer. Further, the ICRA Report is not a recommendation to investor disinvest in our Company. ICRA has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the ICRA Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this Information.

35. *Any downgrade in the rating of the Company's long-term bank facility will adversely affect the financials and cost of borrowings of the Company.*

The rating reaffirmed and assigned is “[ICRA]BBB (Stable)/[ICRA]A3+; reaffirmed”, “[ICRA]BBB (Stable)/[ICRA]A3+; assigned”, “ACUITE BBB (Negative); reaffirmed”, “ACUITE BBB (Stable); assigned” and “CRISIL BBB+/ Stable (Reaffirmed)” for FY 2023, FY 2022, FY 2021, FY 2020 and FY 2019 respectively on the Long Term and/ or Short Term fund-based bank facilities obtained by our Company. The rating continues to reflect the Company's established position in the agricultural commodities trading business, comfortable financial risk profile and adequate risk management policies. Except in FY 2020-21, wherein the rating has been ACUITE BBB (Negative); reaffirmed for the long term borrowings, there has been no downgrade in the ratings of issuer company's borrowings (long term and/ or short term), we cannot assure you that we will be able to maintain this rating in future and any downgrade in the rating of the Company's long term bank facility will adversely affect the financials and cost of borrowings of the Company thereby impacting the profitability of the Company.

36. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our Company has paid dividend for FY 2023 and FY 2022 at the rate of 5% each year. However, our ability to pay dividends in the future will depend on number of factors, including our profit after tax for the fiscal year, utilisation of the profit after tax towards reserves, our future expansion plans and capital requirements, our financial condition, our cash flows and applicable taxes, including dividend distribution tax payable by our Company. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of shareholders and will depend on factors that our Board and shareholders deem relevant. We may decide to retain all our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends in the future.

37. *The recent outbreak of the novel coronavirus could have a significant effect on our results of operations, and could negatively impact our business, revenues, financial condition, and results of operations.*

An outbreak of COVID-19 was recognised as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Due to the COVID-19 pandemic, restrictions on exports and domestic sales, our revenue from operations for FY 2021 and FY 2022 had decreased to Rs.1,33,347.99 Lakhs and Rs. 2,85,343.80 Lakhs (based on Audited Consolidated Financials Statement) as compared to Rs. 2,86,311.97 Lakhs FY 2023 (based on Audited Consolidated Financials Statement). Due to this, our PAT for FY 2021 and FY 2022 had also decreased to Rs . 1110.69 Lakhs and Rs. 2758.22 Lakhs (based on Audited Consolidated Financials Statement) as compared to Rs. 2413.42 Lakhs FY 2023 (based on Audited Consolidated Financials Statement). Since May 2020 many of COVID-19 the restrictions and measures were lifted. We proactively engaged with our clients to reassure them and to demonstrate our commitment to restart our operations and to build confidence in the safety protocols deployed at our offices. If we do not respond appropriately to the pandemic, or if customers do not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future.

Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this lockdown although we have continued with our business, the execution of our business operations was delayed by few weeks.

We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

ISSUE SPECIFIC RISKS

38. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further in case the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements.

39. Any future issuance of the Equity Shares, or convertible securities by our Company may dilute your future shareholding and sales of the Equity Shares by our Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, or convertible securities by our Company, including through exercise of employee stock options or restricted stock units may lead to dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, any future sales of the Equity Shares by the Promoters and members of our Promoter Group, or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

40. Investors 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 the Investors 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. Investors can start trading the Equity Shares allotted to them only after receipt of the listing and trading approval in respect thereof. Since the Equity Shares are currently traded on the Stock Exchange, investors will be subject to market risk from the date they pay for the Issue Shares to the date when trading approval is granted for them. Further, we cannot assure you that the Equity Shares allocated to an Investor will be credited to the Investor's demat account or that trading in the Equity Shares will commence in a timely manner or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

41. Investors will not have the option of getting the Allotment of Rights Equity Shares in physical form and the Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholders") may lapse in case they fail to furnish the details of their demat account to the Registrar.

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 dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account

to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of the Equity Shares and except the pending transfers). For details, refer chapter titled “*Terms of the Issue – Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 250 of this Draft of Letter of Offer.

42. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, the Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant’s decision to invest in the Issue Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their Applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Issue Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants’ ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

43. *Your ability to acquire and sell the Issue Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Letter of Offer.*

No actions have been taken to permit an offering of the Issue Shares in the Issue in any jurisdiction except India. As such, our Issue Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Further, your ability to acquire Issue Shares is restricted by the distribution and solicitation restrictions set forth in this Letter of Offer. For further information, please refer to the chapters entitled ‘*Notice to Investors*’, ‘*Other Regulatory and Statutory Disclosures*’ and ‘*Restrictions on Foreign Ownership of Indian Securities*’ on pages 10, 233 and 270, respectively. You are required to inform yourself about and observe these restrictions. Our representatives, our agents and us will not be obligated to recognize any acquisition, transfer or resale of the Issue Shares made other than in compliance with applicable law.

44. *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, any company incorporated in India must offer its holders of equity shares preemptive 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.

45. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long-term capital gains tax in India if Securities Transaction Tax (STT) is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the GoI under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, Finance Act, 2018, taxes such long term capital gains exceeding ₹1 lakh arising from

sale of equity shares on or after April 1, 2018. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

46. *Conditions in the Indian securities market may affect the price or liquidity of our Equity Shares.*

The Indian securities markets are smaller and more volatile than securities markets in more developed economies. The Indian stock exchanges have, in the past, experienced substantial fluctuations in the prices of listed securities. Prices of listed securities are subject to volatility linked among other factors to the uncertainty in the global markets and the rising inflationary and interest rate pressures domestically. The governing bodies of the Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Future fluctuations or trading restrictions could have a material adverse effect on the price of our Equity Shares.

47. *The Issue Price of our Rights Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.*

The Issue Price of Rights Equity Share may not be indicative of the market price for our Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and,
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

48. *There is no guarantee that the Rights Equity Shares issued pursuant to the Issue will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, permission for listing of the Rights Equity Shares will not be granted until after those Rights Equity Shares have been issued and allotted. In addition, we are required to deliver the Letter of Offer to SEBI and the Stock Exchanges under the applicable provisions of the Companies Act and the SEBI ICDR Regulations. The trading approvals shall be granted subject to the submission of all other relevant documents authorizing the issuing of Rights Equity Shares. There could be a failure or delay in listing the Rights Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict investors' ability to dispose of their Equity Shares. Further, a closure of, or trading stoppage on the Stock Exchanges could adversely affect the trading price of the Equity Shares.

EXTERNAL RISK FACTORS

49. *Political instability or changes in the government or government policies could impact the liberalization of the Indian economy.*

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt

business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

50. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

51. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Currently, the Russia- Ukraine conflict has resulted in significant increase in a global oil prices which could have a significant impact on inflation and cost of production. Additionally, essential raw materials for the manufacture of various products could be affected globally due to the aforementioned European crisis which could have cascading effect on the Indian economy and the trading price of our Equity Shares.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

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

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

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.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and / or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial condition.

53. *General economic conditions in India and globally could adversely affect our business, results of operations and financial condition.*

Our business, prospects, results of operations and financial condition depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our business, prospects, results of operations and financial condition. Our Company mainly derives revenue from operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, volatility in currency exchange rates, volatility in commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our Company's employee costs and decrease our operating margins, which could have an adverse effect on our business, prospects, results of operations and financial condition.

Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our Company's business. A slowdown in the Indian economy could adversely affect the policy of the Government of India towards the industry in which our Company operates, which may in turn, adversely affect our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, results of operations and financial condition as well as the market price of the Equity Shares.

54. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition. India's physical infrastructure is in a developing phase, as compared to that of many developed nations.*

Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could have an adverse effect on our results of operations and financial condition.

55. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a "negative" outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. 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.

56. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

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, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, 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/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on June 21, 2022 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions.

The following is a summary of this Issue and should be read in conjunction with and is qualified in its entirety by, the information detailed in “*Terms of the Issue*” on page 243 of this Letter of Offer.

PARTICULARS	SCHEME DETAILS
Equity Shares proposed to be issued	Up to 7,89,84,298 Rights Equity Shares
Rights Entitlements	33 Rights Equity Shares for every 98 Equity Shares held on the Record Date.
Record Date	April 15, 2024; Monday
Face value per Equity Share	Re. 1.00 per equity share
Issue Price per Rights Equity Share	Rs. 25.30 per equity share (including a premium of Rs. 24.30 per equity share)
Issue Size	Up to 19983.03 Lakhs * * Assuming full subscription. Subject to finalization of the Basis of Allotments.
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid-up prior to the Issue	23,45,59,430 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Equity Shares) and having made fully paid-up	31,35,43,728 Equity Shares
Use of Issue Proceeds	For details, see “Objects of the Issue” on page 51 of the Letter of Offer
Terms of the Issue	For details, see “Terms of the Issue” on page 243 of the Letter of Offer
Security Code	ISIN: INE190H01024 ; BSE Script Code & Id: 532713 & SAKUMA ; NSE Symbol: SAKUMA

For details in relation fractional entitlements, see "Terms of the Issue-Fractional Entitlements" beginning on page 260 of this Letter of Offer.

Payment Schedule of Rights Equity Share is as follows:

The Issue Price of Rs. 25.30 per Rights Equity Share (including premium of Rs. 24.30 per Rights Equity Share) shall be payable on application.

GENERAL INFORMATION

Our Company was formed as a partnership firm in the name of Sakuma Exports on December 1, 1998 at Mumbai and was subsequently converted into a Public Limited Company and duly incorporated on August 31, 2005 with the Registrar of Companies, Maharashtra. The Partnership Firm was converted into Company under Part IX of the Companies Act, 1956 under the name of Sakuma Exports Limited vide Certificate of Incorporation dated August 31, 2005.

Registered Office

CIN : L51909MH2005PLC155765
Address : Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Tel No. : +91 22 24999021/ 22
Email Id : companysecretary@sakumaexportsltd.com/ sakumaex@mtnl.net.in
Website : www.sakumaexportsltd.com
Contact Person : Ms. Khyati Bipin Jobanputra

Corporate Office-The Company does not have a separate corporate office. Hence, the registered office and corporate office is one and same.

Address of the RoC

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

Address : 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India
Tel No. : +91 22 22812627/ 22020295 /22846954
Email Id : roc.mumbai@mca.gov.in

DESIGNATED STOCK EXCHANGE

BSE Limited located at P. J. Towers, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India is the Designated Stock Exchange for the proposed Rights Issues of the Company.

Change in Registered Office Address:

As on the date of filing this Letter of Offer, Our Company's Registered Office is situated at Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India.

Following are the details of the change in the address of the registered office of our Company since incorporation:

Date	From Address	To Address	Reasons for Change
28-01-2011	17-Chemox House, 5th Floor, Barrack Road, Nr. Bombay Hospital Lane, Mumbai 400020	Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India	For Administrative Purpose

OUR BOARD OF DIRECTORS

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

Name and Designation	Age	DIN	Address
Mr. Saurabh Malhotra; Managing Director	47 years	00214500	RNA Mirage, Flat No. 2502, Sudam Kalu Ahire Marg, Worli , Mumbai – 400 030
Ms. Shipra Malhotra; Non-Executive Director	49 years	01236811	T-37,603/604, Beverly Hills, Royal Empire Chsl, Lokhandwala Road Complex, Andheri, Mumbai-400 058

Name and Designation	Age	DIN	Address
Mr. Vivek Madanlal Grover; Non-Executive Director	48 years	03594740	11 D, B Wing, White Spring Rivali Park, Western Express Highway ,Near Sai Baba Mandir, Boriwali (East), Mumbai 400066
Mr. Amit Shankar Amist; Non-Executive Independent Director	47 years	05305256	H.NO, 49, Duplex-1, Swarnim Vihar, Sector 82, Noida, Gautam Budh Nagar,Pin-201304,Uttar Pradesh
Mr. Guniteshvir Singh Sohal; Additional Non-executive Independent Director	31 years	07471515	Bungalow No. 3, Plot No. 77, Sindhi Society, Chembur, Near Vivekanad Jr. College, Mumbai 400071, Maharashtra, India
Mr. Rahul Dixit; Additional Non-executive Independent Director	44 years	03540131	22/10, Shalimar Enclave, E-3 Arera Colony, Huzur, R.S. Nagar, Bhopal, Madhya Pradesh 462016

For detailed profile of our Board of Directors, refer to chapter titled '**Our Management**' on page no. 90 of this Letter of Offer.

CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

Name : **MR. SAURABH MALHOTRA**
Address : Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Tel No. : +91 22 24999021/ 22
Email Id : companysecretary@sakumaexportsltd.com
Website : www.sakumaexportsltd.com

CHIEF FINANCIAL OFFICER

Name : **MR. DEVESH MISHRA**
Address : Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Tel No. : +91 22 24999021/ 22
Email Id : companysecretary@sakumaexportsltd.com
Website : www.sakumaexportsltd.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Name : **MS. KHYATI BIPIN JOBANPUTRA**
Address : Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Tel No. : +91 22 24999021/ 22
Email Id : companysecretary@sakumaexportsltd.com
Website : www.sakumaexportsltd.com

LEAD MANAGER TO THE ISSUE

Name : **FIRST OVERSEAS CAPITAL LIMITED**
Address : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001
Tel No. : +91 22 40509999
Email Id : mb@focl.in
Contact Person : Mr. Rushabh Shroff
Website : www.focl.in
SEBI Registration No. : INM000003671
CIN : U67120MH1998PLC114103

Investor Grievances

Investors are advised to contact the Company Secretary and Compliance Officer or Registrar to the Issue for any pre-Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer / CAF / letter of allotment, Split Application Forms, Share Certificate(s) or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, 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 CAF, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process as well as for non- ASBA process, see “Terms of the Issue” on page 243.

PEER REVIEW AND STATUTORY AUDITORS

Name : **M/s M. L. SHARMA & CO.,CHARTERED ACCOUNTANTS**
Address : 107 Chartered House, 297-299 Dr. C H Street, Behind Dolours Church,
Marine Lines, Mumbai: 400002, Maharashtra
Tel No. : +91 22 68525202 / 68525200
Email Id : mlsharma@mlsharma.in
Contact Person : Mr. Shailesh M. Bandi
Membership No. : 109101
Firm Registration No. : 109963W (Peer Review Certificate valid till 24-09-2024)

INTERNAL AUDITOR OF OUR COMPANY

Name : **MEHTA SINGHVI & ASSOCIATES, Chartered Accountants**
Address : 410, 4th floor, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013
Tel No. : +91 6609 6060 / 2493 6060
Email Id : mehtasinghvi@gmail.com
Contact Person : Mr. Manoj Jain
Membership No. : 191063
Firm Registration No. : 122217W (Peer Review Certificate valid till 30-06-2025)

LEGAL ADVISOR TO THE ISSUE AS TO LIMITED CHAPTERS

Name : **RAJANI ASSOCIATES, SOLICITORS**
Address : Krishna Chambers, 59 New Marine Lines, Mumbai 400020
Tel No. : +91 22 40961000/ 1002; +91 84240 30160
Email Id : sangeeta@rajaniassociates.net
Contact Person : Mrs. Sangeeta Lakhi

REGISTRAR TO THE ISSUE and COMPANY

Name : **BIGSHARE SERVICES PRIVATE LIMITED**
Address : Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra
Tel No. : +91 22 6263 8200
Email Id : rightsissue@bigshareonline.com
Investor Grievance Email : investor@bigshareonline.com
Contact Person : Mr. Vijay Surana
Website : www.bigshareonline.com
SEBI Registration No. : INR000001385

BANKERS TO THE COMPANY

Name : **BANK OF MAHARASHTRA**
Address : Worli Branch (50), Mumbai Zone, Shiv Smruti, 49-A, Dr A.B Road, Worli,
Mumbai: 400018
Tel No. : +91 22 24940046

Email Id : bom50@mahabank.com
Contact Person : Mr. Shreyansh Bapna
Website : www.bankofmaharashtra.in

Name : **INDUSIND BANK**
Address : Tower 1, India bulls centre 841, Senapati Bapat marg, Elphinstone Road, Mumbai: 400013

Tel No. : +91 22 26343201
Email Id : rajib.sensharma@indusind.com
Contact Person : Mr. Rajib Sensharma
Website : www.indusind.com

Name : **SVC BANK**
Address : 3rd Floor, SVC Tower, Nehru Road, Vakola, Santacruz (East), Mumbai: 400055
Tel No. : +91 22 66999999
Email Id : nairgj@svcbank.com
Contact Person : Ms. Gayatri Nair
Website : www.svcbank.com

Name : **DEUTSCHE BANK AG, INDIA (INTERNATIONAL PRIVATE BANK, INDIA)**
Address : Nirlon Knowledge Park, Goregaon, Mumbai 400063
Tel No. : +91 22 71804503
Email Id : anish.shah@db.com
Contact Person : Mr. Anish Shah
Website : www.db.com

Name : **ICICI BANK LIMITED**
Address : Near Ravindra Natya Mandir, Prabhadevi 400025
Tel No. : +91 8080292934
Email Id : alwin.joseph@icicibank.com
Contact Person : Alwin Joseph/ Sushil Pawar
Website : www.icicibank.com

BANKER TO THE ISSUE/ REFUND BANK

Name : **HDFC BANK LIMITED**
Address : FIG- OPS Department- Lodha, I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East) Mumbai-400042, Maharashtra, India
Tel No. : +91 22 30752927/28/2914
Email Id : Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, Sachin.gawade@hdfcbank.com
Contact Person : Siddharth Jadhav, Eric Bacha, Sachin Gawade
Website : www.hdfc.com
SEBI Registration No. : INBI00000063

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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> 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.

Registered Brokers

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 04, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the

Registered Brokers at the Broker Centers, CDPs at Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone numbers, are available at the websites of the NSE at www.nseindia.com and BSE at www.bseindia.com respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchanges at https://www1.nseindia.com/products/content/equities/ipos/asba_procedures.htm and <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> , as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchanges.

Inter se allocation of responsibilities

Since only one Lead Manager has been appointed for purposes of the Issue, there is no requirement of an inter-se allocation of responsibilities.

Credit Rating

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

Debenture Trustee

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

Monitoring Agency

Our Company has appointed ICRA Limited as monitoring agency to monitor the utilization of the Net Proceeds in terms of Regulation 82 of the SEBI ICDR Regulations. The details of the Monitoring Agency are as follows:

Name	: ICRA LINTIED
Address	: 3rd Floor, Electric Mansion Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
Tel No.	: +91 22 61693300/ 61693337
Email Id	: rahul.patni@icraindia.com
Contact Person	: Mr. Rahul Patni - Senior Group Manager
Website	: www.icra.in
CIN	: L74999DL1991PLC042749

Appraising Entity

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

Expert Opinion

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

Our Company has received written consent dated February 14, 2023 from M/s. M. L. Sharma & Co., Chartered Accountants to include their name as required under Section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) Audited Consolidated Financial Results and (ii) the statement of special tax benefits available to the Company and its shareholders dated February 14, 2023, included in this Letter of Offer and such consent has not been withdrawn as on the date of this Letter of Offer. However, the term “expert” shall not be construed to mean an “Expert” as defined under the U.S. Securities Act.

Changes in Auditors during the last three years

There has been no change in the Statutory Auditor of our Company in last three years immediately preceding the date of this Letter of Offer.

Underwriting

This Issue is not underwritten.

Filing

This Letter of Offer is being filed with Stock Exchanges and SEBI, as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously while filing this Letter of Offer with the Designated Stock Exchange, do an online filing with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the SEBI circular bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and with the Stock Exchanges. 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: cfdil@sebi.gov.in.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, at such rates as prescribed under the applicable laws.

If our Company does not receive the minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, of the Issue Size, or the subscription level falls below 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, at such rates as prescribed under the applicable laws.

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:

PARTICULARS	SCHEDULE
Last Date for Credit of Rights Entitlements	: April 19, 2024; Friday
Issue Opening Date	: April 25, 2024; Thursday
Last Date for On Market Renunciation of Rights Entitlements#	: May 07, 2024; Tuesday
Issue Closing Date*	: May 13, 2024; Monday
Finalization of Basis of Allotment (on or about)	: May 20, 2024; Monday
Date of Allotment (on or about)	: May 21, 2024; Tuesday
Date of Credit (on or about)	: May 23, 2024; Thursday
Date of Listing (on or about)	: May 24, 2024; Friday

#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 committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 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 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., May 13, 2024 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, i.e., May 13, 2024.

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 Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, see “***Terms of the Issue***” beginning on page 243.

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 amount 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 Issue.

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 at www.bigshareonline.com after keying in their respective details along with other security control measures implemented there at. For further details, see “***Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***” on page 255.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Letter of Offer (before and after the Issue) is set forth below:
(Rs. in Lakhs)

Particulars	Aggregate Value At Nominal Value	Aggregate Value At Issue Price
Authorized Share Capital		
40,00,00,000 Equity Shares of Re. 1.00/- each	4000.00	-
Issued, Subscribed And Paid Up Share Capital Before The Issue		
23,45,59,430 Equity Shares of Re. 1.00/- each	2345.59	-
Present Issue In Terms Of This Letter of Offer ⁽¹⁾		
7,89,84,298 Equity Shares of face value Re. 1.00 /- each for Cash price of Rs. 25.30 per Share including premium of Rs. 24.30 per share	789.84	19983.03
Issued, Subscribed And Paid Up Share Capital After The Issue		
31,35,43,728 Equity Shares of Re. 1.00 /- each ⁽³⁾	3135.44	
Securities Premium Account		
Before the Issue ⁽²⁾	8545.43	
After the Issue ⁽³⁾	20630.03	

(1) The Issue has been authorized by the Board of Directors of our Company under Section 62(1)(a) and other applicable provisions of the Companies Act, 2013 at their meeting held on June 21, 2022. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by the Board at its meeting held on April 08, 2024.

(2) As on March 31, 2023.

(3) Assuming full subscription for and Allotment of Equity Shares. Subject to finalisation of Basis of Allotment, Allotment and deduction of Issue related expenses..

Notes to Capital Structure

- 1) There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Letter of Offer.
- 2) No Equity Shares have been acquired by the other Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Letter of Offer.
- 3) No Equity Shares held by our Promoter or Promoter Group have been pledged or encumbered as of the date of this Letter of Offer.
- 4) 2,13,00,000 equity shares allotted to one of our Promoter Group- Sakuma Infrastructure and Realty Private Limited under preferential basis as approved by the shareholders at AGM held on 10th December, 2020 are under lock-in with NSDL for 3 years w.e.f. 18-03-2021 and shall be released on 31-03-2024. Further, as of the date of this Letter of Offer, none of the other Equity Shares held by our Promoter or Promoter Group are under lock-in.
- 5) **Intention and extent of participation by our Promoters and Promoter Group**

Our Promoters and Promoter Group vide their letters (the “**Subscription Letters**”) have agreed that they may: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters, member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; (c) subscribe to, either individually or jointly and/ or severally with any other Shareholder for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; and (d) the eligible members of our Promoter Group reserve the right to subscribe either itself and/ or through third party(ies) by renouncing their Rights Entitlement in the Issue, including in an event of under-subscription in this Issue, subject to the post issue aggregate shareholding of our Promoter and members of our Promoter Group not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10 (4) (b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

- 6) The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of the SEBI SAST Regulations is Rs. 25.42.
- 7) At any given time, there shall be only one denomination of the Equity Shares of our Company.
- 8) Except as disclosed in this Letter of Offer, all Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of this Letter of Offer. Further, the Equity Shares to be allotted pursuant to the Issue, shall be fully paid up. For further details on the terms of Issue, please see section titled “*Terms of the Issue*” beginning on page 243 of the Letter of Offer.
- 9) **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI Listing Regulations:**
 - a. The shareholding pattern of our Company as on December 31, 2023, can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/sakuma-exports-ltd/sakuma/532713/shareholding-pattern/> and on the website of NSE at: <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern;>
 - b. The statement showing holding of Equity Shares of the person belonging to the category “**Promoter and Promoter Group**” including details of lock- in, pledge of and encumbrance thereon, as on December 31, 2023 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=532713&qtrid=120.00&QtrName=December%202023> and on the website of NSE at: <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern;>
 - c. The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category “**Public**” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on December 31, 2023 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=532713&qtrid=120.00&QtrName=December%202023> and on the website of NSE at: <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern;>
- 10) **Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital as on December 31, 2023 is as follows:**

Sr. No.	Name of the Shareholder	Category of the Shareholder	No. of shares held	% of no. of shares
1.	Chandurkar Investments Private Limited	Public (Corporate Bodies)	3553997	1.52
2.	Al Malaki Foodstuff Trading LLC	Public (Foreign Company)	2429238	1.04
3.	Sakuma Infrastructure And Realty Private Limited *	Promoter Group (Corporate Bodies)	48872450	20.84
4.	Sakuma Finvest Pvt Ltd	Promoter Group (Corporate Bodies)	6987200	2.98
5.	Kusum Chandermohan Malhotra	Promoter (Individual)	46431190	19.80
6.	Saurabh Malhotra	Promoter (Individual)	32485077	13.85
7.	Vanitha Malhotra	Promoter Group (Individual)	10350000	4.41
8.	Bhartula Vjk Sharma	Public (Individual)	4107999	1.75

* has 2 folios. In it is holding 900000 equity shares aggregating to 0.39 in 1 folio and 47972450 equity shares aggregating to 20.45.

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds of the Issue, after deducting Issue related expenses (“Net Proceeds”) towards the following objects:

1. To augment the existing and incremental working capital requirement of our Company; and
2. General corporate purposes

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

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Net Proceeds

The details of the estimated Net Proceeds are set out below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Issue *	19200.00
Less: Issue related expenses	(100.00)
Net Proceeds	19883.03

* Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares.

Utilization of Net Proceeds

We intend to utilize the Net Proceeds as set forth in the following table:

Particulars	(Rs. In Lakhs) Amount
To augment the existing and incremental working capital requirement of our Company	19200.00
General Corporate Purposes #	683.03
Net proceeds from the Issue #	19883.03

Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

In case of variations in the actual utilisation of funds earmarked for the purposes set forth below, the requirements of Regulation 32 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time shall be complied with.

Means of Finance

The fund requirement mentioned above are based on, inter alia our, Company’s internal management estimates and have not been appraised by any bank or financial institution or any other external agency. They are based on our current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, our Company’s funding requirements and deployment schedules are subject to revision in the future at the discretion of our management. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Proposed Schedule of Implementation and Deployment of Net Proceeds

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

(Rs. In Lakhs)

Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the FY 2024-25
To augment the existing and incremental working capital requirement of our Company	19200.00	19200.00
General Corporate Purposes #	683.03	683.03
Total #	19883.03	19883.03

Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

Our Company proposes to deploy the Net Proceeds towards the objects of the Issue during Fiscal 2025. Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If the actual utilisation towards any of the Objects is lower than the proposed deployment, then such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Details of utilization of Net Proceeds

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

We fund a majority of our working capital requirements in the ordinary course of business from various banks facilities and internal accruals. Our Company requires additional working capital for funding its working capital requirements in Fiscal 2025.

Our Company proposes to utilize Rs. 19200.00 Lakhs of the Net Proceeds to meet its estimated working capital requirements. This will be utilized during Fiscal Year 2024-25 towards our Company's additional working capital requirements. The balance portion of our Company working capital requirement shall be met from the internal accruals, borrowings and/ or own funds.

Basis of estimation of working capital requirement:

The details of our Company's working capital as at, March 31, 2021, 2022, 2023 and estimated Fiscals for 2024 and source of funding of the same, on a standalone financial basis, are provided in the table below:

(Rs. In Lakhs)

Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days
	Audited		Audited		Audited	
Current Assets						
Inventories	4,649.44	16	8,132.06	10	11188.31	14
Trade Receivables	10,337.31	151	29,197.16	29	15073.66	28
Short Term Loans & Advances and Deposits	20.63		92.92		651.23	
Cash & Bank Balances	501.32		860.06		2080.54	
Other Current Assets	10,286.67		10,795.79		8053.83	
Total Current Assets (A)	25,795.37		49,077.99		37,047.57	
Current Liabilities						
Sundry Creditors	2,223.53	131	5,808.60	6	4065.69	7
Other Current Liabilities	2815.74		12,106.06	-	6377.83	
Total Current Liabilities (B) (Excluding Borrowings)	5039.27		17,914.66		10,443.52	

Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days
	Audited		Audited		Audited	
Working Capital Requirement (A-B) (Excluding Borrowings)	20756.10		31,163.33		26,604.05	
Funded through borrowings (secured) ⁽¹⁾	206.79		6911.14		1497.58	
Funded through related parties	-		1416.86		-	
Funded through internal accruals	20,549.31		22835.33		25,106.47	
Proposed Working Capital to be funded from rights issue	-		-		-	

(1) Our sanctioned working capital facilities as on date of this Letter of Offer is Rs. 10400.00 Lakhs from banks and the Outstanding borrowings from banks and other financial institutions is Rs. 206.79 Lakhs, Rs. 6911.14 Lakhs and Rs. 1497.58 lakhs as on March 31, 2021, 2022 and 2023 respectively.

Pursuant to the certificate dated July 27, 2023 (UDIN: 23169694BGXCHT6098) and February 22, 2024 (UDIN: 24169694BKFXVT2349), issued by M/s Mehta Singhvi & Associates, Chartered Accountants and Statutory Auditor of the Company.

On the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, the details of our Company's expected working capital requirements for Fiscal 2025, as approved by the right issue committee pursuant to a resolution dated February 13, 2023, and funding the same are provided in the table below:

Particulars	31-Dec-2023	No. of Days (*)	31-Mar-24	No. of Days (*)	31-Mar-25	No. of Days (*)
	Unaudited		Estimated		Estimated	
Current Assets						
Inventories	22,355.63	43	7,224	14	13,864	14
Trade Receivables	24,499.94	45	21,900	40	41,500	40
Short Term Loans & Advances and Deposits	1,845.90		123		127	
Cash & Bank Balances (**)	2,384.81		4,962		1,984	
Other Current Assets	4,273.99		3,960		10,080	
Total Current Assets (A)	55,360.27		38169		67,555	
Current Liabilities						
Sundry Creditors	11561.39	21	3,000	6	6,150	6
Other Current Liabilities	8,278.59		5,483		8,241	
Total Current Liabilities (B) (Excluding Borrowings)	19,839.98		8,483		14,391	19,839.98
Working Capital Requirement (A-B) (Excluding Borrowings)	35,520.29		29,686		53,164	
Funded through borrowings (secured and unsecured)	9,411.51		3,180		3,180	
Funded through internal accruals	26,108.78		26,506		30,784	
Proposed Working Capital to be funded from rights issue	-		-		19200.00	

(*)The Number of Days calculated on the basis of

i) Stock Holding Level -: Closing Stock / Cost of Goods Sold

ii) Debtors Holding Level -: Closing Debtors / Net Sales

iii) Creditors Holding Period -: Closing Accounts Payable/ Net Purchase

(**) We have considered cash and bank balance for calculating working capital gap

Pursuant to the certificate dated July 27, 2023 (UDIN: 23169694BGXCHT6098) and February 22, 2024 (UDIN: 24169694BKFXVT2349), issued by M/s Mehta Singhvi & Associates, Chartered Accountants and Statutory Auditor of the Company.

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

Sr. No.	Particulars	Assumptions
Current Assets		
1	<i>Revenues:</i>	The Company revenue was 1,48,989.92 Lakhs for the stub period 31st Dec 2023. The company turnover has been reduced as compared to stub period 31 st December, 2022 due to major shipment has been delayed due to non-availability of vessels/ships because of current maritime trouble in Red Sea. Company's major global markets are countries in the Middle East and Africa which are facing geo political challenges for some time disrupting total logistics services. Due to disruption of shipping services in the Red Sea zone for some time, many shipping lines have suspended or curtailed their cargo services to East Africa and other Red Sea countries which has also impacted availability of free competitive shipping services rendering ocean freight becoming unworkable. Overseas buyers are not able to absorb high freight cost and delay in receiving of cargo due to diversion of shipping route. The Company estimated the Revenue Rs 1,98,000 lakhs for the year 2023-24 on the basis of Dec 2023 results against the projected turnover of Rs 3,80,000 lakhs. This shortfall due to maritime trouble in Red Sea and also non receipt of right issue funds in the month of August which additional effected the revenue of Rs. 1,40,000 Lakhs for the projected year 2023-24. The company projected the turnover around Rs 3,80,000 Lakhs for the year 2024- 25. The Company is in trading business of agro commodities especially sugar and these commodities are traded worldwide via a transportation combination of FOB (Free on Board), containers/ break bulk / bulk vessel and CIF (Cost Insurance and freight) depending on the location of the buyer. The Company anticipates to maintain the last 2 years' volume of goods sold in fiscal year 2025 and its project it revenue from operations to increase mainly due to increase in sugar prices and other agro commodities prices.
2	<i>Inventories:</i>	The Inventory level was 43 days in the stub period December, 2023 as compared to 14 Days in the FY 2022-23 the increment was due to current maritime trouble at Red Sea. It anticipated to maintain its inventory levels in line its historical figure which is around 2 weeks level and projected inventory at 14 days for the fiscal year 2023- 24 and 2024-25.
3	<i>Trade Receivables</i>	The Company trade receivable has been increased to 45 Days in the stub period Dec 2023 as it was 28 days for the FY 2022-23 the increased was due to alteration in business strategy using combination of FOB/Containers/break bulk / bulk vessel and CIF and also domestic trading business. The Company anticipates to maintain same level of average receivables days for the FY 2025 i.e. 40 days.
Current Liabilities		
4	<i>Trade payables</i>	It has anticipated to maintain trade payable days by continuing to follow its purchase policy of efficiency payment and projected to be 6 Days for the fiscal year 2023-24 and 2024-25.
5	<i>Other current liabilities</i>	Other Current Liabilities includes Provision for Employee Benefit, Advance from Customers, statutory dues to Government, Unclaimed Dividend and Lease Liability, Other Provisions etc.

Assuming full subscription and Allotment of the Rights Equity Shares in the Issue, our Company proposes to utilize part amount Rs. 19200.00 Lakhs of the Net Proceeds in Fiscal 2025 towards our working capital requirements. The

balance portion of our working capital requirement will be arranged from existing equity, internal accruals, borrowings and/ or own funds.

2. General Corporate Purposes

Our Company intends to deploy the balance Net Proceeds aggregating to Rs. 683.03 Lakhs towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) strategic initiatives;
- b) funding growth opportunities;
- c) meeting ongoing general corporate contingencies;
- d) meeting fund requirements of our Company, in the ordinary course of its business; and
- e) any other purpose, as may be approved by the Board, subject to compliance with the necessary regulatory provisions and applicable law.

Our management will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Financial Year, we will utilize such unutilized amount in the subsequent Financial Years.

3. Issue Related Expenses

The expenses for this Issue include issue management fees, registrar fees, legal advisor fees, monitoring agency fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 100.00 Lakhs.

Particulars	Estimates expenses (Rs. In Lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size * #
Fees of Lead Manager, Monitoring agency, Banker to the Issue, Registrar to the Issue, Legal Advisor, Auditor's Fees, etc. including out of pocket expenses	70.00	70.00	0.35
Advertising, printing, distribution, marketing and stationery expenses	7.00	7.00	0.04
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	23.00	23.00	0.12
Total estimated Issue expenses *^	100.00	100.00	0.50

*Amount will be finalised at the time of filing of the Letter of Offer and determination of Issue Price and other details.

* Subject to finalisation of Basis of 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 received at the time of receipt of the subscription amount to the Rights Issue.

^Excluding taxes

#Assuming full subscription

Bridge Financing Facilities

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds

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 will temporarily keep the Net Proceeds in deposits in one or more scheduled commercial banks (as included in the second schedule to the Reserve Bank of India Act, 1934) or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by the SEBI.

In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Monitoring of Utilization of Funds

Our Company has appointed **ICRA Limited**, as the Monitoring Agency for the Issue. Our Board and the Monitoring Agency shall monitor the utilisation of the proceeds of the Issue and the Monitoring Agency shall submit a report to our Board as required under the relevant SEBI ICDR Regulations. Pursuant to Regulation 82(4) of the SEBI ICDR Regulations and Regulation 32 of the SEBI Listing Regulations, our Company shall, within 45 days from the end of each quarter, publicly disseminate the report of the Monitoring Agency on our website as well as submit the same to the Stock Exchange(s), including the statement indicating deviations, if any, in the use of proceeds from the objects stated above. Such statement of deviation shall be placed before the Audit Committee for review on an annual basis. Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if necessary.

Further, according to the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations and variations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. Our Company will disclose the utilization of the Net Proceeds under an appropriate separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation in the director's report.

Appraising Agency

None of the Objects for which the Net Proceeds will be utilised, require appraisal from any agency, in accordance with applicable law.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

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

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above and in the normal course of business and in compliance with applicable.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAKUMA EXPORTS LIMITED (“THE COMPANY”) AND THE SHAREHOLDERS OF THE COMPANY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA

To,

The Board of Directors

Sakuma Exports Limited

Aurus Chamber, A 301, Near Mahindra Tower,

S S Amrutwar Lane, Worli-400013,

Mumbai, Maharashtra, India

Dear Sir,

Re: Proposed Rights Issue of Equity Shares of face value of Re. 1.00 each (the “Equity Shares” and such offering, the “Issue”) of Sakuma Exports 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 report that the enclosed statement in the **Annexure**, states the possible special tax benefits under direct tax laws i.e. Income tax Rules, 1962 including amendments made by the Finance Act, 2022 (hereinafter referred to as “**Income Tax Laws**”), and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders faces in the future, the Company and its shareholders may or may not choose to fulfill.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,’ issued by the ICAI.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

The benefits discussed in the enclosed **Annexure** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his/her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

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

- i. the Company or its shareholders will continue to obtain these benefits in future; or
- ii. the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Letter of Offer “(Offer Documents)” of the Company or in any other documents in connection with the Issue.

We hereby give consent to include this statement of special tax benefits in the Offer Documents and in any other material used in connection with the Issue.

This certificate is issued for the sole purpose of the Issue, and can be used, in full or part, for inclusion in the Offer Documents and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, recognized stock exchange, any other authority as may be required and/or for the records to be maintained by the Lead Manager in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the offer documents.

This certificate may be relied on by the Company, Lead Manager, their affiliates and the legal counsel in relation to the Issue.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchange. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchange.

For M. L. Sharma & Co.
Chartered Accountants
Firm’s Registration Number: 109963W

J. D. Jain
Partner
Mem Number:140827

UDIN: 23140827BFMFQ5042
Place of Signature: Mumbai
Date: February 14, 2023

ANNEXURE
STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
SAKUMA EXPORTS LIMITED
A-301, Aurus Chambers,
S.S. Amrutwar Lane,
Worli, Mumbai - 400 013.

Re: Proposed rights issue of equity shares of face value of ₹1 each (the “Equity Shares” and such offering, the “Issue”) of SAKUMA EXPORTS 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 hereby report that the enclosed Statement prepared by SAKUMA EXPORTS LIMITED (the “**Company**”) states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2022 (hereinafter referred to as “**Income Tax Laws**”), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations there under, Foreign Trade Policy, presently in force in India under the respective tax laws of their country as on the signing date, for inclusion in the Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the shareholders of the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.

We have conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ (‘the Guidance Note’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

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

- a. the Company or the shareholders of the Company will continue to obtain these benefits in future; or
- b. the conditions prescribed for availing the benefits, where applicable, have been / would be met with.

The contents of the enclosed Statement are 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. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to

have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchange where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

For M. L. Sharma & Co.
Chartered Accountants
Firm's Registration Number: 109963W

J. D. Jain
Partner
Mem Number:140827

UDIN: 23140827BFMFQ5042
Place of Signature: Mumbai
Date: February 14, 2023

ANNEXURE I

I. Statement of Special Tax Benefits available to SAKUMA EXPORTS LIMITED (The “Company”) and its shareholders, under the INCOME-TAX ACT, 1961 (hereinafter referred to as ‘the Act’)

1. Special tax benefits available to the Company under the Act

There are no special tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the Act

There are no special tax benefits available to the shareholders of the Company.

Notes:

- a. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- b. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- c. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24.
- d. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- e. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- f. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 2

Statement of indirect tax benefits available to SAKUMA EXPORTS LIMITED (The “Company”) and its shareholders, under the Indirect Taxes

II. The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”) *(collectively referred to as “indirect tax”)*

1. Special tax benefits available to the Company under the Indirect Tax

There are no special indirect tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the Indirect Tax

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes:

- a. The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
- b. The above statement covers only above-mentioned tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.
- c. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.
- d. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, the information in this section has been obtained or extracted from the independent report titled “Indian Sugar Sector” dated June 2023 prepared by ICRA Limited and commissioned and paid for by our Company. Neither we, nor any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The investors should not construe any of the contents set out in this section as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

India’s Agriculture Trade

Agri-Export:

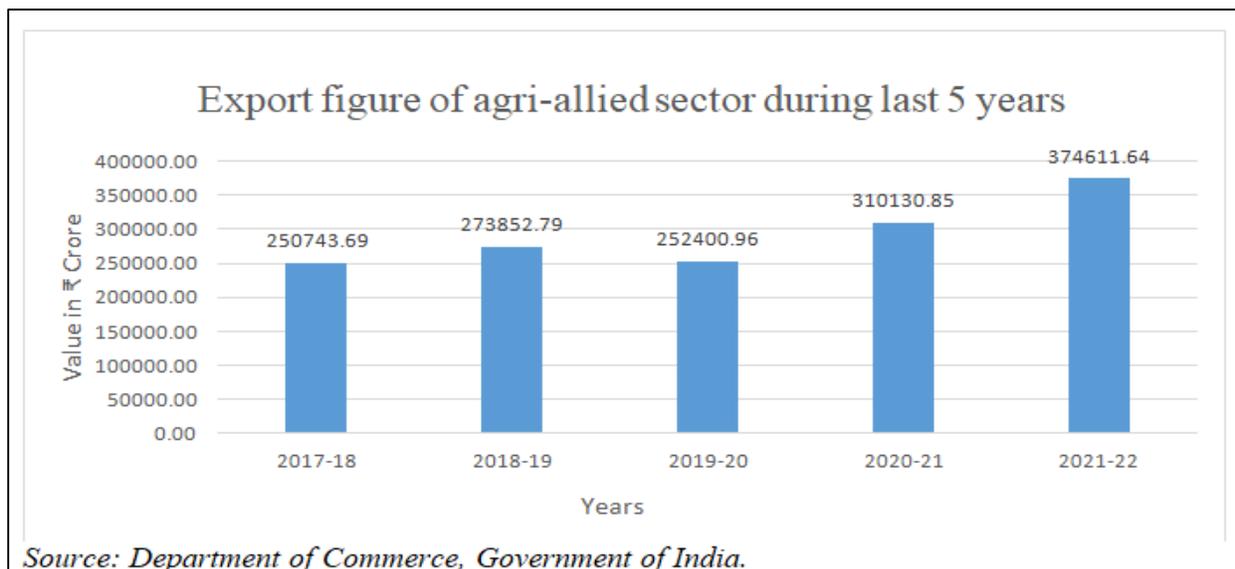
Export of agricultural commodities has helped producers to take advantage of wider international market which, in turn, has incentivized their domestic production. Crops exported in large quantities viz. rice, sugar, and spices have witnessed significant increase in area coverage and growth rate of production. India has emerged as a significant Agri-exporter in crops likerice, spices, cotton, oil meal cake, castor oil, coffee, cashew, tea, fresh vegetables and sugar.

As per available WTO’s Trade Statistical Review (2022), the share of India’s agricultural exports and imports in the world agriculture trade in 2021 were 2.4% and 1.7%, respectively. India was in the top 10 ranking of the global Agri exporters. The share of agricultural exports in India’s total merchandise exports was 11.90% in2021-22.

As compared to previous year (2020-21), the Agri and Allied exports in the year 2021-22increased by 20.79% to Rs. 3,74,611.64 crores. The increase in Agri and Allied exports during 2020-21was primarily on account of increased exports of commodities like Wheat (279.71%), Dairy Products (98.40%), Guergam Meal (71.41%), Sugar (66.17%), Cashew Nut Shell Liquid (64.84%), Other Cereals (56.00%), Cotton Raw Includ. waste (50.39%), Milled Products (48.54%), Coffee (42.59%), Misc Processed Items (36.11%) and Pulses(36.66%), which witnessed high growth in the year 2021-22 as compared to previous same period.

Major destinations of exports for India’s Agri and Allied commodities were Bangladesh, United States of America, China, Vietnam, United Arab Emirates, Indonesia, Saudi Arabia, Malaysia, Nepal, Egypt, Sri Lanka, Netherlands, Iran, Iraq, United Kingdom, Japan and Thailand.

The export of Agri-allied sector during last 5 years is as below:



India's top 10 agricultural export commodities (in terms of value) for the year 2017-18 to 2021-22 are given in the Table-1 below:

S. No	Commodity	2017-18		2018-19		2019-20		2020-21		2021-22		2022-23 till December 2022	
		Qty	Value	Qty	Value								
1	MARINE PRODUCTS	1432	47646	1672	47665	1329	47618	1168	44176	1398	57910	1286	50157
2	RICE(OTHER THAN BASMOTI)	8819	23437	7648	21171	5056	14400	13149	35557	17289	45725	13172	37158
3	SUGAR	1758	5226	3990	9523	5799	13982	7518	20669	10457	34345	8257	31693
4	SPICES	1096	20085	1134	23218	1193	25642	1607	29529	1428	29039	925	21923
5	RICE - BASMOTI	4057	26871	4415	32804	4455	31026	4630	29848	3944	26390	3197	26590
6	BUFFALO MEAT	1350	26035	1233	25091	1152	22661	1086	23460	1175	24613	870	18994
7	COTTON RAW INCLD. WASTE	1101	12200	1143	14628	658	7540	1214	13968	1259	21007	196	4001
8	WHEAT	323	624	227	424	220	444	2155	4173	7245	15845	4656	11728
9	CASTOR OIL	697	6730	619	6170	594	6324	734	6802	715	8754	469	7169
10	MISC PROCESSED ITEMS	0	3549	0	4613	0	4587	0	6403	0	8715		8122
	TOTAL AGRI & ALLIED EXPORTS		250744		273853		252401		310131		374612		310291

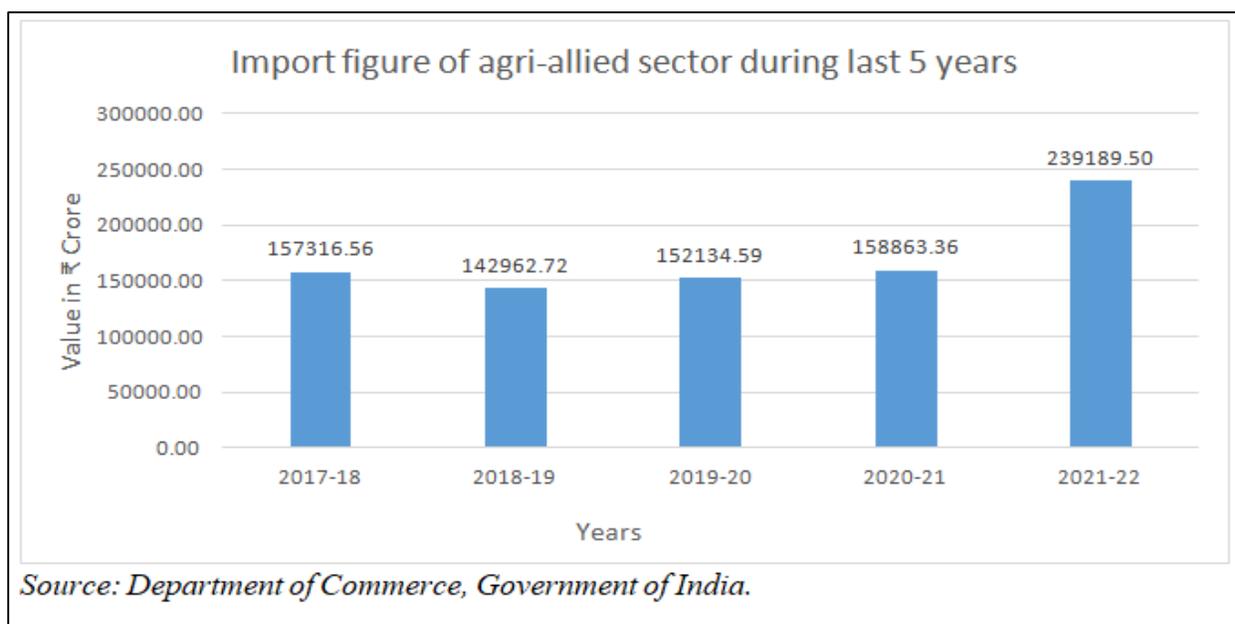
Source: Department of Commerce, Government of India.

Agri-Imports:

As compared to previous year (2020-21), the Agri and allied imports in the year 2021-22 increased by 50.56% to Rs239189.50 crore. Increase in value of Agri and Allied imports during 2020-21 were primarily on account of increase in imports of Vegetables Oil (72.34%), Fresh Fruits (16.35%), Pulses (39.29%), Spices (20.00%), Cashew (24.66%), Natural Rubber (66.73%), Oil Meals (346.33%), Other Oil Seeds (98.94%), Cotton Raw Incl. Waste (45.72%), Misc Processed Items (50.15%), Cocoa Products (34.27%), Cereal Preparations (26.04%), Coffee (17.07%), Processed Fruit and Juices (50.51%), Jute Raw (150.66%), etc. Similarly, the total merchandise imports increased more significantly, therefore the share of Agri and Allied imports has decreased from 5.45% in 2020-21 to 5.23% in 2021-22.

Major sources of import of India's Agri and Allied commodities are Indonesia, Malaysia, Argentina, Ukraine, United States of America, Brazil, Nepal, Thailand, Myanmar, Singapore, Afghanistan, Tanzania, Vietnam, United Arab Emirates, Bangladesh, China, Canada, Netherlands, Sri Lanka and Australia.

The import of agri-allied sector during last 5 years is as below:



India's top 10 agriculture import commodities in terms of value for the year 2017-18 to 2021-22 are given in the Table 2 below:

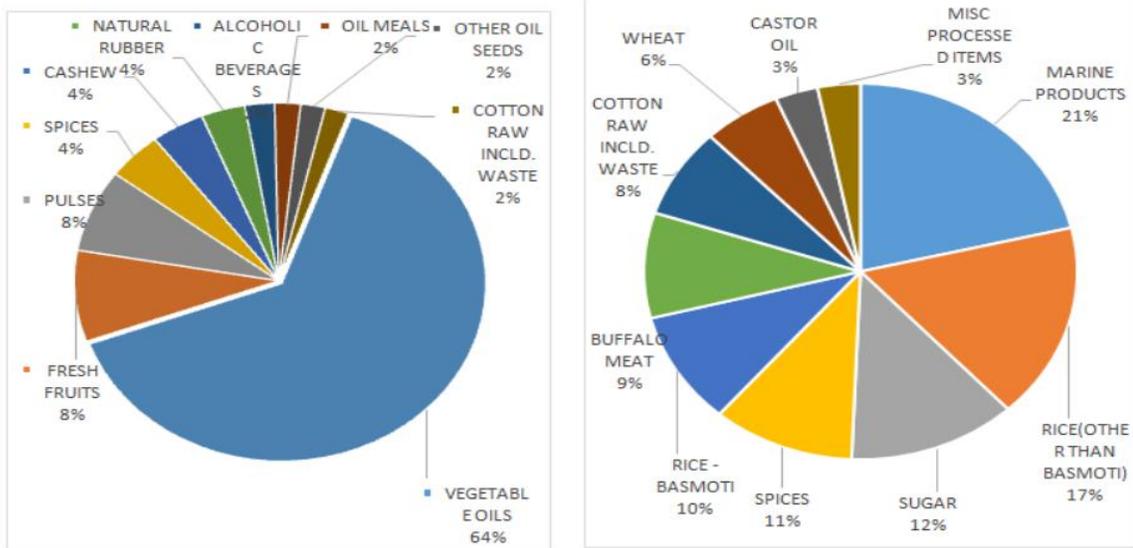
Table 2: India's Imports of Top-10 Agricultural Commodities
[Value in Rs. Crores, Quantity in '000' Tonnes]

SN	Commodity	2017-18		2018-19		2019-20		2020-21		2021-22		2022-23 till December 2022	
		Qty	Value	Qty	Value								
1	VEGETABLE OILS	15361	74996	15019	69024	14722	68558	13540	82123	14278	141532	11705	128337
2	FRESH FRUITS	995	12525	1124	13932	994	14137	1212	15765	1552	18342	1062	14856
3	PULSES	5608	18749	2528	8035	2898	10221	2466	11938	2700	16628	1714	10948
4	SPICES	222	6385	241	7933	321	10187	344	8071	364	9685	317	8163
5	CASHEW	654	9134	840	11162	941	9026	834	7491	939	9338	1204	13006
6	NATURAL RUBBER	470	5344	582	6128	457	4927	410	4620	546	7703	420	6196
7	ALCOHOLIC BEVERAGES		3876		4679		4644		4037		5182	252	4921
8	OIL MEALS	486	747	504	870	860	1519	510	1018	1302	4542	421	1464
9	OTHER OIL SEEDS	127	365	220	745	411	1528	507	2165	701	4308	368	2407
10	COTTON RAW INCLD. WASTE	469	6307	299	4383	744	9371	231	2861	224	4169	404	10529
	TOTAL AGRICULTURE & ALLIED IMPORTS		157317		142963		152135		158863		239190		218533

Source: Department of Commerce, Government of India

Share (in value terms) of top 10 exported and imported agricultural commodities during 2021-22. Agriculture sector posted positive balance of payment like earlier years. The import was dominated by single commodity namely vegetable oil.

Import share in 2021-22 (Top-10 Items) Export share in 2021-22 (Top-10 Items)



Source: Department of Commerce, Government of India

Export of Agri and Allied Items from 2017-18 to 2022-23(Jan), (Qty in '000 MT and Value in ₹ Crore & USD million)

PC CODE	DESCRIPTION	2017-18			2018-19			2019-20			2020-21			2021-22			2022-23		
		Qty	INR(₹)	USD															
A1	TEA	272.89	5396.65	837.36	270.31	5828.34	830.93	254.80	5851.11	826.53	212.69	5603.50	756.26	208.61	5596.67	751.07	241.05	6582.14	817.57
A2	COFFEE	317.83	6245.36	968.57	282.84	5721.98	822.34	257.03	5236.76	738.86	245.21	5339.65	719.66	333.10	7613.62	1020.74	316.09	9190.81	1146.17
A3	RICE -BASMOTI	4056.85	26870.67	4169.56	4414.61	32804.30	4712.44	4454.77	31026.33	4372.00	4630.21	29847.70	4018.41	3943.72	26390.22	3537.49	4560.76	38524.11	4787.50
A4	RICE(OTHER THAN BASMOTI)	8818.53	23437.23	3636.60	7648.00	21171.17	3038.16	5056.28	14400.32	2031.25	13149.21	35557.03	4810.80	17288.96	45725.42	6133.63	17786.56	51088.81	6355.75
A5	WHEAT	322.79	624.37	96.72	226.63	424.47	60.24	219.69	444.20	62.82	2154.97	4173.08	567.93	7244.84	15845.45	2122.13	4693.29	11826.90	1519.69
A6	OTHER CEREALS	864.24	1604.28	248.59	1257.24	2426.07	348.97	501.12	1454.71	205.19	3075.66	5198.42	705.38	3859.36	8109.45	1087.39	3625.74	9610.14	1193.47
A7	PULSES	179.60	1469.63	227.75	287.13	1801.51	259.35	232.08	1511.80	213.67	276.93	1977.63	265.57	387.21	2682.90	359.41	762.85	5312.32	661.59
A8	TOBACCO UNMANUFACTURED	185.36	3828.13	593.88	189.55	3984.53	570.30	181.84	3761.37	530.38	178.30	3840.46	517.54	196.26	4249.88	570.40	256.19	6600.32	822.23
A9	TOBACCO MANUFACTURED	0.00	2193.58	340.37	0.00	2674.07	411.04	0.00	2648.02	374.77	0.00	2656.53	359.17	0.00	2631.64	353.17	0.00	3139.43	391.14
B1	SPICES	1096.32	20084.91	3115.37	1133.89	23217.77	3322.45	1193.44	25642.04	3621.38	1607.06	29529.39	3983.98	1427.72	29039.27	3896.03	1310.25	30433.08	3787.08
B2	CASHEW	90.06	5945.28	922.41	78.22	4579.17	654.43	84.37	4018.35	566.82	70.11	3112.22	420.43	75.45	3377.40	453.08	59.58	2868.72	356.29
B3	CASHEW NUT SHELL LIQUID	8.33	32.63	5.06	5.30	26.91	3.87	4.61	23.09	3.25	3.74	19.72	2.66	4.94	32.51	4.36	17.25	113.47	14.02
B4	SESAME SEEDS	336.85	2990.93	463.90	312.00	3761.62	538.96	282.26	3723.31	525.57	273.26	3159.47	425.64	242.15	3036.37	407.15	228.69	3413.36	425.94
B5	NIGER SEEDS	9.22	69.86	10.84	13.37	95.50	13.64	13.83	106.01	14.91	19.59	160.23	21.58	6.03	61.77	8.30	7.74	83.00	10.21
B6	GROUNDNUT	504.04	3386.30	524.82	489.19	3297.32	472.59	664.44	5096.39	715.81	638.32	5380.24	727.21	514.12	4696.98	629.28	669.11	6735.10	831.59
B7	OTHER OIL SEEDS	295.10	1126.32	174.79	213.84	926.75	131.57	89.64	437.42	61.79	84.57	455.63	61.24	60.24	515.20	68.92	58.97	557.85	70.21
B8	VEGETABLE OILS	37.06	566.04	87.83	49.96	744.58	106.79	85.24	1208.65	170.09	302.22	4453.17	604.12	98.37	1650.00	221.01	201.56	3546.33	439.56
B9	OIL MEALS	3570.78	7043.15	1093.16	4493.29	10557.48	1508.65	2655.79	5861.35	827.90	4366.55	11688.56	1585.04	2925.70	7695.31	1031.94	4183.27	12948.49	1600.90
C1	GUERGMAL MEAL	494.13	4169.56	646.94	513.22	4707.05	674.88	381.88	3261.60	461.53	234.88	1949.09	262.99	322.33	3340.91	447.61	406.53	4944.60	617.14
C2	CASTOR OIL	697.09	6730.00	1043.99	619.38	6170.12	883.78	593.91	6323.84	894.36	734.34	6801.99	917.24	715.21	8754.35	1175.50	645.82	10133.38	1265.64
C3	SHELLAC	6.53	285.18	44.22	7.00	304.79	43.70	7.17	411.94	57.90	7.88	649.83	87.83	8.49	790.24	105.80	5.44	850.64	105.62
C4	SUGAR	1757.93	5225.60	810.90	3989.66	9523.14	1360.29	5798.53	13981.56	1966.44	7517.92	20668.57	2789.91	10457.08	34344.69	4602.65	11754.69	46309.42	5770.64
C5	MOLLASES	123.97	97.45	15.06	845.96	586.80	83.79	593.62	517.51	72.97	1317.68	1316.22	178.75	1404.98	1625.75	217.92	1623.54	2064.64	256.93
C6	FRUITS/VEGETABLE SEEDS	14.47	670.91	104.04	17.53	866.31	124.93	19.22	771.66	109.24	32.29	929.63	125.16	20.99	843.82	113.34	21.13	943.81	117.93
C7	FRESH FRUITS	714.00	4913.28	761.79	823.09	5538.15	795.29	834.84	5496.38	770.25	973.18	5668.75	768.54	1166.44	6565.84	877.22	1094.11	6967.23	863.74
C8	FRESH VEGETABLES	2448.02	5297.72	821.76	3192.49	5679.10	812.00	1930.51	4617.34	651.68	2339.68	5388.03	723.97	2468.40	6075.83	815.26	3375.57	7447.40	924.91
C9	PROCESSED VEGETABLES	212.20	1823.36	282.87	228.97	2055.41	293.96	223.31	2212.03	311.71	367.10	3150.06	424.70	308.28	3072.77	412.29	366.56	4094.36	508.97
D1	PROCESSED FRUITS AND JUICES	573.28	4169.13	646.92	594.49	4481.25	639.65	568.88	4590.96	646.83	532.87	5150.80	695.56	629.70	5802.53	778.30	620.25	7315.87	908.11
D2	CEREAL PREPARATIONS	353.35	3561.69	552.61	347.81	3859.46	551.72	342.65	3885.30	548.29	403.99	4714.68	636.97	415.53	4864.17	652.49	480.41	6051.96	752.18
D3	COCOA PRODUCTS	29.58	1144.35	177.47	27.61	1350.86	192.69	27.43	1274.69	180.10	25.78	1108.38	149.78	27.32	1145.45	153.68	34.25	1242.13	154.54
D4	MILLED PRODUCTS	270.40	876.62	136.01	307.42	1063.03	151.86	286.45	1074.62	151.56	397.06	1536.27	207.13	699.57	2282.00	305.49	637.54	2277.41	288.89
D5	MISC PROCESSED ITEMS	0.00	3548.95	550.55	0.00	4613.38	659.18	0.00	4586.80	647.07	0.00	6402.84	866.04	0.00	8714.70	1169.05	0.00	11407.98	1418.67
D6	ANIMAL CASINGS	12.42	327.44	50.68	14.88	480.66	68.27	12.82	398.50	56.10	13.89	416.54	56.23	13.83	474.04	63.54	12.58	326.02	40.87
D7	BUFFALO MEAT	1350.25	26035.19	4037.11	1233.38	25091.43	3587.15	1152.32	22661.12	3199.60	1085.61	23459.89	3171.13	1175.33	24612.74	3303.78	1175.53	25639.86	3193.69
D8	SHEEP/GOAT MEAT	22.80	843.61	130.90	21.67	867.53	124.65	14.37	654.05	92.62	7.11	330.45	44.64	8.70	448.07	60.11	10.08	545.42	67.93
D9	OTHER MEAT	0.45	7.00	1.09	0.85	13.73	1.96	1.05	16.57	2.35	0.89	18.06	2.47	1.95	45.50	6.11	0.76	19.14	2.45
E1	PROCESSED MEAT	0.27	9.89	1.54	0.41	13.92	2.00	0.44	15.25	2.17	0.78	12.65	1.71	0.47	11.54	1.55	0.34	12.70	1.59
E2	DAIRY PRODUCTS	102.26	1954.63	303.05	180.69	3375.73	481.55	111.17	1983.84	280.43	118.33	2391.20	323.09	191.95	4744.13	634.89	156.37	4709.16	588.93
E3	POULTRY PRODUCTS	0.00	552.09	85.70	0.00	687.22	98.15	0.00	574.65	81.04	0.00	435.50	58.70	0.00	529.94	71.04	0.00	1081.62	134.04
E4	FLORICLTR PRODUCTS	20.70	507.32	78.73	19.69	571.43	81.78	16.95	541.61	76.52	15.70	575.99	77.84	23.70	772.40	103.61	21.03	707.81	88.38
E5	NATURAL RUBBER	7.70	89.69	13.89	6.66	77.28	11.02	12.87	154.44	21.71	11.34	123.29	16.67	3.56	53.81	7.24	3.70	51.55	6.40
E6	ALCOHOLIC BEVERAGES	241.01	2105.78	326.67	231.60	2103.97	300.91	139.45	1649.31	232.68	250.33	2446.82	330.22	200.92	2042.81	274.07	235.56	2615.93	324.88
E7	MARINE PRODUCTS	1432.46	47646.41	7389.22	1672.39	47664.94	6802.56	1329.03	47618.10	6722.07	1167.76	44175.75	5962.39	1398.01	57910.36	7772.36	1754.20	64902.13	8077.97
H4	AYUSH AND HERBAL PRODUCTS	89.10	2940.06	456.12	108.05	3127.26	448.07	92.24	3033.04	428.08	120.56	3997.05	539.88	126.11	4563.52	612.12	122.53	5050.87	628.48
R5	JUTE, RAW	27.20	95.43	14.81	25.65	107.74	15.30	21.66	103.48	14.60	30.56	191.49	26.04	31.95	222.63	29.84	31.37	187.41	23.28
S4	COTTON RAW INCLD. WASTE	1101.47	12200.05	1894.25	1143.07	14627.55	2104.41	657.81	7539.53	1057.34	1213.98	13968.38	1897.21	1258.63	21007.04	2816.24	318.49	6218.35	781.43
	Total	33068.88	250743.69	38896.44	37538.97	273852.79	39202.21	31401.81	252400.96	35600.22	50210.06	310130.85	41895.40	61896.20	374611.64	50238.58	63887.31	426693.20	53145.18

Import of Agri and Allied products from 2017-18 to 2022-23(upto Jan)

Qty in '000 MT and Value in ₹ Crore)		2017-18			2018-19			2019-20			2020-21			2021-22			2022-23		
PC CODE	DESCRIPTION	Qty	Value (Rs Cr)	USD million	Qty	Value (Rs Cr)	USD million	Qty	Value (Rs Cr)	USD million	Qty	Value (Rs Cr)	USD million	Qty	Value (Rs Cr)	USD million	Qty	Value (Rs Cr)	USD million
A1	TEA	24.94	356.99	55.39	28.85	417.96	59.65	21.94	411.06	58.44	38.59	658.87	88.95	30.34	475.68	63.92	29.99	481.97	53.45
A2	COFFEE	77.22	996.50	154.73	82.77	958.59	137.67	88.09	962.16	135.77	78.50	900.56	121.37	84.72	1054.30	141.31	108.60	1762.37	188.12
A3	RICE -BASMOTI																		0.00
A4	RICE(OTHER THAN BASMOTI)	2.12	12.18	1.89	6.87	32.14	4.56	5.64	78.75	11.06	4.76	24.67	3.33	10.58	49.80	6.61	6.71	43.99	4.01
A5	WHEAT	1649.73	2357.84	364.50	2.75	5.44	0.77	1.88	4.63	0.65	0.00	0.01	0.00	0.05	0.18	0.02	13.57	46.12	0.02
A6	OTHER CEREALS	265.13	433.90	67.27	244.32	471.28	67.92	673.06	1221.12	170.54	134.79	331.10	44.27	112.06	369.96	49.53	305.24	1147.09	138.15
A7	PULSES	5607.53	18748.57	2908.33	2527.88	8035.30	1140.76	2898.08	10221.45	1440.09	2466.16	11937.59	1611.72	2699.69	16627.58	2228.95	2496.17	15780.56	1570.89
A8	TOBACCO UNMANUFACTURED	1.54	69.47	10.78	2.60	102.89	14.48	4.77	154.73	21.64	7.21	129.10	17.42	6.79	141.57	18.95	2.62	125.59	13.39
A9	TOBACCO MANUFACTURED	0.00	185.92	28.85	0.00	257.52	36.76	0.00	237.20	33.45	0.00	159.09	21.37	0.00	329.42	44.04	0.00	484.78	52.63
B1	SPICES	222.33	6385.26	990.70	240.56	7932.70	1135.44	320.94	10186.93	1438.72	344.21	8070.53	1090.03	364.07	9684.74	1299.38	386.08	10694.53	1139.97
B2	CASHEW	654.02	9134.33	1418.63	839.64	11162.32	1607.54	941.42	9026.34	1277.71	834.40	7491.21	1006.20	939.20	9338.37	1255.46	1332.17	14369.51	1706.86
B3	CASHEW NUT SHELL LIQUID	2.09	5.66	0.88	6.61	21.05	3.02	8.67	22.94	3.25	2.20	7.17	0.97	6.53	22.88	3.08	3.07	11.14	1.24
B4	SESAME SEEDS	26.27	176.77	27.40	87.54	875.17	124.23	146.99	1450.19	204.49	103.24	910.76	121.93	21.10	219.88		64.11	816.25	36.66
B5	NIGER SEEDS	5.33	29.00	4.49	8.66	40.62	5.80	4.70	24.43	3.46	5.92	40.71	5.47	5.65	40.85	5.45	1.06	8.19	0.74
B6	GROUNDNUT	1.72	13.04	2.02	1.09	8.14	1.16	1.95	11.47	1.62	1.04	7.95	1.06	0.75	9.37	1.26	1.20	12.87	1.55
B7	OTHER OIL SEEDS	127.35	364.59	56.47	220.48	745.35	108.60	410.94	1527.78	213.41	506.88	2165.28	289.60	701.48	4307.53	577.56	574.07	3541.67	320.12
B8	VEGETABLE OILS	15361.02	74995.91	11637.48	15019.30	69023.79	9890.32	14722.11	68558.16	9672.88	13540.01	82123.26	11089.12	14278.16	141531.78	18991.62	15745.15	167269.99	18103.31
B9	OIL MEALS	485.96	746.67	115.83	504.00	869.56	125.26	859.80	1519.48	213.40	509.79	1017.61	136.73	1301.87	4541.91	609.91	492.75	1642.01	193.16
C1	GUERAM MEAL	0.43	3.30	0.51	0.72	5.90	0.84	2.15	25.90	3.66	0.37	11.02	1.49	0.18	5.88	0.79	0.92	20.91	2.55
C2	CASTOR OIL	0.04	2.54	0.40	0.22	5.32	0.76	0.14	8.03	1.13	0.16	10.13	1.36	0.09	1.14	1.08	0.21	13.18	1.17
C3	SHELLAC	0.47	18.38	2.85	0.64	19.35	2.75	0.85	23.49	3.31	0.64	21.22	2.86	1.68	77.95	10.43	4.47	267.06	24.11
C4	SUGAR	2402.98	6035.84	936.52	1490.61	3175.39	449.03	1117.73	2473.25	350.39	1964.00	4720.01	635.62	359.62	1263.19	169.20	572.04	2377.92	253.03
C5	MOLLASES	72.85	69.29	10.76	4.47	1.38	0.20	31.72	10.21	1.45	1.65	0.92	0.12	1.95	2.01	0.27	5.00	4.65	0.53
C6	FRUITS / VEGETABLE SEEDS	16.05	768.26	119.19	19.73	835.81	119.77	17.78	851.79	120.43	24.98	1060.24	142.93	19.76	1043.12	140.04	27.36	1197.36	130.64
C7	FRESH FRUITS	994.70	12524.55	1942.92	1124.18	13931.65	1987.58	993.73	14137.09	1993.14	1211.83	15764.86	2131.21	1552.49	18342.09	2460.33	1549.87	19957.70	2074.74
C8	FRESH VEGETABLES	15.66	25.64	3.98	14.75	24.22	3.40	150.10	594.82	83.46	72.90	225.57	30.50	45.99	138.11	18.48	18.15	43.28	4.40
C9	PROCESSED VEGETABLES	15.34	134.83	20.92	18.10	161.83	23.20	33.62	253.68	35.86	18.27	163.52	22.07	20.71	209.09	28.06	21.16	250.85	27.26
D1	PROCESSED FRUITS AND JUICES	53.59	803.81	124.78	59.12	909.34	129.69	54.10	771.22	108.87	44.44	662.92	89.64	63.16	997.78	133.79	62.89	1245.28	126.17
D2	CEREAL PREPARATIONS	71.10	659.68	102.35	90.58	971.36	138.44	95.94	1007.66	142.16	113.33	1212.15	163.72	124.79	1527.84	204.79	107.90	1711.03	179.90
D3	COCOA PRODUCTS	71.26	1473.10	228.51	87.60	1845.89	263.15	85.28	1833.97	259.03	89.09	2021.27	273.06	111.19	2713.93	363.40	128.65	3530.76	377.07
D4	MILLED PRODUCTS	3.28	13.02	2.02	4.18	15.60	2.23	4.33	16.11	2.27	2.53	10.17	1.37	3.37	14.60	1.95	3.88	20.38	2.21
D5	MISC PROCESSED ITEMS	0.00	2249.73	349.00	0.00	2560.20	366.32	0.00	2635.85	372.53	0.00	2266.48	306.16	0.00	3403.23	456.31	0.00	3980.37	411.75
D6	ANIMAL CASINGS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.49	0.07	0.00	0.22	0.03	0.00	0.00	0.00
D7	BUFFALO MEAT																		0.00
D8	SHEEP/GOAT MEAT	0.22	13.36	2.07	0.12	10.83	1.55	0.16	13.21	1.87	0.01	0.94	0.12	0.05	4.92	0.66	0.22	17.24	1.62
D9	OTHER MEAT	0.78	27.80	4.31	0.88	30.65	4.39	0.95	32.82	4.64	0.50	17.50	2.37	0.91	34.58	4.63	0.96	39.34	4.12
E1	PROCESSED MEAT	0.10	3.22	0.50	0.12	4.14	0.59	0.12	4.52	0.64	0.14	5.12	0.69	0.17	5.56	0.75	0.05	2.74	0.32
E2	DAIRY PRODUCTS	23.39	312.59	48.51	13.64	254.12	38.43	20.42	371.68	52.17	18.53	364.51	48.91	14.57	354.90	47.66	15.90	444.43	47.26
E3	POULTRY PRODUCTS	0.00	26.87	4.17	0.00	41.80	6.01	0.00	40.44	5.72	0.00	25.75	3.48	0.00	39.86	5.36	0.00	42.81	5.16
E4	FLORICLTR PRODUCTS	6.24	136.46	21.16	6.37	174.09	24.97	7.20	229.64	32.53	3.96	160.38	21.72	6.24	258.53	34.62	8.90	285.21	28.50
E5	NATURAL RUBBER	469.76	5343.74	829.15	582.35	6127.66	873.26	457.22	4926.62	696.43	410.48	4619.76	624.35	546.37	7702.69	1032.71	528.68	7514.19	840.27
E6	ALCOHOLIC BEVERAGES	563.77	3876.14	601.22	587.96	4678.72	667.80	576.76	4643.52	656.08	645.80	4036.60	543.73	563.77	5181.57	693.23	330.66	6393.26	684.14
E7	MARINE PRODUCTS	44.71	793.30	123.06	56.93	1088.13	155.70	72.41	1290.17	181.93	101.42	1668.85	225.63	76.62	1667.89	223.91	63.01	1984.42	212.34
H4	AYUSH AND HERBAL PRODUCTS	13.64	392.72	60.92	20.14	510.23	72.90	41.21	598.49	84.33	76.35	797.04	107.72	53.75	827.58	111.14	67.34	970.42	96.56
R5	JUTE, RAW	68.14	289.02	44.75	57.25	235.86	33.94	77.18	350.39	49.26	28.88	179.28	24.32	62.52	449.40	60.15	121.26	830.27	88.20
S4	COTTON RAW INCLD. WASTE	469.13	6306.77	979.32	299.27	4383.40	633.05	744.33	9371.21	1328.42	231.36	2861.19	385.89	224.26	4169.45	559.55	451.60	11506.38	1348.74
	Total	29891.90	157316.56	24409.52	24363.83	142962.72	20461.67	25696.38	152134.59	21472.31	23639.31	158863.36	21440.67	24417.25	239189.50	32060.37	25653.63	282890.08	30497.04
	% growth		#REF!			-9.12			6.42			4.42		50.56				18.27	-87.25
	Country's total import		3001033.43			3594373.00			3360954.46			2915957.70		4572774.59				4396645.71	551539.533
	% share of agri import in total imports		5.24			3.98			4.53			5.45		5.23				6.43	5.53

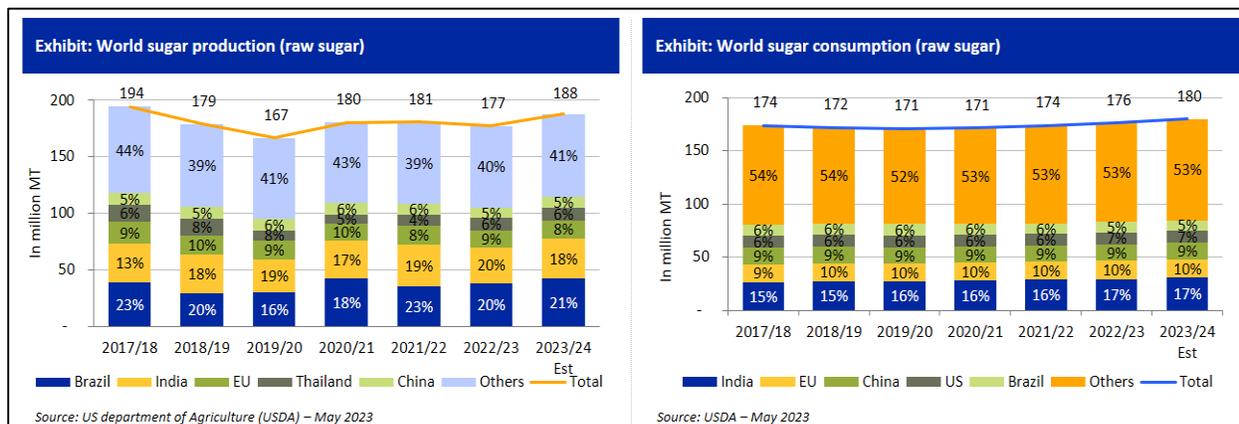
Source: <http://agricoop.gov.in/en/AgricultureTrade>

GLOBAL SUGAR INDUSTRY

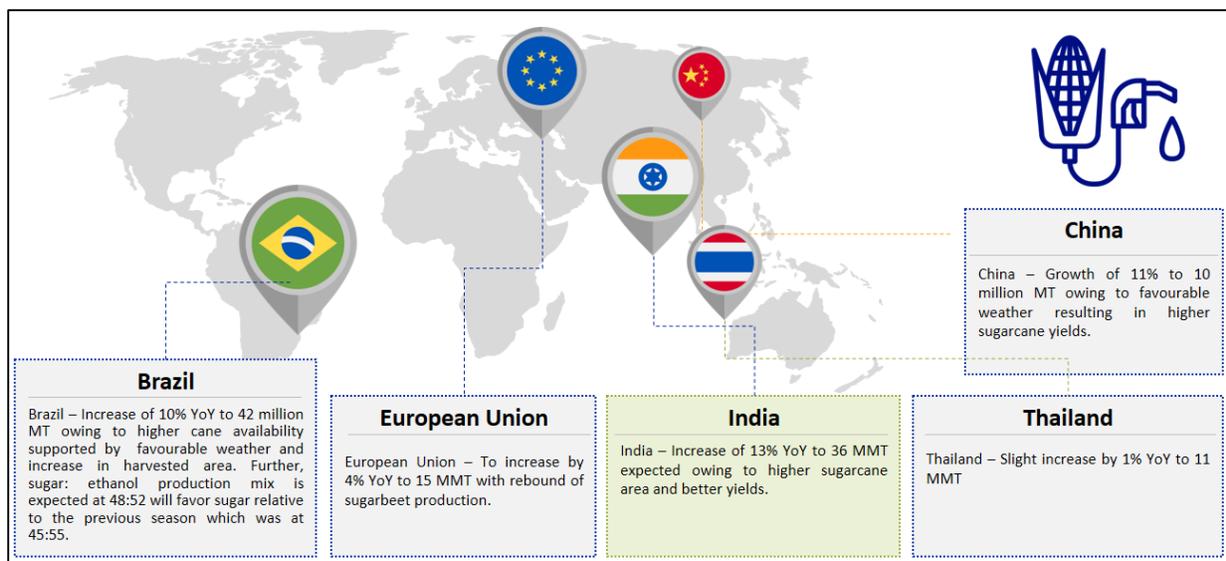
Global production is estimated to remain higher by 6% YoY in SY2023/24 supported by higher production in Brazil and India.

With an annual production of 35-40 million MT, Brazil is traditionally the largest sugar-producing country followed by India. The USDA forecasts global sugar production to remain higher than previous year levels - at 188 million MT in SY2023/24 supported by higher production expectations from Brazil, India, China and European Union, despite the decline in production from Russia.

The USDA expects world's consumption to rise to a new record of 180 million MT in SY2023/24 (2% YoY growth) due to higher demand in markets such as India and Pakistan.



Key sugar-producing countries

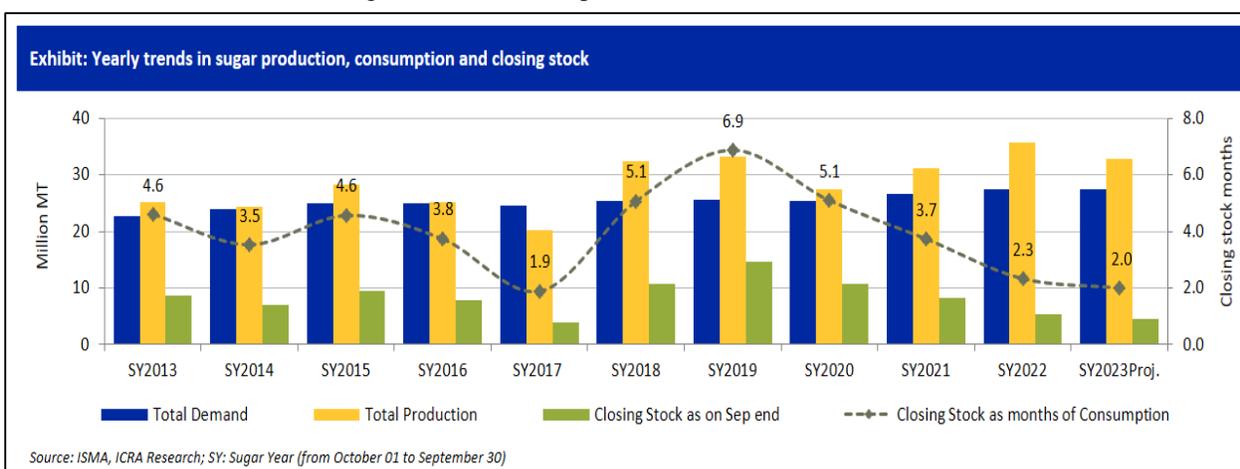


World sugar export is expected to be at 72 million MT in SY2023/2024 (9% higher than last year) with the largest exporter being Brazil, followed by Thailand and India. The world closing inventory is expected to reduce in SY2024, thereby, supporting the global sugar prices in the near term. While the overall production is expected to improve by 6% YoY, the consumption is expected to increase by 2% YoY.

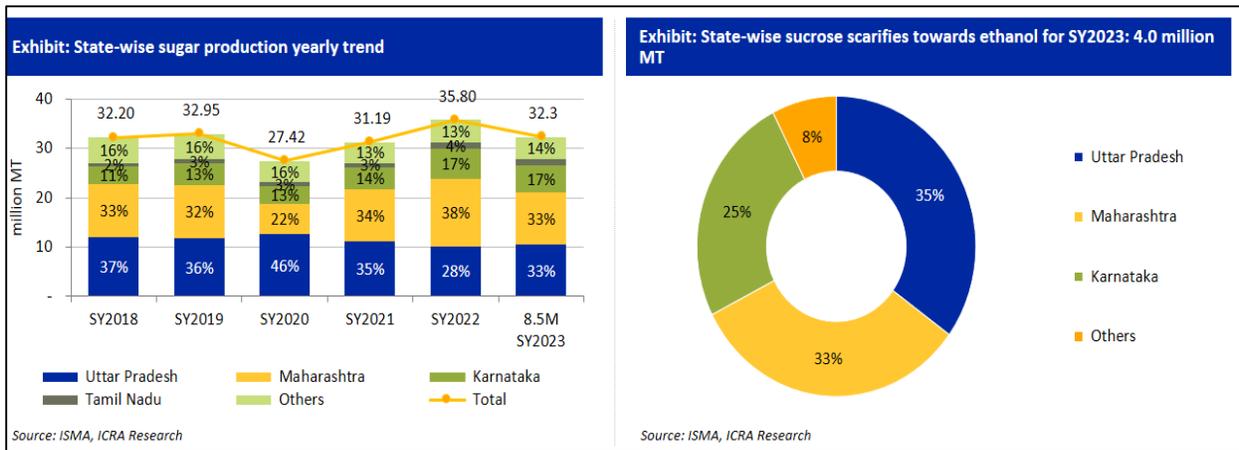
International prices of raw sugar increased to \$568/MT in May 2023 compared to \$543/MT in April 2023, while prices of white sugar increased to \$707/MT in May 2023 compared to \$676/MT in April 2023. With increase in prices of raw and white sugar, the premium between white and raw sugar prices stood at \$140/MT in May 2023, slightly higher compared to \$133/MT in April 2023. This was mainly due to the deteriorating weather outlook coupled with rising demand. Sharp downward crop revisions were noticed in key producing countries like India followed by poor European beet crop due to extreme weather conditions. Further, rains in south-central region of Brazil, which accounts for majority of the country's production, resulted in delayed harvest in April 2023. El Nino risk on Asian production may also result in a price increase.

INDIAN SUGAR INDUSTRY

Indian Sugar Mills Association (ISMA) preliminary estimates pointed to gross sugar production (without considering ethanol diversion) of around 41 million MT in SY2023. However, on account of prolonged rains in Maharashtra as well as select northern states, the yield may moderate against initial expectations, along with lower crushing days expected for Maharashtra and Karnataka. Therefore, as per second AE for SY2023 by ISMA, the net sugar production was expected to remain at 34.0 million MT, post diversion of 4.5 million MT of sugar towards ethanol production. As per the latest estimates by ISMA, the net sugar production is expected to moderate further to 32.8 million MT post diversion of 4.0 million MT of sugar towards ethanol production.

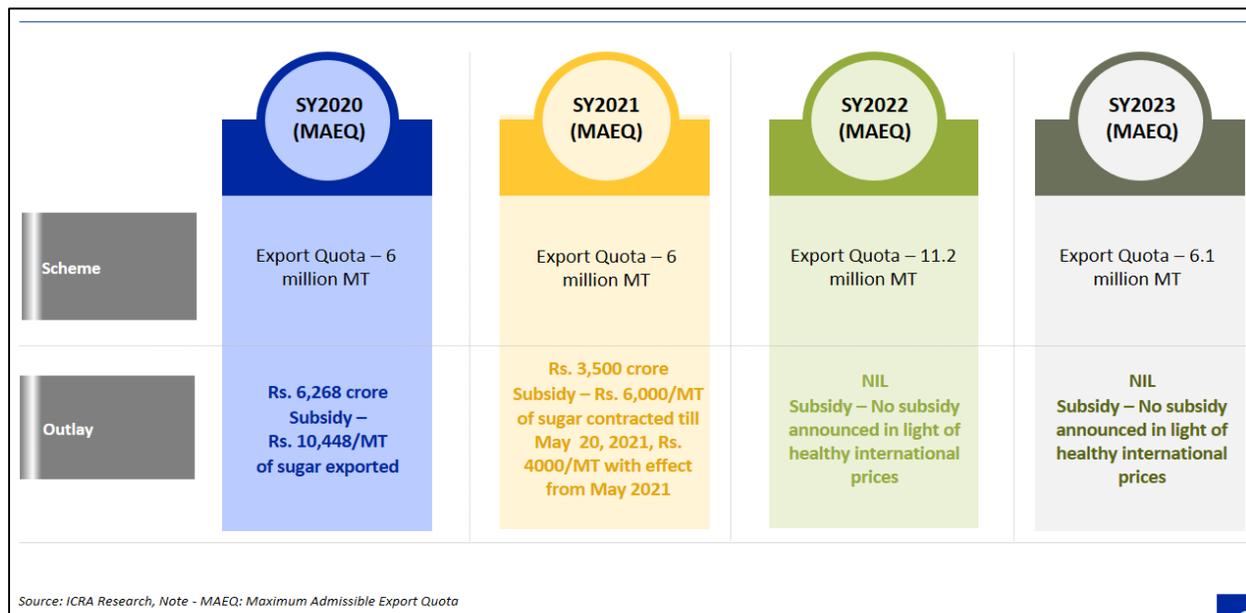


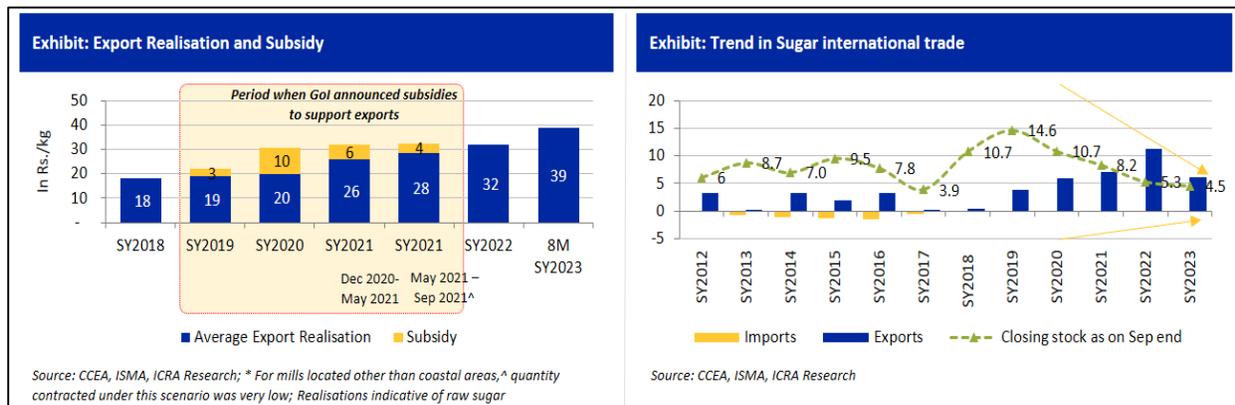
Domestic sugar production stood at 32.3 million MT till June 15, 2023, for SY2023 (lower by 8%) against 35.2 million MT during the same period in the previous season. This was mainly due to lower cane yields and uneven distribution of rainfall in Maharashtra. The contraction in production was primarily driven by lower crushing days in Maharashtra with production declining by 23% compared to the same period in the previous season. The highest sucrose diversion towards ethanol is estimated from U.P. at 1.4 million MT, followed by Maharashtra at 1.3 million MT and Karnataka at 1.0 million MT in SY2023.



Indian sugar export policy for past four years

The Government had an export quota for sugar of 11.2 million MT for Seasonal Year 2022 that in turn resulted in substantial destocking in India. For SY2023, the export policy permits export of 6.1 million MT that would keep closing stock levels at an optimum level. This would further help in maintaining domestic sugar prices, which would also support the liquidity of sugar mills.





To make exports viable, allow timely stock liquidation and consequently maintain the domestic sugar demand-supply balance, the Government had announced subsidies for SY2019-SY2021. However, currently, with the firmed up international prices, the Indian sugar industry has contracted for record high exports for the ongoing sugar season without any export subsidy.

As per discussions with industry players, many companies contracted sizeable exports of whites/ refined that would allow favourable realisations in SY2023. This transpired from reduced EU + UK beet production levels on account of adverse weather conditions. Besides, higher fuel prices weighed on refinery operations.

The international prices of white sugar reached to US\$707/MT in May 2023, thereby making exports lucrative for Indian mills. The current international prices are supported by the balanced demand-supply situation globally, wherein sugar production and consumption is expected to remain slightly higher compared to the previous fiscal. The world closing inventory is expected to moderate in SY2023.

As per ICRA's interaction with select Indian players, around 40-60% of their export volumes have been for white/ refined sugar (30-40% in previous year) that enriched the blended realisation from exports for these players. The international prices of white sugar are expected to remain elevated as pointed by the future contract prices on the back of global demand-supply balance. It is expected to remain firmed up till December 2023, with gradual decline expected post March 2024.

Source: www.icra.in; ICRA Research report-June 2023

BUSINESS OVERVIEW

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 Letter of Offer, including the information contained in the section titled 'Risk Factors', beginning on page no. 20 of this 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. 20, 93 and 206 respectively, of this Letter of Offer.

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

OVERVIEW

Sakuma Exports Limited (SEL) is based out of Mumbai and was established as a partnership firm in 1998 and subsequently reconstituted as a public limited company in August 2005 and a fresh certificate of incorporation was issued by ROC. The Company is involved in business of trading of agro-commodities like sugar, pulses, maize, cotton, rice and other agricultural commodities. Trading of Sugar by our Company contributes to the major part of Company's revenue. SEL majorly imports from and exports to USA, Asia Continental, Africa Region, Far East Asia, Europe, Australia and Middle East. However, since the last 3 financial years, SEL is purchasing the agro commodity products such as sugar, maize and rice and other agricultural commodities from Indian Domestic Market and has not imported any of the products from outside India. From the month of May 2023, our company has started importing edible oil-RBD Palm Oil , CDSO from Malaysia ,Indonesia ,Argentina and re-exporting to South East Asian Countries. SEL conducts its business activities and operations from a number of ports like Mundra, Nhava Sheva, Kandla, Mumbai, Haldia, Chennai, Kakinada, Hazira, Jaigarh Port and Vizag.

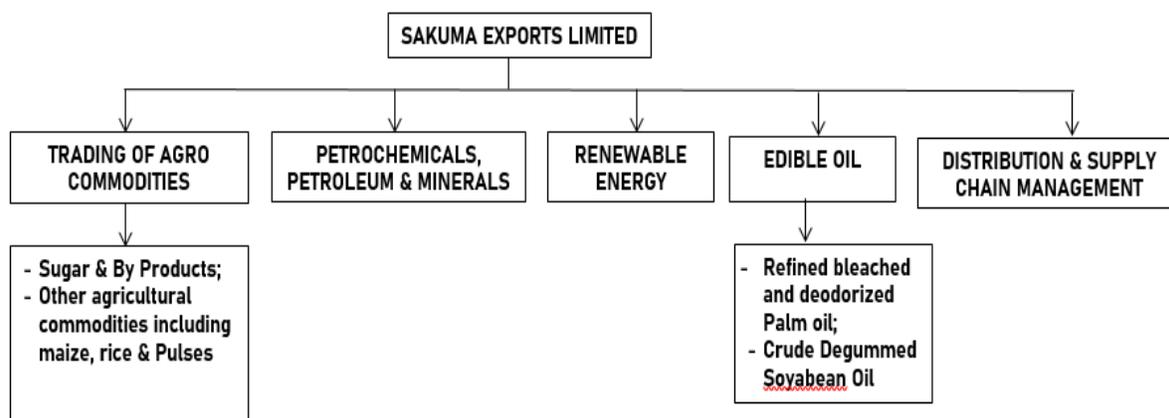
SEL has established its presence in agro commodity trading business under the leadership of Late Mr. Chander Mohan Malhotra and the current operations are managed by his son Mr. Saurabh Malhotra. Sakuma Group consist of SEL along with its six independent subsidiaries located at Dubai, Singapore, Ghana, Tanzania, Canada and Bahrain. For details on our subsidiaries, please refer to page no. 75 of the Letter of Offer.

SEL is a GOI recognized Trading House and its share are listed in NSE & BSE. The Company was conferred with the Certificate of Recognition as an Export House in 2002 by the Joint Director General of Foreign Trade, Ministry of Commerce, GOI. The company is also awarded with Certificate for Excellence in Export of Castor Oil and Groundnut Kernels for FY 2005-2006 and ECGC-D & B Indian Exporters Excellence award in 2012. Owing to over 2 decades of experience in the agro commodity trading business, SEL has an established track record of operations and longstanding relationships with its customers. We have multinational clients namely Tate & Lyle, Cargill, Louis Dreyfus, Enerfo Sugar Pte Ltd., Cofco International Singapore Pte Ltd, Viterra B V, Czarnikow, ED & F Man who import agro commodity including sugar from us. The Company's promoters have rich experience of two decades in this industry.

Mr. Saurabh Malhotra, aged 47 years, is the Promoter and Chairman Managing Director of our Company holds Post Graduate Diploma in Business Administration (Specialized in Finance) from Prin. L N Welingkar Institute of Management and Research, Mumbai. Responsible for developing exports and imports of number of commodities, keep himself updated by participating in business related summits, seminars, conventions, conference and extensive travelling. He keenly follows the global market conditions on day to day basis to identify, conceptualize and develop business strategies of the Company. He has an experience of 20 years of managing the agro commodity trading business.

Ms. Kusum Malhotra, aged 76 years, is the Promoter and Non-Executive Director of our Company and holds Bachelor of Arts degree with 25 years of experience in the field of real estate and agro commodities industry. She is also the Director of Sakuma Infrastructure and Realty Pvt Ltd, Sakuma Finvest Pvt Ltd, MS Port Terminal Pvt Ltd, LT Sagar Coastal Transport Pvt Ltd, MKG Infra and Realty Pvt Ltd and Marwar Consultancy Pvt Ltd.

BUSINESS VERTICALS OF OUR COMPANY



For details on our product wise and location wise sales, please refer to “Our product wise and location wise sales” on page no. 79 of the Draft Prospectus.

SEL is primarily engaged in trading of Agro commodities of which Sugar and its by-products are the major products contributing to around 99.18% of its consolidated revenue in FY 2022-23. The balance of the business is contributed through the other agro commodities like grains and Petrochemicals, petroleum & minerals and Renewable Energy. SEL provides its customers and suppliers with tailor-made distribution solutions. SEL serves as one-stop-shop for hundreds of customers active in diverse end-market industries.

BUSINESS PROCESS OF OUR COMPANY

Our business operations and models are briefly explained below:

1. **Purchase order-** Upon receipt of order confirmation from our customers, we purchase various agro-commodities, especially sugar from various suppliers such as sugar mills and/ or Market Yards (Wholesale Mandi) located in India.
2. **Logistics/ Transportation and Payment-** Our company exports goods via a transportation combination of FOB (Free on Board), containers/ break bulk/ bulk vessel and C I F (Cost, Insurance and Freight) depending on the location of the buyer.
 - a) **FOB (Free on Board)/ FAS (Free Alongside Ship):**
 - i) Our Company through a third party transportation agency, transports the goods from the supplier location via roadways or railways to the designated Loading Ports such as Mundra, Nhava Sheva, Kandla, Mumbai, Haldia, Chennai, Kakinada, Jaigarh and Hazira etc.
 - ii) Depending on the location of the supplier and loading port, within 8-10 days (average), the goods are transported to nearest warehouse located on the port. Once the goods reach the warehouse, the goods are then converted through containers at Container Freight Station (CFS).
 - iii) These containers are then sealed by the Custom authorities itself. The process creating containers, clearance of documentation from the customs authority takes 3-4 days.
 - iv) Once the goods are on board, we invoice on shipping bill date as per the accounting Standard practice followed as per INDAS however, payment from the buyer/ customer is released from the date of invoice which takes almost 20-25 days.
 - v) The process for FAS is the same as FOB. However, under FAS, the seller is responsible for delivery of the goods up until they are “alongside” the ship meaning, at the point of loading and ready to be loaded

onto the vessel for departure. The loading point and vessel at the port of shipment are named by the buyer, and the buyer is responsible for all costs and risks after this point, including carriage of the goods to the port of entry and final destination and under FOB, the seller is responsible for the goods up until they have been loaded on the vessel for departure, at which point the buyer assumes all costs and risks of carriage to the port of entry and final destination.

b) C I F (Cost, Insurance and Freight):

- i) Steps i to iii as mentioned for FOB is the same for CIF.
- ii) In CIF business process, our company books a vessel with Freight Forwarders, load the goods on the vessel.
- iii) We raise the invoice once we receive the shipping bill from the custom. Once the vessel reaches the destination port, then the customer/ buyer will release the funds accordingly. The transportation from the loading port on an average takes 45 -50 days to reach at the destination port which may vary depending on the location of the buyer.

c) Break Bulk/ Bulk Vessel:

Break bulk / bulk vessel shipment is the system of transporting goods in pieces separately, rather than being shipped in a container. This method is commonly used to successfully transport cargo or goods that cannot fit in standard-size shipping containers or cargo bins. Instead, cargo is transported in bags, boxes, crates, drums, barrels, other handling equipment, or is simply rolled, lifted, or pushed onto a ship or barge. These type of cargoes are usually large in sizes and dimensions.

In this type of Shipment, we need to aggregate sugar in huge quantity at one destination which almost takes 40-45 days for aggregation of stock at once place from different located mills. Loading of goods to the vessel almost takes 15 days. So exporting goods via break bulk/ bulk vessel, the number of days is approximately 60 days.

We raise invoice on the time of passing the shipping bill (at the time of vehicle/ truck entering the port) date, as per the accounting standard practice followed as per INDAS.

Business Process wise break-up on Standalone Financial Statements:

Particulars	For the period ended December 31, 2023 (Unaudited) **		FY 2022-23 (Audited) *		FY 2021-22 (Audited) *	
	Quantity (in Metric Tonnes)	Amount (Rs. In Lakhs)	Quantity (in Metric Tonnes)	Amount (Rs. In Lakhs)	Quantity (in Metric Tonnes)	Amount (Rs. In Lakhs)
FOB/FAS Sugar	105,941.47	48,078.34	356162.75	128566.02	284019.43	84,203.70
CIF- Sugar	116,465.62	72,766.93	318036.35	125365.37	195203.80	72,355.73
Break bulk / Bulk Vessel- Sugar	-	-	76985.00	29059.34	280066.00	94,126.18
oil	27,709.69	22,587.55	-	-	-	-
Total - Sugar	222,407.09	120,845.27	751184.10	282990.73	759289.23	250685.61
Other Agro Commodities	7,748.31	5,557.09	7185.50	2596.3	8651.07	2,479.57
Total	257865.09	1,48,989.91	758369.6	285587.03	767940.30	253165.18

* Pursuant to the certificate dated July 26, 2023 (UDIN: 23169694BGXCHS4162), issued by M/s Mehta Singhvi & Associates, Chartered Accountants and Statutory Auditor of the Company.

** Pursuant to the certificate dated February 21, 2024 (UDIN: 24169694BKFXVS1153), issued by M/s Mehta Singhvi & Associates, Chartered Accountants and Statutory Auditor of the Company.

For the period ended December 31, 2023, the transportation combination used by the company via FOB/FAS and CIF, was 46.42% and 53.58% respectively. In FY 2022-23, the transportation combination used by the company via FOB/FAS, CIF and Break bulk / Bulk Vessel was 46.96%, 42.88% and 10.15%, respectively. In FY 2021-22, the

transportation combination used by the company via FOB/FAS, CIF and Break bulk / Bulk Vessel was 36.98%, 26.55% and 36.47%, respectively. Currently, the company is using a mostly using transportation combination of FOB/FAS and Break bulk / Bulk Vessel. However, for the period ended December 31, 2023, the company has brought in an alteration in its business strategy wherein it has and shall use more of CIF and Break bulk / Bulk Vessel as a transportation combination.

Brief on our Consolidated Financial Statements:

(Rs. In Lakhs)

Particulars	For the period ended December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Revenue from Operations	162359.43	317314.85	285343.80
Total Revenue	163008.03	318039.79	286032.21
EBITDA	1597.46	3902.28	3267.16
PAT	1399.10	2854.09	2758.22
CAGR *	NA **	11.20%	114.80%

*calculated based on revenue from operations

**CAGR for nine month is not comparable as the date is for Nine month

Brief on our Standalone Financial Statements:

(Rs. In Lakhs)

Particulars	For the period ended December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Revenue from Operations	148989.92	285587.03	253165.18
Total Revenue	149641.64	286311.97	253866.11
EBITDA	1403.95	3455.18	2757.71
PAT	1213.08	2413.42	2286.55
CAGR*	NA **	12.81 %	144.29%

*calculated based on revenue from operations

**CAGR for nine month is not comparable as the date is for Nine month

The following table sets forth our product wise and location wise sales as derived from the Unaudited Consolidated Financial Statements for the period ended on December 31, 2023:

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	-	529.03	11,999.51	75,251.36	21,328.87	25,106.32	,34,215.08	82.18%
Other Agro Commodities *	-	-	-	-	-	5,556.79	5,556.79	3.79%
Edible Oil **	-	-	22,587.55	-	-	-	22,587.55	14.04%
Renewable Energy	-	-	-	-	-	-	-	-
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	-	529.03	34,587.06	75,251.36	21,328.87	30,663.12	1,62,359.43	100.00%

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Country %	-	0.33%	21.30%	46.35%	13.14%	18.89%	100.00%	

*includes maize, rice and pluses.

**includes Palm oil; Crude; Degummed and Soyabean Oil

The following table sets forth our product wise and location wise sales as derived from the Audited Consolidated Financial Statements for FY 2022-23:

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	388.12	36,327.78	14,868.93	94,204.36	45,102.61	123,826.76	314,718.55	99.18%
Other Agro Commodities *	-	-	-	-	2,066.91	488.96	2,555.86	0.81%
Renewable Energy	-	-	-	-	-	40.43	40.43	0.01%
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	388.12	36,327.78	14,868.93	94,204.36	47,169.51	124,356.16	317,314.85	100%
Country %	0.12%	11.45%	4.69%	29.69%	14.87%	39.19%	100.00%	

* includes maize, rice and pluses.

The following table sets forth our product wise and location wise sales as derived from the Audited Consolidated Financial Statements for FY 2021-2022:

(Rs. In Lakhs)

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Sugar & By Products	-	30,821.50	73,693.95	54,078.52	33,685.99	90,345.31	282,625.27	99.05%
Other Agro Commodities *	-	-	238.95	1,806.62	561.75	62.40	2,669.72	0.93%
Renewable Energy	-	-	-	-	-	48.81	48.81	0.02%

Product	USA	Europe	South & South East Asia Including Malaysia and Singapore	Middle East country including UAE	African Region	India	Total	Product %
Petrochemicals, petroleum & minerals	-	-	-	-	-	-	-	-
Total	-	30,821.50	73,932.90	55,885.14	34,247.74	90,456.52	285,343.80	100.00%
Country %	-	10.80%	25.91%	19.59%	12.00%	31.70%	100.00%	

* includes maize, rice and pluses

DETAILS ON OUR SUBSIDIARY COMPANIES

Sakuma Group consist of SEL along with its six subsidiaries. Details on our six subsidiaries are mentioned below:

A) **Sakuma Exim DMCC** bearing Registration Number: DMCC2991 was incorporated on 03-01-2012 having its registered office at Unit No: 2208 DMCC Business Centre Level No 1 Jewellery & Gemplex 3 Dubai United Arab Emirates. The main objects of the Sakuma Exim DMCC is a) To carry on all such business as the Dubai Multi Commodities Centre Authority (the Authority) may permit under the terms of the license to be issued to it by Authority (the License). For this purpose, the license shall be an integral part of Memorandum of Association; b) To carry on any other trade or business which can in the opinion of its Board of Directors and subject to the Authority's approval be advantageously carried on in connection with or as ancillary to any of the business or activity set out in the license; c) Notwithstanding the generality of the foregoing, the Company may not- (i) Carry on any banking or any business of financials brokerage or financials advisory services unless it is duly licensed by the competent UAE Authorities and (ii) Carry on business as an insurance or reinsurance agent or insurance broker unless it is duly licensed to do so by competent UAE Authorities. The capital of the Sakuma Exim DMCC is AED 50000 divided in to 50 shares of AED 1000.00. The shareholders of our company is Sakuma Exports Ltd. The brief financial details of Sakuma Exim DMCC derived from its audited financial statements, for Fiscals 2023, 2022 and 2021 are set forth below:

(Amount in Lakhs)			
Particulars	2023	2022	2021
Exchange rate	22.3725	20.635	19.905
Equity Capital	11.19	10.32	9.95
Reserves (excluding revaluation reserve) and Surplus	14703.65	12842.87	12395.75
Net Worth	14714.84	12853.19	12405.70
Revenue Including other income	27996.90	35806.63	26010.00
Less: Expenses	412.81	35401.42	25653.45
Profit before tax	331.95	405.21	356.54
Less: Tax Expenses	0.00	0.00	0.00
Profit/ (Loss) after tax	331.95	405.21	356.54

Note: We have taken exchange rate as on 31st March of respective years in order to convert in Indian rupees

B) **Sakuma Exports PTE Limited** bearing Company Number: 201302691Z was incorporated on 25-01-2013-having its registered office at 10 Jalan Besar #10-12, Sil Lim Tower Singapore (208787). The main objects of the Company is to carry on business of wholesale of a general line (Wide Range) of groceries (E.G. Cereals, Sugar, Edible oils, Sauces and Dairy Products). The share capital of Sakuma Exports PTE Limited is 3165004 US \$ divided in to 402530 shares. The shareholders of our company is Sakuma Exports Ltd. The brief financial details of Sakuma Exports PTE Limited derived from its audited financial statements, for Fiscals 2023, 2022 and 2021 are set forth below:

(Amount in Lakhs)

Particulars	2023	2022	2021
Exchange Rate	82.2163	75.8071	73.505
Equity Capital	2602.17	2399.30	2326.44
Reserves (excluding revaluation reserve) and Surplus	2043.85	1867.50	1763.38
Net Worth	4646.02	4266.79	4089.81
Revenue Including other income	9935.21	1297.46	4583.83
Less: Expenses	24.55	1243.37	4517.30
Profit before tax	20.09	54.09	66.53
Less: Tax Expenses	1.64	5.20	-1.37748
Profit/ (Loss) after tax	18.45	48.89	67.91

Note: We have taken exchange rate as on 31st March of respective years in order to convert in Indian rupees

- C) **GK EXIM FZE W.L.L** bearing Registration Number: 134167 was incorporated on 17-10-2019 having its registered office at Flat / Shop 101, Building 1900 , Road, Block 255 Qalali, Bahrain. The main objects of the Company is goods, re- exports and other logistics value added services. The share Capital is BHD 20,000 divided in to 400 shares of BHD 50 each. The shareholders of our company is Sakuma Exim DMCC. The brief financial details of GK Exim FZE W.L.L. derived from its audited financial statements, for Fiscals 2023, 2022 and 2021 are set forth below:

Particulars	2023	2022	2021
Exchange Rate	217.925	201.04	193.89
Equity Capital	43.59	40.21	38.78
Reserves (excluding revaluation reserve) and Surplus	-17.12	-12.05	-9.36
Net Worth	26.47	28.16	29.42
Revenue Including other income	0.00	0.00	0.00
Less Expenses	4.06	2.35	2.27
Profit before tax	-4.06	-2.35	-2.27
Less Tax Expenses	0.00	0.00	0.00
Profit/ (Loss) after tax	-4.06	-2.35	-2.27

Note: We have taken exchange rate as on 31st March of respective years in order to convert in Indian Rupees

- D) **Sakuma Exports Canada Ltd** bearing COI BC1085465 was incorporated on 09-06-2016 having its registered office at P O Box 49130, 2900-595, Burrard Street Vancouver BC V7X1J5, Canada. The main objects of the Company is trading of agro commodities. The share capital of Sakuma Exports Canada Ltd is 100 CAD divided into 100 shares. Due to the global pandemic leading to lockdown and worsening economic instability in the region, Sakuma Exports Canada Ltd was not able to carry any business activities and thus financials are not available. The shareholders of our company is Sakuma Exports PTE Ltd.
- E) **Sakuma Exports (Ghana) Limited** bearing COI CB-1,174 was incorporated on 06-06-2013 having its registered office at P M B No: 10 community IPO, No: 1 /F 33, Site 4 community 1 Tema, Ghana West Africa. The main objects of the Company is General wholesale trade and Importer and Exporter of goods. The share capital of Sakuma Exports (Ghana) Limited is 500,000,000 GHC divided into 500,000,000 shares. Due to the global pandemic leading to lockdown and worsening economic instability in the region, Sakuma Exports (Ghana) Limited was not able to carry any business activities and thus financials are not available. The shareholders of our company is Sakuma Exports PTE Ltd.
- F) **Sakuma Exports Tanzania Pvt. Ltd** bearing COI 100993 was incorporated on 22-07-2013 having its registered office at 5th Floor, Red Cross Building, Junction of Morogoro Road / Bibititi Road, P o Box 7141, Dar Es Salaam, Tanzania. The main objects of the Company is General wholesale trade and Importer and Exporter of goods. The share capital of Sakuma Exports Tanzania Pvt. Ltd is Tanzania Shilling Three Hundred twenty million only (T.sh 320,000,000) only divided in to Three hundred twenty (320) ordinary shares of Tanzanian Shilingi One Million (T.shs.100000) Each. Due to the global pandemic leading to lockdown and worsening economic instability in the region, Sakuma Exports Tanzania Pvt. Ltd was not able to carry any business activities and thus financials are not available. The shareholders of our company is Sakuma Exports PTE Ltd.

OUR COMPETITIVE STRENGTHS:

Establish Track record and experience management

SEL was promoted by Late Mr. Chander Mohan Malhotra and is currently managed by the second generation, Mr. Saurabh Malhotra, the promoters of the group have been engaged in the same industry for more than two decades. SEL along with its six subsidiaries has two decades of operational track record in trading of Agro commodity products. The extensive experience of the promoters is also reflected through the established relationship with its customers and suppliers. The key customers of SEL along with its six subsidiaries include reputed names like COFCO International Singapore Pte Ltd, Wilmar Sugar PTE Limited, Viterra BV, EDF & MAN Commodities and other international agro commodities traders with no major concentration in revenues. Also, under the leadership of experienced Promoters and their established network, SEL has demonstrated the ability to sustain their liquidity during the pandemic, aided by diversified product profile and wide geographical presence. SEL's geographical outreach spans to countries in the Middle East, South and South-East Asia, Far East, Australia, Europe, Commonwealth Independent States and Africa. The senior management team is supported by a strong line of mid-level managers. SEL will continue to leverage its established position, long track record of operations and established relations with its customers and suppliers.

Highly diversified product range and product specific

SEL has wide list of agro commodities thereby enabling it to strategize and switch over exports/imports from one commodity to another in accordance with change in demand or inconsistency in pricing for any commodity during any season. Our procurement team continuously monitors and undertakes deep research of the current trends and demand of agricultural produce and commodities in the market and accordingly it easily switches over to the agricultural produce or commodity in demand. This policy adopted by the management ensures that the Company does not pass through a lean period during the year.

Quality Standards

We believe that qualitative products are the bed-rock for successful business growth. We follow stringent quality standards in our trade for all the goods before dispatching the same to our customers. We are FSSAI, RCMC, APEDA certified for our areas of operations.

Well Established Supply and Logistic Chain

Being in the industry of import export since decades, we have established a strong supply chain for smooth, easy process and timely delivery of our goods internationally. Besides due to reputation gained and maintaining of the long term relationships, we have been easily able to procure our products domestically.

Strong Risk Management

In today's volatile markets, our clients look for a steady expertise to help them manage their exposure to price risk. Over the years, we have been identifying, measuring and managing our own exposure to risk and are well aware of the operating and financial risks in our businesses. We work closely with all departments to measure our exposure to risk and quantify our risk tolerance. Then we develop and execute sound strategies that diminish the volatility. By managing our risk, we help our keep costs within an established range and preserve the potential to capture the upside of an opportunity. Our ability to provide risk-managed supply chains makes us a reliable supplier to clients and dealers across businesses.

Long term relationship with clients and repeat business

SEL enjoys a good reputation and despite increase in competition, have received repeat orders from several of our prominent clients. Our clients are spread across the country and overseas and have been associated with us for a long term period. We constantly try to address our clients' requirements which help us to maintain a long-term working relationship with our clients and improve our retention strategy. The portfolio of our existing clients gives us a competitive advantage in gaining new clients and increasing our business.

Experience of Promoters in trading of agricultural commodities

SEL was incorporated by its Promoter and founder chairman, the Late Chandan Mohan Malhotra and his son, Mr. Saurabh Malhotra, in 1998. The promoters have been involved in the trading of agricultural commodities for around two decades. Over the years, hawse has established strong relationships with customers and suppliers across the globe.

OUR BUSINESS STRATEGY

Increase Geographical Presence

We are currently operating out of our registered and corporate office based in Mumbai. Currently, we export to USA, Asia Continental, Africa Region, Far East Asia, Europe, Australia and Middle East. Going forward we plan to expand our scale of operations as well as growing our supply chain network which we believe will provide attractive opportunities to grow our client base and revenues in the future.

We also intend to adopt a very calculative and aggressive marketing strategy which is essential in the expanding Import-Export Business in newer markets. Our management intends to support this marketing effort with the activities that are done at the grass root level and through field works thereby maintaining regular communications and meetings.

Focus on Increase in Volume of Sales

As part of our business strategy, we intend to focus on increasing the volume of sales in the markets we are currently catering too. As an import-export, trading and distribution company we want to focus on larger volume of sales by extending our market segments and by further addition of new products in our current portfolio to achieve our targeted sales.

Continue to develop client and supplier relationships

We plan to grow our business primarily by growing the number of client and supplier relationships; as we believe that increased client and supplier relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients and supplier. Our Company believes that business is a by-product of relationship. Our Company believes that a long-term client relationship as large clients reap fruitful returns. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

IMPACT OF COVID-19 ON OUR BUSINESS OPERATIONS

The current outbreak of COVID-19 pandemic has adversely impacted the global economy. The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern on January 30, 2020 and a pandemic on March 11, 2020. The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. Subsequently in view of the second wave of COVID-19, various state governments had imposed a complete lockdown on or about the beginning of May, 2021. However, as we are engaged in import/export and trading of agricultural produce and commodities which are 'essential goods', our operations were not shut down during this pandemic. However, due to limited availability of labour, logistics and supply chain constraints, our business was impacted during the initial period of the lockdown. We continued our operations and business activities after making arrangements to meet the government's requirements on sanitization, people movement and social distancing.

MARKETING APPROACH

We have a strong sales and marketing team which is headed by Associate Directors Mr. Tarun Malhotra and Mr. Sanjay Upadhyay. Our marketing network and relationship with the customers is critical for success of our Company. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. Our relationship with the clients is strong and established. To retain our customers, our team regularly interacts with them and focuses on

gaining an insight into the additional needs of customers. We intend to expand our existing customer base by expanding to other geographies.

WAREHOUSING FACILITY

Our Company imports and exports the procured agricultural produce and commodities both directly and through other merchants and brokers. The logistics set up and the nature of commodities being dealt by the Company does not necessitate a need of permanent warehousing facilities. The Company presently exports its consignments from a number of Indian ports like Bombay Port Trust, Mundra, Jawaharlal Nehru Port Trust, Kandla, Chennai, Kakinaka and Visakhapatnam. For details, please refer to our “*Business Process of Our Company*” as mentioned on page 77 of the Letter of Offer.

COMPETITION

Our competitors include both large and small, local and other international players, organized and unorganized importer, exporter, traders and distributors in the regions and areas where we operate. We also face competition from various small unorganized operators in the regional segment. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors.

UTILITIES AND INFRASTRUCTURE

Our registered office and Rented warehouse are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

INSURANCE

Our Company maintains insurance against various risks inherent in our business activities, including property damage caused by fire, earthquake, flood, burglary, explosion and similar catastrophic events that may result in physical damage to or destruction of our stocks. Our Insurance Coverage risk from the factory till the destination port. Although we consider our insurance coverage to be of a type and level that is economically prudent, we cannot assure you that we will be able to maintain insurance at rate which we consider commercially reasonable or that such coverage will be adequate to cover any claims that may arise. Overall, we generally maintain insurance covering our assets and operations at levels that we believe to be appropriate for our business. The details on the insurance obtained by our company is set forth below:

(Rs. in Lakhs)					
Sr. No.	Name of Insurance	Type of policy and Risk Covered	Period of Insurance	Insured Amount	Insurance premium Amount
1.	Cholamandalam Ms General Insurance Company Ltd	Marine Cargo Sales Turnover Policy: Upon consignment said to contain all types of Sugar packed in bags or in break-bulk for during inland journey. Rice, Maize, Groundnut, Wheat, Moong, Sesame Seed ,Soyabean Meal (packed in containerized form during ocean journey)	From 05/08/2023 to 04/08/2024	12259.00	2.17
2.	Cholamandalam Ms General Insurance Company Ltd	Enterprise Package Policy (Sookshma): Sookshma - Building, Sookshma - Contents, Business Interruption (Sookshma), Burglary And Housebreaking Contents, Money Insurance, Fixed Plate	From 06-11-2023 To Midnight of 05-11-2024	704.00	0.29

Sr. No.	Name of Insurance	Type of policy and Risk Covered	Period of Insurance	Insured Amount	Insurance premium Amount
		Glass, Neon Sign / Glow Sign, Electronic Equipment, All Risks Portable computers and Mobile phones, Machinery Breakdown, Accompanied Baggage, Fidelity of Employees, Public Liability, Workmen's Compensation			
3.	Cholamandalam Ms General Insurance Company Ltd	Enterprise Package Policy (Sookshma): Sookshma - Building, Sookshma - Contents, Business Interruption (Sookshma), Burglary And Housebreaking Contents, Money Insurance, Fixed Plate Glass, Neon Sign / Glow Sign, Electronic Equipment, All Risks Portable computers and Mobile phones, Machinery Breakdown, Accompanied Baggage, Fidelity of Employees, Public Liability, Workmen's Compensation	From 03-02-2024 To Midnight of 02-02-2025	704.00	0.29
4.	United India Insurance Company Ltd	Standard Fire And Special Perils Policy (Floater Basis): Transporters godowns And Godowns of clearing and forwarding agents. (Materials stored in Godowns & Silos)	From 02/07/2023 To Midnight of 01/07/2024	250.00	6.84
5.	United India Insurance Company Ltd	Standard Fire And Special Perils Policy (Floater Basis): Transporters godowns And Godowns of clearing and forwarding agents. (Materials stored in Godowns & Silos)	From 28/11/2023 To Midnight of 28/02/2024	10000.00	10.95
6.	United India Insurance Company Ltd	Burglary Floater Policy: On Stock Of Pulses, Rice, Wheat ,Sugar, Ground Nut, Dal, Malze Deoiled Cake stored in various warehouses in India; Excess :5 % of claim amount subject to minimum of Rs.10,000/- For Burglary for each and every claims; Warranties : 1. Warranted that any loss due to mysterious disappearance and unexplained losses are not covered. 2. Warranted that the premises are not left open during night time. 3. Warranted that loss discovered during inventory or stock taking is not covered	From 02/07/2023 To Midnight on 01/07/2024	2500.00	0.07

Sr. No.	Name of Insurance	Type of policy and Risk Covered	Period of Insurance	Insured Amount	Insurance premium Amount
		under the policy. 4. Warranted that 24*7 ward & watch security arrangement at the premises. 5. Warranted that CCTV in working condition to be installed at the premises.			
7.	United India Insurance Company Ltd	Burglary Floater Policy: On Stock Of Pulses, Rice, Wheat ,Sugar, Ground Nut, Dal, Malze Deoiled Cake stored in various warehouses of Amarsukh Godown, Central Warehousing Corporation Godown, Pal Warehouse Godown & Jhavar Ice And Cold Storage.	From 28/11/2023 To Midnight on 28/02/2024	10000.00	0.18
8.	United India Insurance Company Ltd	United Bharat Sookshma Udyam Suraksha Policy: Registered office no. A-301-Building including plinth, basement and additional structure	From 01-01-2024 to Midnight of 31-12-2024	58.34	0.039
9.	United India Insurance Company Ltd	United Bharat Sookshma Udyam Suraksha Policy: Registered office no. A-302-Building including plinth, basement and additional structure	From 01-01-2024 to Midnight of 31-12-2024	37.07	0.024
10.	United India Insurance Company Ltd	United Bharat Sookshma Udyam Suraksha Policy: Registered office no. B-418-Building including plinth, basement and additional structure	From 01-01-2024 to Midnight of 31-12-2024	52.43	0.034
11.	Future Generali India Insurance Company Limited	General Insurance Service: Future Secure - Private Car	From 28/06/2023 To Midnight of 27/06/2024	4.90	0.14
12.	Tata AIG General Insurance Company Ltd	Auto Secure Private Car Package Policy	From 04-05-2023 To Midnight of 03-05-2024	30.16	0.73
13.		Auto Secure Private Car Package Policy	From 06-03-2023 To Midnight of 05-03-2024	325.00	4.50
14.	United India Insurance Company Ltd	Private Car Package Policy	From 21/06/2023 To Midnight of 20/06/2024	8.74	0.15
15.	Go Digit General Insurance Ltd.	Digit Private Car Policy	From 21-11-2023 to 20-11-2023	21.10	0.16

PLANT & MACHINERY

As on date of Letter of Offer, Our Company does not possess any major plant & machinery.

COLLABORATIONS

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Letter of Offer.

IMPORT-EXPORT OBLIGATIONS

There are no Import-Export Obligations as on date of filing this Letter of Offer.

MANPOWER

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. All our employees are permanent employees and on the payroll of our Company. The table below shows the functional breakdown of our employees as on March 31, 2023:

Function / Department	Number of Employees
Senior Management	10
Purchase Management Team	10
Sales & Marketing Team	12
Logistics Team	45
Finance, Internal Audit and Accountant	15
Legal Team	2
HR and Admin Team	2
Total	96

OUR PROPERTIES

The detail of our property is as follows:

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee	Usage Purpose
1)	01-7-2020; 5 years w.e.f. 01-07-2020	Ms. Kusum Malhotra & Sakuma Infrastructure & Realty Pvt. Ltd *	Sakuma Exports Ltd	Aurus Chamber, A 301-302, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India	Rs. 5.25 Lakhs p.m.	Used as Registered office
2)	01-04-2024; 11 months 29 days w.e.f. 31-01-2024	Mr. Karan Nitinbhai Bhat	Sakuma Exports Ltd	Shop No. 603, 6th Floor, Rashmi Growth Hub, Opp. Shreeya Residency, Nr. 200 Ft. S.P. Rong Road Circle, Odhav, Ahmedabad, Gujarat 382415	Rs. 6,000 p.m.	Used as Branch office
3)	27-07-2022; 24 months w.e.f. 01-08-2022	Mr. N. Kamalakannan-	Sakuma Exports Ltd	2nd Door No. 70-3-48/2C, Penthouse, Vaidyanagar-1, Road No. 1, Ramanayyapet, East Godavari, Andhra Pradesh 533005	Rs. 4,500 p.m.	Used as Branch office
4)	27-07-2022; 24 months w.e.f. 27-07-2022	Mr. Subhash Agarwal	Sakuma Exports Ltd	A-295, Shastri Nagar, Jodhpur, Rajasthan 342001	Rs. 5,500 p.m.	Used as Branch office

Sr. No.	Lease Date & term of lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fee	Usage Purpose
5)	01-04-2023; 11 months w.e.f. 01-04-2023	Mrs. Khusbhu Sipani	Sakuma Exports Ltd	Room No. 426, 4 th Floor, 545, G.T. Road (South), P.S. & District, Howrah 711101	Rs. 6,000 p.m.	Used as Branch office
6)	27-07-2022; 22 months w.e.f. 01-08-2022	Mr. DB Khona	Sakuma Exports Ltd	6/25/2412/38 Shradhanand Gunj, Nizamabad, Telangana 503002	Rs. 5,000 p.m.	Used as Branch office
7)	16-02-2023; 22 months w.e.f. 01-01-2023	Mrs. P.S. M. Fariha	Sakuma Exports Ltd	Door No. 47, Old No. 23, Armenian Street, Chennai 600001	Rs. 6,500 p.m.	Used as Branch office
8)	20-04-2023; 11 months w.e.f. 21-04-2023	Mr. Shivratn Singh	Sakuma Exports Ltd	C/O- Shivratn Singh, Vill-Budhuchak, PO+PS-Fatuha, Dist Patna, Bihar 803201	Rs. 2,000 p.m.	Used as Branch office
9)	04-07-2023; 11 months w.e.f. 20-09-2023	Arya Collateral Warehousing Services Pvt. Ltd.	Sakuma Exports Ltd	Suraj Yadav, Warehouse Ch No. 3, Uday Nagar, Gulab Bagh Purnia, Bihar 85326 India	Rs. 1.80 Lakhs p.m.	Used as warehouse

* the lessor forms a part related party transaction.

INTELLECTUAL PROPERTY

As on the date of this Letter of Offer, Our Company has registered its logo with the Trade Mark Registry, Mumbai. Beside this, our company confirms that it has not made any other applications nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

TM Name	
TM/ Application No.	2423229
TM Type	CLASS 35
Date of Registration/ Application	06-11-2012
Validity/ Renewal Date	Renewed for a period of 10 years from 06-11-2022
Status	Active

Corporate Social Responsibility

Sakuma Group is also closely working with societies which it operates by touching upon some basic but most necessary needs such as EDUCATION and HEALTH CARE to ultimately address fundamental ethical issues such as inclusion, dignity and equality. Our CSR policy defines the framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder. The CSR committee has been constituted as per the applicable act. We demonstrate our commitment towards our communities by committing our resources and energies to social development and we have aligned our CSR programs with legal requirements under the applicable Indian laws. We have spent an amount of Rs. 37.81 Lakhs and Rs. 54.40 Lakhs towards our CSR initiatives during FY 2023 and 2022 respectively.

OUR MANAGEMENT

As per the Articles of Association and subject to the provisions of the Companies Act, our Company is required to have not less than (3) three Directors and not more than (15) fifteen Directors, unless otherwise determined by our Company through a special resolution. As on the date of this Letter of Offer, our Board comprises of 6 (Six) Directors, of which 1 (One) Director is Managing Director, 3 (Three) Non-Executive Director out of which 1 (One) is a woman Director and 2 (Two) Non-executive Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

Our Board of Directors

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

Name, Designation/Occupation, Address, Din No., Date of Birth, Occupation, Nationality	Date Of Appointment/ Re-appointment & Term	Other Directorships
Mr. Saurabh Chander Mohan Malhotra S/o. Mr. Chander Mohan Date of Birth: 17-02-1976 Age: 46 years Designation: Chairman cum Managing Director Address: RNA Mirage, Flat No. 2502, Sudam Kalu Ahire Marg, Worli , Mumbai – 400 030 DIN: 00214500 Occupation: Business Nationality: Indian	Appointed as Promoter Director w.e.f. 31-08-2010 Re-appointed as Managing Director w.e.f. 01-09-2019 for a term of 5 years	<ul style="list-style-type: none"> • G. M. K. System And Logistics Private limited • Samavama Infra And Realty Private limited • Sakuma Finvest Private Limited • Kuma Infra And Realty Private Limited
Ms. Shipra Malhotra D/o. Mr. Chander Mohan Date of Birth: 02-08-1972 Age: 49 years Designation: Non-Executive Director Address: T-37,603/604, Beverly Hills, Royal Empire CHSL, Lokhandwala Road Complex, Andheri, Mumbai-400 058 DIN: 01236811 Occupation: Business Nationality: Indian	Appointed as Additional Director w.e.f. 25-01-2007; Re-appointed as Non-Executive Director on w.e.f. 29-09-2021 and is liable to retire by rotation	Nil
Mr. Vivek Madanlal Grover S/o. Mr. Mandanlal Thakurdas Grover Date of Birth: 24-03-1974 Age: 48 years Designation: Non- Executive Director Address: 11 D, B Wing, White Spring Rivali Park, Western Express Highway ,Near Sai Baba Mandir, Borivali (East), Mumbai 400066 DIN: 03594740 Occupation: Business Nationality: Indian	Appointed as Additional Director w.e.f. 29-05-2017 Regularization Non-Executive Director w.e.f. 26-09-2017 and is liable to retire by rotation	<ul style="list-style-type: none"> • Ria International India Private Limited • Organosynth Chemicals And Pharmaceuticals Private Limited
Mr. Amit Shankar Amist S/o. Mr. Durga Shankar Amist Date of Birth: 13-01-1974 Age: 47 years Designation: Non-Executive Independent Director	Appointed as Non-Executive Independent Director w.e.f. 13-02-2021; Regularized w.e.f. 29-09-2021 for a term of 5 years	NIL

Name, Designation/Occupation, Address, Din No., Date of Birth, Occupation, Nationality	Date Of Appointment/ Re-appointment & Term	Other Directorships
Address: H.NO, 49, Duplex-1, Swarnim Vihar, Sector 82, Noida, Gautam Budh Nagar, Pin-201304, Uttar Pradesh DIN: 05305256 Occupation: Business Nationality: Indian		
Mr. Guniteshvir Singh Sohal S/o Manpreet Singh Sohal Date of Birth: 16-08-1992 Age: 31 Years Designation: Additional Non-Executive Independent Director Address: Bungalow No. 3, Plot No. 77, Sindhi Society, Chembur, Near Vivekanad Jr. College, Mumbai 400071, Maharashtra, India DIN: 07471515 Occupation: Business Nationality: Indian	Appointed as Additional Non-Executive Independent Director w.e.f. 29-03-2024	NIL
Mr. Rahul Dixit S/o. Late Chintamani Dixit Date of Birth: 19-01-1980 Age: 44 years Designation: Additional Non-Executive Independent Director Address: 22/10, Shalimar Enclave, E-3 Arera Colony, Huzur, R.S. Nagar, Bhopal, Madhya Pradesh 462016 DIN: 03540131 Occupation: Business Nationality: British	Appointed as Additional Director w.e.f. 29-03-2024	<ul style="list-style-type: none"> • RAA Mega Indracon Services Private Limited • Asset India Real Estate Private Limited

Note:

- 1) Completion of Second Tenure of 5 years retiring from our Company Our Board of Directors via its resolution dated March 29, 2024, has approved the retirement of two Non-Executive-Independent Directors- Mr. Om Prakash Singal and Radhe Shyam w.e.f, 31.03.2024.
- 2) Our Board of Directors via its resolution dated March 29, 2024, has approved the appointment of Mr. Guniteshvir Singh Sohal and Mr. Rahul Dixit as Additional Non-Executive Independent Director.

Confirmations

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is categorized or are on the RBI List of wilful defaulters.
- None of the Directors is categorized or are on the RBI List of fraudulent borrowers.
- None of our Directors are declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Letter of Offer, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company whose shares have been or were delisted from the Stock Exchange(s), during the term of their directorship in such company in the past 10 years.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is

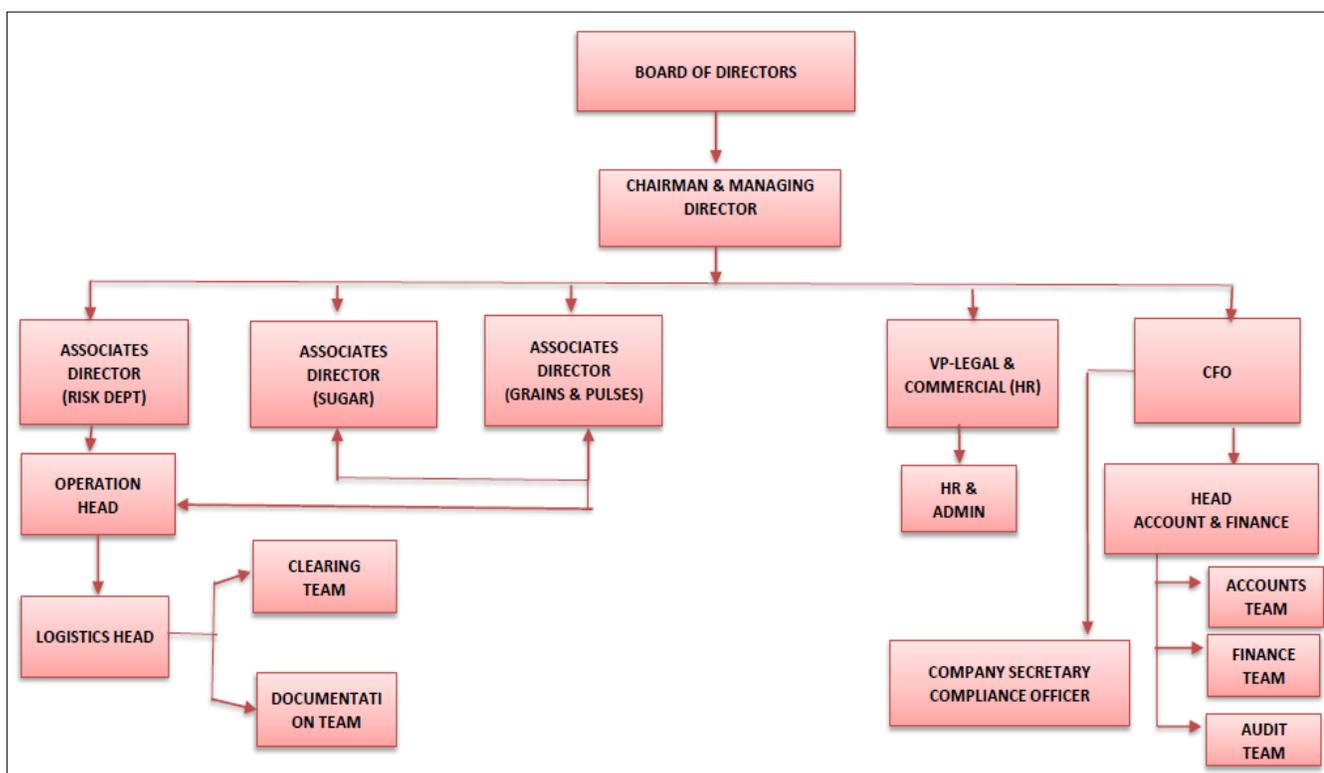
debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

For details on legal cases, please refer to the chapter titles “*Outstanding Litigations And Material Information and Developments*” beginning on page 220 of this Letter of Offer.

Our Key Management Personnel and Senior Management Personnel

Name	Designation	Date of Appointment/ Re-Appointment (as the case may be)
Key Management Personnel		
Mr. Saurabh Malhotra	MD	01-09-2019
Mr. Devesh Sureshchandra Mishra	CFO	07-02-2019
Ms. Khyati Bipin Jobanputra	CS & Compliance Officer	14-02-2022
Mr. Tarun Malhotra	Associate Director	14-02-2022
Mr. Sanjay Upadhyay	Associate Director	14-02-2022

Organization Structure of our Company



SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Page Number
1.	Limited Review Report for 9 months ending on December 31, 2023	94-98
2.	Audited Consolidated and Standalone Financial Statements of our Company as at and for the financial year ended March 31, 2023	99-203

Material changes and commitments, if any, affecting our financial position

There are no material changes and commitments, which are likely to affect our financial position since December 31, 2023 and March 31, 2023 till date of this Letter of Offer. We have not given Restated Financials because we fall under Part B of SEBI (ICDR), 2018.

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M. L. SHARMA & CO. (Regd.)
CHARTERED ACCOUNTANTS

1107, The Summit Business Park, Off. Andheri Kurla Road. Near W.E.H. Metro Station, Andheri (East), Mumbai - 400 093.

☎ +91-22-6852 5200 / 5202 ✉ mlsharma@misharma.in 🌐 www.mlsharma.in 📄 www.linkedin.com/in/mlsharmaandco-ca

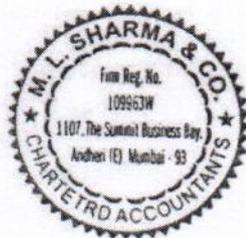
Independent Auditor's Review Report on Quarterly and Year to date ended Unaudited Standalone Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

LIMITED REVIEW REPORT

To the Board of Directors
Sakuma Exports Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **Sakuma Exports Limited** ("the Company") for the quarter ended on 31st December 2023 and year to date from 01st April, 2023 to 31st December, 2023 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place of Signature: Mumbai
Date: 13th February 2024



For M. L. Sharma & Co.,
Firm Reg. No. 109963W
Chartered Accountants

(Jinendra D. Jain) Partner
Membership No. 140827
UDIN - 24140827BKGWTJ7120



SAKUMA EXPORTS LIMITED

Statements of Standalone Unaudited Financial Results for the Quarter and Period ended December 31, 2023

In Lakhs

Sr. No.	PARTICULARS	Standalone Quarter Ended			Standalone Nine Month Ended		Standalone Year Ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
		31-Dec-23	30-Sep-23	31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
1	Income						
a)	Revenue from operations	76,778.05	30,851.43	76,431.50	148,662.89	193,091.90	284,951.86
b)	Other Operating Revenue	195.45	106.17	140.23	327.03	565.28	635.17
c)	Other Income	21.57	275.91	164.87	651.72	465.13	724.94
	Total Income	76,995.07	31,233.51	76,736.60	149,641.64	194,122.31	286,311.97
2	Expenditure						
a)	Cost of Materials Consumed	-	-	-	-	-	-
b)	Purchase of Stock-in-trade	81,117.36	42,804.66	83,084.65	153,571.93	178,243.04	255,704.32
c)	Change in Inventories of Finished goods, WIP & Stock in trade	(7,558.89)	(12,392.76)	(15,801.51)	(11,167.32)	(9,167.76)	(3,056.25)
d)	Employee benefits expense	186.31	165.09	152.59	538.14	455.14	626.24
e)	Finance Cost	133.35	55.90	197.16	250.71	421.38	673.11
f)	Depreciation and Amortization expenses	30.64	32.21	36.90	93.29	110.02	145.17
g)	Other expenses	2,240.57	191.17	8,157.50	4,643.22	21,788.53	28,857.54
	Total Expenditure	76,149.34	30,856.27	75,827.29	147,929.97	191,850.35	282,950.13
3	Profit From Operation before Exceptional Items (1-2)	845.73	377.24	909.31	1,711.67	2,271.96	3,361.84
4	Exceptional Items	-	-	-	-	-	-
5	Profit from Ordinary activities before tax (3+4)	845.73	377.24	909.31	1,711.67	2,271.96	3,361.84
6	Tax expenses						
	Current Tax	225.98	119.59	236.32	462.35	598.24	884.66
	Prior Period Tax	-	-	-	-	-	1.56
	Deferred Tax	(0.29)	8.37	(1.87)	39.37	110.08	71.73
	Total Tax Expenses	225.69	127.96	234.45	501.72	708.32	957.95
7	Net Profit from ordinary activities after tax (5-6)	620.04	249.28	674.86	1,209.95	1,563.64	2,403.89
8	Extraordinary Items (net of Tax expenses)						
9	Net Profit (+) / Loss (-) for the period (8-9)	620.04	249.28	674.86	1,209.95	1,563.64	2,403.89
10	Other Comprehensive Income / (Expenses) (Net Of Tax)						
	Items that will not be reclassified subsequently to statement of profit and loss						
	Remeasurements gains/(losses) on defined benefit plans (Net)	(2.36)	4.49	6.49	3.13	16.23	9.53
	Total Other Comprehensive Income for the period	(2.36)	4.49	6.49	3.13	16.23	9.53
11	Total Comprehensive Income (9+10)	617.68	253.77	681.35	1,213.08	1,579.87	2,413.42
12	Paid-up equity share capital (FV of '1 per share)	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59
	Weighted Average Equity Share Capital (FV of '1 per sh)	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59
	Other Equity	-	-	-	-	-	25,284.47
13	Earnings Per Share (EPS)						
	Basic and diluted EPS before and after Extraordinary Items for the period (not to be annualised) (In `)	0.26	0.11	0.29	0.52	0.67	1.03

Notes

- The above Unaudited Standalone financial results for the Quarter / Period ended December 31, 2023 were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on February 13, 2024. The Auditors have issued an unqualified Audit opinion on these results.
- The Financial results of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
- Company's business activity falls within a single primary business segment i.e. trading in agro products, hence no separate information is disclosed.
- Previous Years figures have been regrouped / rearranged wherever considered necessary to confirm to the current period classification and grouping.

SAURABH MALHOTRA
Digitally signed by SAURABH MALHOTRA
 Date: 2024.02.13 11:19:24 +05'30'

Place: Mumbai
 Date: February 13, 2024

Mr. Saurabh Malhotra
Chairman and Managing Director
 (DIN : 0214500)



M. L. SHARMA & CO. (Regd.)
CHARTERED ACCOUNTANTS

1107, The Summit Business Park, Off. Andheri Kurla Road. Near W.E.H. Metro Station, Andheri (East), Mumbai - 400 093.

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Independent Auditor's Review Report on Unaudited Quarterly and year to date Consolidated financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

LIMITED REVIEW REPORT

To the Board of Directors
Sakuma Exports Limited

1. We have reviewed the accompanying statement of unaudited Consolidated financial results ('the Statement') of Sakuma Exports Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') for the quarter ended on 31st December, 2023 and year to date from 01st April, 2023 to 31st December, 2023 ('the Statement'), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation'), including relevant circulars issued by the SEBI from time to time.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29th March 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

The Statement includes the results of the following entities:

- i. Sakuma Exports Pte. Ltd.
- ii. Sakuma Exim DMCC
- iii. GK Exim FZE S.P.C.



5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Circular No. CIR/CFD/CMD1/80/2019 dated July 19, 2019 ('the Circular'), including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Other Matters

- a. We did not audit the financial statement / financial information of **One** subsidiary included in the consolidated financial results, whose financial statement / financial information reflect Group's share of total revenues of Rs. 1,589.50 Lakhs and Rs. 12,788.44 Lakhs, Group's share of total net profit after tax of Rs. 7.13 Lakhs and Rs. 185.01 Lakhs, Group's share of total comprehensive profit of Rs. 7.13 Lakhs and Rs. 185.01 Lakhs, for the quarter ended 31st December 2023, and for the period from 01st April 2023 to 31st December 2023, respectively as considered in the consolidated financial results. This financial statement / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on the reports of the other auditor and the procedures performed by us as stated in paragraph above.

Our opinion on the Statement is not modified in respect of the above matters

- b. The accompanying Statement of unaudited consolidated financial results include unaudited interim financial results and other unaudited financial information in respect of **Two** subsidiaries which have not been reviewed by their auditors, whose interim financial results (before eliminating inter-company transactions) reflect Group's share of total revenues of Rs. 874.85 Lakhs and Rs. 2,112.07 Lakhs, Group's share of total net profit (loss) after tax of Rs. 3.67 Lakhs and Rs. (13.58) Lakhs, Group's share of total comprehensive profit (loss) of Rs. 3.67 Lakhs and Rs. (13.58) Lakhs, for the quarter ended 31st December 2023 and for the period from 01st April 2023 to 31st December 2023, respectively, as considered in the Statement. These unaudited interim financial results and other unaudited financial information have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion is not modified in respect of this matter.

Place of Signature: Mumbai
Date: 13th February 2024



For M. L. Sharma & Co.,
Firm Reg. No. 109963W
Chartered Accountants

Jinendra

(Jinendra D. Jain) Partner
Membership No. 140827
UDIN - 24140827BKGWTK9101



SAKUMA EXPORTS LIMITED

Statements of Consolidated Unaudited Financial Results for the Quarter and Period ended December 31, 2023

In Lakhs

Sr. No.	PARTICULARS	Consolidated			Consolidated		Consolidated
		Quarter Ended			Nine Month Ended		Year Ended
		Unaudited 31-Dec-23	Unaudited 30-Sep-23	Unaudited 31-Dec-22	Unaudited 31-Dec-23	Unaudited 31-Dec-22	Audited 31-Mar-23
1	Income						
a)	Revenue from operations	77,706.75	36,050.56	80,953.07	162,027.75	216,155.55	316,679.68
b)	Other Operating Revenue	200.11	106.17	140.23	331.69	565.28	635.17
c)	Other Income	18.45	275.91	164.87	648.60	465.13	724.94
	Total Income	77,925.31	36,432.64	81,258.17	163,008.04	217,185.96	318,039.79
2	Expenditure						
a)	Cost of Materials Consumed	-	-	-	-	-	-
b)	Purchase of Stock-in-trade	81,979.45	47,711.28	87,348.67	165,833.48	198,824.65	284,651.85
c)	Change in Inventories of Finished goods, WIP & Stock in trade	(7,558.89)	(12,392.76)	(15,801.51)	(11,167.32)	(9,167.76)	(3,056.25)
d)	Employee benefits expense	195.16	177.73	166.35	574.07	485.55	679.55
e)	Finance Cost	134.14	57.90	197.87	255.22	425.10	677.90
f)	Depreciation and Amortization expenses	30.64	32.21	36.90	93.29	110.02	145.17
g)	Other expenses	2,273.70	445.33	8,366.78	5,521.74	23,966.74	31,137.42
	Total Expenditure	77,054.20	36,031.69	80,315.06	161,110.48	214,644.30	314,235.64
3	Profit From Operation before Exceptional Items (1-2)	871.11	400.95	943.11	1,897.56	2,541.66	3,804.15
4	Exceptional items	-	-	-	-	-	-
5	Profit from Ordinary activities before tax (3+4)	871.11	400.95	943.11	1,897.56	2,541.66	3,804.15
6	Tax expenses						
	Current Tax	226.11	119.46	236.32	462.35	598.24	886.11
	Prior Period Tax	(0.13)	-	-	(0.13)	0.19	1.75
	Deferred Tax	(0.29)	8.37	(1.87)	39.37	110.08	71.73
	Total Tax Expenses	225.69	127.83	234.45	501.59	708.51	959.59
7	Net Profit from ordinary activities after tax (5-6)	645.42	273.12	708.66	1,395.97	1,833.15	2,844.56
8	Extraordinary items (net of Tax expenses)						
9	Net Profit (+) / Loss (-) for the period (8-9)	645.42	273.12	708.66	1,395.97	1,833.15	2,844.56
10	Other Comprehensive Income / (Expenses) (Net Of Tax)						
	Items that will not be reclassified subsequently to statement of profit and loss	-	-	-	-	-	-
	Remeasurements gains/(losses) on defined benefit plans (Net)	(2.36)	4.49	6.49	3.13	16.23	9.53
	Total Other Comprehensive Income for the period	(2.36)	4.49	6.49	3.13	16.23	9.53
11	Total Comprehensive Income (9+10)	643.06	277.61	715.15	1,399.10	1,849.38	2,854.09
12	Paid-up equity share capital (FV of '1 per share)	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59
	Weighted Average Equity Share Capital (FV of '1 per sh)	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59	2,345.59
	Other Equity	-	-	-	-	-	38,914.58
13	Earnings Per Share (EPS)						
	Basic and diluted EPS before and after Extraordinary items for the period (not. to be annualised) (In ')	0.27	0.12	0.30	0.60	0.79	1.22

Notes

- The above Unaudited Consolidated financial results for the Quarter / Period ended December 31, 2023 were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on February 13, 2024. The Auditors have issued an unqualified Audit opinion on these results.
- The Financial results of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
- Group's business activity falls within a single primary business segment i.e. trading in agro products, hence no separate information is disclosed.
- Previous Years figures have been regrouped / rearranged wherever considered necessary to confirm to the current period classification and grouping.

SAURABH MALHOTRA
Digitally signed by SAURABH MALHOTRA
Date: 2024.02.13 18:20:02 +05'30'

Place: Mumbai
Date: February 13, 2024

Mr. Saurabh Malhotra
Chairman and Managing Director
(DIN : 0214500)



M. L. SHARMA & CO. (Regd.) CHARTERED ACCOUNTANTS

1107, The Summit Business Park, Off. Andheri Kurla Road. Near W.E.H. Metro Station, Andheri (East), Mumbai - 400 093.

+91-22-6852 5200 / 5202 ✉ mlsharma@mlsharma.in 🌐 www.mlsharma.in 📄 www.linkedin.com/in/mlsharmaandco-ca

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAKUMA EXPORTS LIMITED

Report on the Consolidated IND AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **SAKUMA EXPORTS LIMITED** ("the Holding Company), and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Company" or "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit & Loss (Including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements including a Summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31st March 2023, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the 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. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended 31st March, 2023. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of our audit procedures, including the



procedures performed provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key Audit Matters	How our audit addressed the key audit matter
<p>1. Revenue Recognition (Refer to the accounting policies in Note 2 to the Ind AS Financial statements)</p>	
<p>Revenue from the sale of goods is recognised upon the transfer of control of the goods to the customer. The Company uses a variety of shipment terms across its operating markets and this has an impact on the timing of revenue recognition. There is a risk that revenue could be recognised in the incorrect period for sales transactions occurring on and around the year-end, therefore revenue recognition has been identified as a key audit matter.</p>	<p>a) Our audit procedures included reading the Groups revenue recognition accounting policies to assess compliance with Ind AS 115 "Revenue from contracts with customers".</p> <p>b) We performed test of controls of management's process of recognizing the revenue from sales of goods with regard to the timing of the revenue recognition as per the sales terms with the customers.</p> <p>c) We performed test of details of the sales transactions testing based on a representative sampling of the sales orders to test that the related revenues and trade receivables are recorded taking into consideration the terms and conditions of the sale orders, including the shipping terms.</p> <p>d) We also performed audit procedures relating to revenue recognition by agreeing deliveries occurring around the year end to supporting documentation to establish that sales and corresponding trade receivables are properly recorded in the correct period.</p> <p>e) Assessing and testing the adequacy of presentation and disclosures.</p>

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS 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 Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 consolidated 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 consolidated Ind AS 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 Holding Company has adequate internal financial controls system 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible



for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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.

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 Consolidated Ind AS financial statements for the financial year ended 31st March, 2023 and are therefore the key audit matters. We describe these matters in our auditor's 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.

Other Matters

We did not audit the financial statements of **Three** subsidiaries, whose financial statements reflects total assets of Rs. 19,794.15 Lakhs (before eliminating inter-company balances) as at 31st March 2023, total revenues of Rs. 36,747.77 Lakhs (before eliminating inter-company balances) total net profit after tax of Rs. 376.87 Lakhs (before eliminating inter-company balances), total comprehensive income of Rs. 376.87 Lakhs (before eliminating inter-company balances) and net cash inflow of Rs. 277.17 Lakhs (before eliminating inter-company balances) for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks included in the CARO report in respect of the standalone financial statements of the Holding Company which are included in these Consolidated Financial Statements.

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of the subsidiary companies and associates incorporated in India, we state that there are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements.



As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

- (a) We/the other auditor whose report we have relied upon have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- (c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company covered under the Act, are disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure A**';
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and:
 - a. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the Consolidated Ind AS financial position of the Group. Refer Note No. 37 to the Consolidated Ind AS financial statements;
 - b. Provision has been made in the Consolidated Ind AS financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts to the consolidated Ind AS financial statements in respect of such items as it relates to the Group;
 - c. There is no amount to be transferred to the Investor Education Undertaking Protection Fund by the Holding Company during the year.
 - d. (i) The Management of the Holding Company, have represented to us to the best of their knowledge and belief , no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company, to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the



Holding Company, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

(ii) The Management of the Holding Company have represented to us to the best of their knowledge and belief, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures 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), as provided under (a) and (b) above, contain any material misstatement.

- e. (i) The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with section 123 of the Act, as applicable.
(ii) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

Place of Signature: Mumbai
Date: 25th May, 2023



For M. L. Sharma & Co.,
Firm Reg. No. 109963W
Chartered Accountants

(Jinendra. D. Jain)
Partner
Membership No. 140827
UDIN: 23140827BGPMGG3031

THE ANNEXURE – “A” REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF SAKUMA EXPORTS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023. WE REPORT THAT:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statement of the Company as of and for the year ended 31st March, 2023, We have audited the internal financial controls over financial reporting of **SAKUMA EXPORTS LIMITED** (“the Holding Company”) as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and



expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

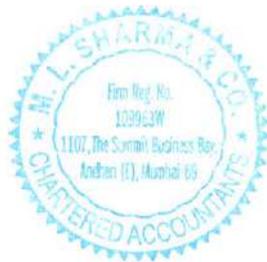
Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting 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 ICAI.

Place of Signature: Mumbai
Date: 25th May, 2023



For M. L. Sharma & Co.,
Firm Reg. No. 109963W
Chartered Accountants

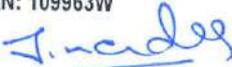
(Jinendra. D. Jain)
Partner
Membership No. 140827
UDIN: 23140827BGPMGG3031

Sakuma Exports Limited
CIN: L51909MH2005PLC155765
Consolidated Statement of Profit and Loss for the year ended March 31, 2023

		₹ in Lakhs		
	Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Revenue from operations	25	317,314.85	285,343.80
2	Other income	26	724.94	688.41
3	Total revenue (1+2)		318,039.79	286,032.21
4	Expenses			
	(a) Purchases of Stock-in-trade		284,651.85	255,452.93
	(b) Changes in inventories of stock-in-trade	27	(3,056.25)	(3,482.62)
	(c) Employee benefits expense	28	679.55	569.03
	(d) Finance costs	29	677.90	371.30
	(e) Depreciation and amortisation expenses	30	145.17	190.38
	(f) Other expenses	31	31,137.42	29,537.30
	Total expenses		314,235.64	282,638.32
5	Profit / (Loss) before exceptional items and tax (3 - 4)		3,804.15	3,393.89
6	Exceptional items		-	-
7	Profit / (Loss) before tax (5 +/- 6)		3,804.15	3,393.89
	Tax expense:	32		
	(a) Current tax		886.11	798.25
	(b) Prior period tax		1.75	(21.57)
	(c) Deferred tax		71.73	(127.12)
	Total Tax Expenses		959.59	649.56
9	Profit / (Loss) for the Year (7 + 8)		2,844.56	2,744.33
10	Other Comprehensive Income			
	Items that will not be reclassified subsequently to statement of profit and loss			
	Remeasurements gains/(losses) on defined benefit plans		12.74	18.56
	Income tax relating to above		(3.21)	(4.67)
	Total Other Comprehensive Income transferred to P&L		9.53	13.89
	Items that will be reclassified subsequently to statement of profit and loss			
	Remeasurements gains/(losses) on cash flow hedge		68.86	227.77
	Income tax relating to above		(17.33)	(57.33)
	Total Other Comprehensive transferred to reserve		51.53	170.44
	FCTR Balance related to OCI		(51.53)	(170.44)
	Income tax relating to above		1,761.25	987.72
	Net Balance of FCTR		(77.72)	(169.49)
	Net Balance of FCTR transferred to Other Equity		1,683.53	818.23
			(1,683.53)	(818.23)
11	Total Comprehensive Income for the year(9+10)		2,854.09	2,758.22
12	Earnings per share (Face Value of ₹ 1/- each):	36		
	(a) Basic		1.22	1.18
	(b) Diluted		1.22	1.18
	Corporate Information & Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date
For **M.L.SHARMA & CO.**
Chartered Accountants
FRN: 109963W


Jinendra D. Jain
Partner

M. No. 140827
Place : Mumbai
Date : May 25, 2023



For and on behalf of the Board of Directors


Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500


Khyati Jobanputra
Company Secretary


Devesh Mishra
Chief Financial Officer

Sakuma Exports Limited
CIN: L51909MH2005PLC155765
Consolidated Balance Sheet as at March 31, 2023

₹ in Lakhs

	Particulars	Note No	As at March 31, 2023	As at March 31, 2022
A	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	3	245.69	330.28
	(b) Right-of-use Asset		101.41	154.32
	(c) Intangible assets	4	0.48	0.48
	(d) Financial Assets			
	(i) Investment - Others	5	2.60	2.60
	(ii) Loans, Advances and Deposits	6	79.08	72.03
	(e) Other Non - Current Assets	7	2,807.02	2,612.71
			3,236.28	3,172.42
2	Current assets			
	(a) Inventories	8	11,188.31	8,132.06
	(b) Financial Assets			
	(i) Trade receivables	9	31,373.05	43,417.24
	(ii) Cash and cash equivalents	10	2,131.33	630.57
	(iii) Balances with Banks other than (ii) above	11	328.20	331.31
	(iv) Investment - Others	12	300.68	-
	(v) Loans, Advances and Deposits	7	651.23	96.04
	(vi) Other financial assets	13	-	623.47
	(c) Other current assets	14	7,744.57	10,421.05
	(d) Income Tax (Net of Provisions)	15	188.48	106.66
			53,905.85	63,758.40
	TOTAL - ASSETS (A)		57,142.13	66,930.82
B	EQUITY AND LIABILITIES			
1	Shareholder's funds			
	(a) Equity Share Capital	16	2,345.59	2,345.59
	(b) Other Equity	17	38,914.58	35,685.88
			41,260.17	38,031.47
2	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Long Term Borrowings	18	76.52	154.17
	(ii) Lease Liabilities	19	34.65	81.22
	(b) Deferred tax liabilities (net)		3,349.25	2,476.02
	(c) Provisions	20	91.32	67.87
			3,551.74	2,779.28
3	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	21	1,575.23	8,399.24
	(ii) Trade payables	22		
	(a) total outstanding dues of micro enterprises and small enterprises		1,283.69	272.17
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,953.82	6,631.77
	(iii) Other financial liabilities	23	76.71	100.36
	(b) Other current liabilities	24	6,329.75	10,617.93
	(c) Current Provisions	21	111.02	98.60
			12,330.22	26,120.07
	TOTAL - EQUITY AND LIABILITIES (B)		57,142.13	66,930.82
	Corporate Information & Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

Jinendra

Jinendra D. Jain
Partner
M. No. 140827

Place : Mumbai
Date : May 25, 2023



For and on behalf of the Board of Directors

Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500

Khyati

Khyati Jobanputra
Company Secretary

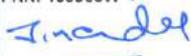
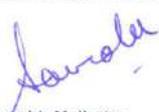


Devesh

Devesh Mishra
Chief Financial Officer

Sakuma Exports Limited		
Consolidated Cash Flow Statement for the year ended March 31, 2023		
₹ in Lakhs		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flow from operating activities		
Profit Before Tax	3,804.15	3,393.89
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	145.17	190.38
Finance costs	677.90	371.30
Interest income	(14.38)	(39.69)
Provision for Doubtful Debts	(14.93)	7.51
Profit from Sales of Car	(3.52)	-
Net unrealised exchange (gain) / loss	1,448.89	493.25
Net (gain) / loss on sale of investments	(415.15)	(54.73)
Operating profit / (loss) before working capital changes	5,628.13	4,361.91
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(3,056.25)	(3,482.62)
Trade receivables	12,060.96	(16,555.88)
Loans, Advances and Deposits - Current	3.00	(72.40)
Loans, Advances and Deposits - Non Current	(555.02)	(4.88)
Other financial assets	623.92	(219.53)
Other current assets	2,511.21	(1,336.58)
Balances with Banks other than Cash and Cash Equivalents	3.11	(103.27)
Other non-current assets	(194.31)	4.31
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(2,666.43)	4,095.87
Other Financial liabilities	(69.97)	(237.85)
Other current liabilities	(4,288.83)	8,530.81
Provisions	23.45	5.91
Current Provisions	25.81	108.03
	10,048.78	(4,906.18)
Net income tax (paid) / refunds	(967.92)	(836.29)
Net cash flow from / (used in) operating activities (A)	9,080.86	(5,742.47)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(4.16)	(2,586.00)
Current investments not considered as Cash and cash equivalents		
- Purchased	(61,119.46)	(41,564.02)
- Proceeds from sale	61,233.89	42,618.79
Interest received	6.72	14.54
Net cash flow from / (used in) investing activities (B)	116.99	(1,516.69)
C. Cash flow from financing activities		
Net increase / (decrease) in working capital borrowings	(6,824.02)	8,127.10
Finance cost	(677.90)	(371.30)
Net increase / (decrease) in Long Term borrowings	(77.65)	(71.24)
Dividends paid	(117.52)	(118.87)
Net cash flow from / (used in) financing activities (C)	(7,697.09)	7,565.69
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	1,500.76	306.53
Cash and cash equivalents at the beginning of the year	630.57	324.04
Cash and cash equivalents at the end of the year	2,131.33	630.57



Sakuma Exports Limited		
Consolidated Cash Flow Statement for the year ended March 31, 2023		
₹ in Lakhs		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents at the end of the year *	2,131.33	630.57
* Comprises:		
(a) Cash on hand	7.65	34.73
(b) Balances with banks		
(i) In current accounts	2,123.68	595.84
(ii) In Deposit Accounts	-	-
	2,131.33	630.57
The accompanying notes form an integral part of the consolidated financial statements		
Notes:		
(i) The above Cash Flow Statement has been prepared under the "Indirect Method "as set out in the Accounting Standard (Ind AS) 7 "Cash Flow Statement".		
(ii) Reconciliation of movements of cash flows arising from financing activities.		
As per our report of even date		
For M.L.SHARMA & CO. Chartered Accountants FRN: 109963W  Jinendra D. Jain Partner M. No. 140827		For and on behalf of the Board of Directors  Mr. Saurabh Malhotra Chairman & Managing Director DIN - 00214500
Place : Mumbai Date : May 25, 2023	Khyati Jobanputra Company Secretary	  Devesh Mishra Chief Financial Officer

Sakuma Exports Limited
Consolidated Statement of Changes in Equity for the year ended March 31, 2023

Equity Share Capital		₹ in Lakhs	
Particulars	Note	As at March 31, 2023	As at March 31, 2022
Balance at the Beginning of the year	17	2,345.59	2,345.59
Changes in Equity Share Capital during the year		-	-
Balance at the End of the year		2,345.59	2,345.59

Particulars	OTHER EQUITY -					Total other equity	
	Securities premium [refer note 18(b)]	Capital redemption reserve [refer note 18(a)]	Retained earnings [refer note 18(d)]	Items of Other Comprehensive Income [refer note 31(b)]	Cash Flow Hedging Reserve [refer note (18 c)]		Foreign Currency Translation Reserve [refer note (18 c)]
As at April 1, 2021	8,545.43	1,000.09	22,492.40	17.81	4.64	508.64	32,569.01
Profit for the year	-	-	2,744.33	-	-	-	2,744.33
Other comprehensive income	-	-	-	13.89	165.80	(987.72)	(808.03)
Others	-	-	-	-	-	1,387.38	1,387.38
Total comprehensive income	-	-	2,744.33	13.89	165.80	399.66	3,323.68
Payment of dividend	-	-	(117.28)	-	-	-	(117.28)
Transfer from retained earnings	-	-	(89.52)	-	-	-	(89.52)
As at March 31, 2022	8,545.43	1,000.09	25,029.93	31.70	170.44	908.30	35,665.89
Profit for the year	-	-	2,844.56	-	(118.91)	-	2,725.65
Other comprehensive income	-	-	-	9.53	-	1,761.25	1,770.78
Others	-	-	(31.55)	-	-	(597.44)	(628.99)
Total comprehensive income	-	-	2,813.01	9.53	(118.91)	1,163.81	3,867.44
Payment of dividend	-	-	(117.28)	-	-	-	(117.28)
Transfer from retained earnings	-	-	(521.47)	-	-	-	(521.47)
As at March 31, 2023	8,545.43	1,000.09	27,204.19	41.23	51.53	2,072.11	38,914.58

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date
For **M.L.SHARMA & CO.**
Chartered Accountants
FRN: 109963W



Jinendra D. Jain
Partner
M. No. 140827

Jinendra D. Jain

Place : Mumbai
Date : May 25, 2023

For and on behalf of the Board of Directors

Saurabh Malhotra

Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500

K. Yati Jobanputra

K. Yati Jobanputra
Company Secretary

Devesh Michra

Devesh Michra
Chief Financial Officer

Sakuma Exports Limited	
Notes forming part of the Consolidated financial statements	
Note	Particulars
1	<p>Group information</p> <p>Sakuma Exports Limited, a Government of India recognised Star Trading House, is a public limited company domiciled in India and incorporated on August 31, 2005, CIN - L51909MH2005PLC155765. The registered office of the Company is located at 301-A, Aurus Chambers, S.S. Amrutwar Lane, Near Mahindra Tower, Worli, Mumbai - 400013. The shares of the company are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).</p> <p>The Company along with its subsidiaries ("The Group") is primarily engaged in the trading of Agro Commodities. The Consolidated financial statements were authorised for issue in accordance with a resolution of the directors on 25th May, 2023.</p>
2.1	<p>Basis of preparation of consolidated financial statements</p> <p>The consolidated financial statements are prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the other relevant provisions of the Act and rules thereunder.</p> <p>The Consolidated Financial Statements have been prepared under historical cost convention basis except:</p> <ol style="list-style-type: none"> Certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments). Defined Benefits plans – Plan assets measured at Fair Value <p>The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued Accounting Standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.</p>
2.2	<p>Basis of Consolidation</p> <p>Subsidiaries include all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.</p> <p>The Consolidated financial statements of the Group incorporate the assets, liabilities, equity, income, expenses and cash flows of the company and its subsidiaries and are presented as those of a single economic entity. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:</p> <ul style="list-style-type: none"> - Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee) - Exposure, or rights, to variable returns from its involvement with the investee, and - the ability to use its power over the investee to affect its returns <p>Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:</p> <ul style="list-style-type: none"> - The contractual arrangement with the other vote holders of the investee - Rights arising from other contractual arrangements - The Group's voting rights and potential voting rights - The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders <p>The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.</p> <p>Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31.</p> <p>Consolidation Procedure</p> <ul style="list-style-type: none"> - Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. - Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.



Sakuma Exports Limited																	
Notes forming part of the Consolidated financial statements																	
	<p>- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.</p> <p>Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.</p>																
2.3	<p>Fair Value Remeasurements:</p> <p>Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The group used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.</p>																
2.4	<p>Cash Flow Statements:</p> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.</p>																
2.5	<p>Property, Plant and Equipment</p> <p>Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition of the concerned assets and are further adjusted by the amount of Input Credit of taxes availed wherever applicable. Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet date are disclosed as "Capital work-in-progress". An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset.</p> <p>The residual values are not more than 5% of the original cost of the Asset. The Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate. The group has applied principles of Ind AS 16 retrospectively from date of acquisition and considered the same as deemed cost in accordance with Ind AS 101 First Time adoption. On transition to Ind-AS, the group has elected to continue with the carrying value of intangible assets recognised as at April 01, 2016 measured as per IGAAP as the deemed cost of assets. The estimated useful lives considered of Property, Plant and Equipment of the group are as follows:</p> <table border="1"> <thead> <tr> <th>Block of Assets</th> <th>Useful Life</th> </tr> </thead> <tbody> <tr> <td>Wind Turbine</td> <td>22 Years</td> </tr> <tr> <td>Leasehold Land</td> <td>Shorter of lease period or estimated useful lives</td> </tr> <tr> <td>Plant and Equipment</td> <td>25 Years</td> </tr> <tr> <td>Furniture and Fixtures</td> <td>10 Years</td> </tr> <tr> <td>Computer software</td> <td>3 Years</td> </tr> <tr> <td>Vehicles</td> <td>8 Years</td> </tr> <tr> <td>Office Equipment</td> <td>5 Years</td> </tr> </tbody> </table>	Block of Assets	Useful Life	Wind Turbine	22 Years	Leasehold Land	Shorter of lease period or estimated useful lives	Plant and Equipment	25 Years	Furniture and Fixtures	10 Years	Computer software	3 Years	Vehicles	8 Years	Office Equipment	5 Years
Block of Assets	Useful Life																
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Office Equipment	5 Years																
2.6	<p>Intangible Assets</p> <p>Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.</p>																
2.7	<p>Depreciation and amortisation</p> <p>Depreciation of these assets commences when the assets are ready for their intended use. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a written down value basis except Lease Hold Land on which straight line basis depreciation is charged.</p>																
2.8	<p>Investments</p> <p>Investments, which are readily realisable 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. Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.</p>																
2.9	<p>Leases</p> <p>At inception of Contract, the Company assesses whether the Contract is or contains a Lease. A Contract is, or contains, a lease if the Contract conveys the As a Lessee</p> <p>i) Right of use assets</p> <p>The Group recognizes right of use assets at the commencement date of the lease .Right of use assets are measured at cost less any accumulated depreciation and impairment Losses and adjusted for any remeasurement of Lease Liabilities .The Cost of right to use assets include the amount of lease Liabilities recognized, initial direct cost incurred, Lease payments made at or before commencement date less any lease incentives received. Right of use assets are depreciated on a straight Line basis over the shorter of the lease term and the estimated useful lives of the assets.</p> <p>The Group presents right to use assets that do not meet the definition of Investment property in "Property, Plant and Equipment"</p>																



Sakuma Exports Limited Notes forming part of the Consolidated financial statements	
	<p>ii) Lease Liabilities At the Commencement date of the Lease, the Group recognizes Lease Liabilities measured at the present value of lease payments to be made over the Lease term. In Calculating the present Value of lease payments, the Group generally uses its incremental borrowing rate at the Lease Commencement date if the discount rate implicit in the lease is not readily determinable. Lease payments included in the measurement of the Lease Liability are made up of fixed payments (including in substance, fixed) and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is re measured to reflect any reassessment or modification. The Group presents lease Liabilities under Financial Liabilities in the Balance sheet. The Group has elected to account for short term leases and Leases of Low Value assets using the exemption given under Ind AS 116, Leases. Instead of recognizing a right of use asset and Lease Liability, the payments in relation to these are recognized as an expense in the profit or loss on a straight Line basis over the Lease term or on another systematic basis if that basis is more representative of the pattern of the Group benefit.</p>
	<p>iii) Short-term leases and leases of low-value assets The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.</p>
2.10	<p>Inventories Inventories are valued at the lower of cost and net realizable value. Cost of inventories have been computed to include all cost of purchase, and other cost incurred in bringing the goods to the present location and condition. The cost is determined using the First in First Out Basis (FIFO).</p>
2.11	<p>Cash & Cash Equivalents The group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.</p>
2.12	<p>Income Tax Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Current Tax Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. Current tax assets and liabilities are offset only if, the group: - has a legally enforceable right to set off the recognized amounts; and - Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred tax Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized. Deferred tax assets and liabilities are offset only if: - Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and - Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.</p>
2.13	<p>Financial Assets (a) Initial recognition and measurement On initial recognition, a financial asset is recognised at fair value. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. (b) Subsequent measurement Subsequent measurement is determined with reference to the classification of the respective financial assets. The group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. (i) Debt Instruments A 'debt instrument' is measured at the amortised cost if both the following conditions are met: - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.</p>



Sakuma Exports Limited Notes forming part of the Consolidated financial statements	
	<p>(ia) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)</p> <p>A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:</p> <ul style="list-style-type: none"> - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. <p>After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.</p> <p>(ib) Debt instruments at Fair value through profit or loss (FVTPL)</p> <p>Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.</p>
	<p>(ii) Equity Instruments</p> <p>All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the group decides to classify the same either as at FVOCI or FVTPL. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.</p> <p>For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).</p> <p>Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.</p>
	<p>(c) Derecognition</p> <p>A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the group's Balance Sheet) when:</p> <ul style="list-style-type: none"> (i) The rights to receive cash flows from the asset have expired, or (ii) The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either: <ul style="list-style-type: none"> - The group has transferred substantially all the risks and rewards of the asset, or - The group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
	<p>(d) Impairment of financial assets</p> <p>The group measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.</p> <p>(e) Income Recognition</p> <p>Interest Income from debt instruments is recognised using the effective interest rate method.</p>
2.14	<p>Financial Liabilities</p> <p>(a) Initial recognition and measurement</p> <p>All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.</p> <p>(b) Subsequent measurement</p> <p>Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of Financial liabilities depends on their classification, as described below:</p>
	<p>(i) Financial Liabilities at fair value through profit or loss (FVTPL)</p> <p>A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.</p> <p>(ii) Financial Liabilities measured at amortised cost</p> <p>After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").</p> <p>Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.</p> <p>(c) Derecognition</p> <p>A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.</p>
2.15	<p>Offsetting of financial instruments</p> <p>Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.</p>



Sakuma Exports Limited	
Notes forming part of the Consolidated financial statements	
2.16	<p>Fair Value of Financial Instruments</p> <p>In determining the fair value of its financial instruments, the group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.</p> <p>Fair Value Hierarchy</p> <p>All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:</p> <ul style="list-style-type: none"> - Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities - Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable - Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable <p>For assets and liabilities that are recognized in the financial statements on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.</p>
2.17	<p>Classification of Assets and Liabilities as Current and Non-Current:</p> <p>All assets and liabilities are classified as current or non-current as per the group's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.</p>
2.18.1	<p>A. Revenue from contract with customer</p> <p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.</p> <p>Revenue is measured based on the transaction price (which is the consideration, adjusted to discounts, incentives and returns, etc., if any) that is allocated to that performance obligation. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate rebates and returns are monitored and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions.</p> <p>Revenue from sale of products and services are recognised at the time of satisfaction of performance obligation. The period over which revenue is recognised is based on entity's right to payment for performance completed. In determining whether an entity has right to payment, the entity shall consider whether it would have an enforceable right to demand or retain payment for performance completed to date if the contract were to be terminated before completion for reasons other than entity's failure to perform as per the terms of the contract.</p> <p>Trade receivables</p> <p>Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components.</p> <p>The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.</p>
2.18.2	<p>(b) Other income</p> <p>Export Incentives under various schemes are accounted in the year of export.</p> <p>Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.</p> <p>Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.</p>
2.19	<p>Foreign currency Translations</p> <p>(a) Functional and presentation currency</p> <p>The financial statements are presented in Indian rupee (INR), which is group's functional and presentation currency.</p> <p>(b) Transactions and Balances</p> <p>Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.</p> <p>(c) Monetary Items</p> <p>Transactions denominated in foreign currency are normally accounted for at the exchange rate prevailing at the time of transaction.</p> <ul style="list-style-type: none"> - Monetary assets (including loans to subsidiaries) and Liabilities in foreign currency transactions remaining unsettled at the end of the year (other than forward contract transactions) are translated at the year-end rates and the corresponding effect is given to the respective account. - Exchange differences arising on account of fluctuations in the rate of exchange are recognized in the statement of Profit & Loss. - Exchange rate difference arising on account of conversion/translation of liabilities incurred for acquisition of Fixed Assets is recognized in the Statement of Profit & Loss. <p>(d) Non - Monetary Items</p> <p>Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.</p>



Sakuma Exports Limited Notes forming part of the Consolidated financial statements	
2.20	<p>Employee benefits</p> <p>Employee benefits include provident fund, gratuity fund and compensated absences.</p> <p>(a) Defined contribution plans</p> <p>The group's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p>(b) Defined benefit plans</p> <p>Defined Benefit Plan i.e. gratuity is recognised on accrual basis based on the actuarial valuation in accordance with the requirement of Ind AS 19.</p> <p>Payment for present liability of future payment of gratuity is being made to approve gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the PNB Met Life Insurance group Ltd. However, any deficit in plan assets managed by PNB Met Life Insurance as compared to the liability on the basis of an independent actuarial valuation is recognized as a liability. The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.</p> <p>(c) Privilege leave entitlements</p> <p>Privilege leave entitlements are recognized as a liability, in the calendar year of rendering of service, as per the rules of the group. As accumulated leave can be availed and/or encashed at any time during the tenure of employment, subject to terms and conditions of the scheme, the liability is recognized on the basis of an actual working based on balance days of accumulated leave.</p>
2.21	<p>Borrowing costs</p> <p>Borrowing cost directly attributable to development of qualifying assets are capitalized till the date qualifying assets is ready for put to use for its intended purpose as part of cost of that assets .Other borrowing cost are recognised as expenses in the period in which they are incurred.</p>
2.22	<p>Segment reporting</p> <p>Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.</p>
2.23	<p>Earnings per share</p> <p>The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.</p>
2.24	<p>Impairment of Non-financial assets</p> <p>The carrying values of assets/cash generating unit at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and therein value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication than an impairment loss recognized for an asset in earlier account. If periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss except in case of revalued assets.</p>
2.25	<p>Provisions</p> <p>The group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.</p>
2.26	<p>Contingent Liabilities</p> <p>A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.</p>
2.27	<p>Significant accounting judgments, estimates and assumptions:</p> <p>The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.</p> <p>The estimates and judgements involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed .Detailed information about each of these estimates and judgements is included in relevant notes.</p> <p>Critical estimates and judgements</p> <p>The areas involving critical estimates or judgements are:</p> <ol style="list-style-type: none"> Estimation of current tax expenses and payable Estimated useful life of Intangible assets Estimation of defined benefit obligation Estimation of Provisions and Contingencies Estimation of Incremental Borrowing rate –Leases



Sakuma Exports Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note 3: Property, Plant and Equipment

(₹ in lakhs)

Particulars	Leasehold Land	Windmill	Plant and Machinery	Furniture and Fixtures	Motor Vehicle	Office Equipment		Right to Use of Assets Leasehold Building	Total
						Computer & Computer Equipments	Others		
Gross Carrying Amount									
As at March 31, 2022	6.08	198.53	18.41	12.62	561.96	13.12	29.26	167.52	1,007.50
Additions	-	-	-	1.15	-	6.60	0.87	-	8.62
Deduction / Adjustment	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	(18.99)	-	-	-	(18.99)
As at March 31, 2023	6.08	198.53	18.41	13.77	542.97	19.72	30.13	167.52	997.13
Accumulated Depreciation									
As at March 31, 2022	3.88	115.43	10.08	9.66	337.90	10.86	21.89	13.20	522.90
Depreciation for the year	0.61	13.43	1.10	1.42	69.69	2.39	3.63	52.91	145.18
Deduction / Adjustment	-	-	-	-	(18.05)	-	-	-	(18.05)
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2023	4.49	128.86	11.18	11.08	389.54	13.25	25.52	66.11	650.03
Net Book Value:									
As at March 31, 2023	1.59	69.67	7.23	2.69	153.43	6.47	4.61	101.41	347.10
As at March 31, 2022	2.20	83.10	8.33	2.96	224.06	2.26	7.37	154.32	484.60

Note:

(i) For information of pledges and securities to lenders on Property, Plant and Equipment Refer Note 19 & 22.

(ii) For Property, Plant and Equipment existing as on the date of transition to the Ind AS, the company has used Indian GAAP carrying value as the deemed cost.

(iii) All Property, Plant and equipment are held in the name of the Company.



Notes to the Consolidated financial statements for the year ended 31 March, 2023

Note 4 : Intangible assets

₹ in lakhs

Particulars	Computer Software	Total
Year Ended 31 March, 2023		
Gross Carrying Amount		
Opening Gross Carrying Amount as at 1st April, 2022	9.67	9.67
Additions during the year	-	-
Closing Gross Carrying Amount	9.67	9.67
Accumulated Amortisation		
Opening Accumulated Amortisation	9.19	9.19
Amortisation charge for the year	-	-
Closing Accumulated Amortisation	9.19	9.19
Closing Net Carrying Amount	0.48	0.48
Year Ended 31st March, 2022		
Gross Carrying Amount		
Opening Gross Carrying Amount	9.67	9.67
Additions during the year	-	-
Closing Gross Carrying Amount	9.67	9.67
Accumulated Amortisation and Impairment		
Opening Accumulated Amortisation	9.19	9.19
Amortisation Charge for the year	-	-
Closing Accumulated Amortisation and Impairment	9.19	9.19
Closing Net Carrying Amount	0.48	0.48

* Computer Software includes expenditure on computer software which is not an integral part of hardware

Note - 5 : Investment Others

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Investment (At Cost)		
Unquoted		
- Investment in Gold Bond [Refer note (i)]	2.60	2.60
Total	2.60	2.60

Note:

(i) The company is the registered holder of 100units of the Sovereign Gold bonds bearing interest at the rate of 2.75% p.a. payable at half yearly intervals every year.

Note 6 : Loans Advances & Deposits

₹ in lakhs

Particulars	As at March 31, 2023	
	Current	Non - Current
Unsecured, considered Good		
Security deposits - to related parties [Refer Note (i)]	-	74.36
Security deposits - to others [Refer Note (i)]	-	4.72
Loans and Advances to Employees	102.02	47.21
Less: Provision for doubtful Loans	-	(47.21)
	102.02	79.08
Unsecured, considered Doubtful		
Deposits with Others	549.21	13.94
Loans and Advances to Others	-	-
Less: Provision for doubtful deposits	-	(13.94)
	549.21	-
Total Loans Advances & Deposits	651.23	79.08



Particulars	As at March 31, 2022	
	Current	Non - Current
Unsecured, considered Good		
Security deposits - to related parties [Refer Note (i)]	-	67.31
Security deposits - to others [Refer Note (i)]	1.97	4.72
Loans and Advances to Employees	92.92	-
Loans and Advances to Others	1.15	-
Less: Provision for doubtful Loans	-	-
	96.04	72.03
Unsecured, considered Doubtful		
Deposits with Others	-	13.94
Loans and Advances to Others	-	50.21
Less: Provision for doubtful deposits	-	(64.15)
	-	-
	-	-
Total Loans Advances & Deposits	96.04	72.03

(i) Sub Classification of Loans & Advances

Particulars	As at March 31, 2023	
	Current	Non - Current
Loans Receivables considered good - Secured	651.23	79.08
Loans Receivables considered good - Unsecured	-	-
Loans Receivables which have significant increase in Credit Risk; and	-	61.15
Loans Receivables - credit impaired	-	-
Total	651.23	140.23
Less: Allowance for Doubtful Loans	-	(61.15)
Total Loans & Advances	651.23	79.08

Particulars	As at March 31, 2022	
	Current	Non - Current
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured	96.04	72.03
Loans Receivables which have significant increase in Credit Risk; and	-	-
Loans Receivables - credit impaired	-	64.15
Total	96.04	136.18
Less: Allowance for Doubtful Loans	-	(64.15)
Total Loans & Advances	96.04	72.03

Refer Note no:-46 for information about credit risk and market risk factors

Note - 7 : Other Non Current Assets

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Fair Value of Plan Assets - Gratuity	10.06	10.15
Income accrued But not Due	0.40	23.18
Capital Advance	2,796.56	2,579.38
Unsecured considered doubtful	-	-
Advance receivable in kind or for value to be received	98.19	98.19
Less: Provision for doubtful balances	(98.19)	(98.19)
Total	2,807.02	2,612.71

Note 8 : Inventories

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Stock in Trade	11,188.31	8,132.06
Total Inventories	11,188.31	8,132.06

- For details of inventories given as security to lenders refer Note 21



Note 9: Trade receivables

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables considered good – Secured (Refer Note (i))		
Trade Receivables considered good – Unsecured	31,373.20	43,417.24
Trade Receivables having significant increase in Credit Risk; and Trade Receivables - credit impaired	40.54	57.31
Total	31,413.74	43,474.55
Less : Allowance for expected credit loss	(40.54)	(57.31)
Total Trade Receivables	31,373.20	43,417.24
Current Portion	31,373.20	43,417.24
Non - Current Portion		-

(i) Trade receivables are non interest bearing in nature. The company maintains the policy of dispatches against payments except in case of merchant trade

(ii) The above Trade Receivables are hypothecated to banks against Cash Credit and Packing Credit facilities. (Refer note no. 21)

(iii) Refer Note no .34 for ageing & 46 for information about credit risk and market risk factors.

Note 10 : Cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks - In current accounts	2,123.68	595.84
Cash on Hand	7.65	34.73
Total Cash and Cash Equivalents	2,131.33	630.57

Note 11 : Other Bank Balances

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
In Unclaimed Dividend Accounts	7.14	7.38
Balance with banks held as margin money deposits against guarantee	321.06	323.93
Total Other Bank Balances	328.20	331.31

Note - 12 : Investment Others

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Investment (At Fair value through profit and loss)		
Unquoted		
- Investment in Mutual Funds	300.68	-
Unquoted Investment	300.68	-
Total Investments - Others		
Agregate amount of quoted investment at market value	-	-
Agregate amount of unquoted investments	300.68	-
Agregate amount of Impairment in value of Investments	-	-
Agregate amount of market Value	300.68	-

Note 13 : Other Financial Assets

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Income accrued But not Due	-	3.00
Margin Money on Derivative contracts	-	620.47
Claims Receivable	188.27	188.27
Less: Allowance for Doubtful Receivables	(188.27)	(188.27)
Total Other Financial Assets	-	623.47



Note 14: Other Current Assets

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
(a) Advance recoverable in cash or kind	3,837.82	7,572.69
(b) Prepaid expenses	61.12	48.03
(c) Advance to Employees	-	9.05
(d) Security Deposit to Others	10.54	-
(e) Income Receivable	65.56	-
(e) Balances with government authorities -		
- Export Incentives Receivable	70.34	85.87
- Sales tax Deposit	37.22	37.22
- GST Authorities	2,880.75	2,324.87
(f) GST Credit Receivable	712.36	115.55
(g) Fair Value of Forward Contract	68.86	227.77
(h) Unrealised Gain/loss for CDS- Securities	-	-
Total Other Current Assets	7,744.57	10,421.05

Note 15 : Current Tax Asset (Net)

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Provision For Taxation (Net of Advances)	188.48	106.66
Total Current Tax Liabilities	188.48	106.66

Note - 16 : Equity Share Capital & Other Equity**Note 16(a) : Equity Share Capital**

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Authorised		
40,00,00,000 equity shares of ₹ 1 each (40,00,00,000 equity shares of ₹ 1 each)	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, Subscribed and Fully Paid Up		
23,45,59,430 equity shares of ₹ 1 each (23,45,59,430 equity shares of ₹ 1 each)	2,345.59	2,345.59
	2,345.59	2,345.59

b). Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares	
	As at 31st March 2023	
	₹ in lakhs	
Shares outstanding at the beginning of the year	234,559,430	2,345.59
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	234,559,430	2,345.59

Particulars	Equity Shares	
	As at 31st March 2022	
	₹ in lakhs	
Shares outstanding at the beginning of the year	234,559,430	2,345.59
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	234,559,430	2,345.59

c) Terms / rights attached to equity shares

(i) The Company has one class of equity shares having par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend.

(ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



d). Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares	
	As at March 31, 2023	
		% Holding
Mrs. Kusum Chander Mohan Malhotra	46,431,190	19.80%
Mr. Saurabh Malhotra	32,485,077	13.85%
M/s Sakuma Infrastructure and Realty Pvt Ltd	49,772,450	21.22%
Name of the Shareholder		
Equity Shares		
As at 31st March 2022		
		% Holding
Mrs. Kusum Chander Mohan Malhotra	46,431,190	19.80%
Mr. Saurabh Malhotra	32,485,077	13.85%
M/s Sakuma Infrastructure and Realty Pvt Ltd	48,872,450	20.84%

(e) As per records of the company, including register of shareholders and other declarations received from shareholders regarding beneficial interest, the

f) Shareholding of Promoters :

Name of the Promoter	No. of Shares held at the End	% of shares held at the Beginning
Saurabh Malhotra	32,485,077	13.85%
Kusum Chandermohan Malhotra	46,431,190	19.80%
Shipra Malhotra	5,000	0.00%
Vanitha Malhotra	10,350,000	4.41%
Tanya Mediratta	5,320	0.00%
Sakuma Finvest Pvt Ltd	6,987,200	2.98%
G M K System And Logistics Private Limited	900,000	0.38%
Sakuma Infrastructure And Realty Private Limited	49,772,450	21.22%
Total Shareholding	146,936,237	62.64%
Name of the Promoter	No. of Shares held at the End	% of shares held at the End
Saurabh Malhotra	32,485,077	13.85%
Kusum Chandermohan Malhotra	46,431,190	19.80%
Shipra Malhotra	5,000	0.00%
Vanitha Malhotra	10,350,000	4.41%
Tanya Mediratta	5,320	0.00%
Sakuma Finvest Pvt Ltd	6,987,200	2.98%
G M K System And Logistics Private Limited	-	0.00%
Sakuma Infrastructure And Realty Private Limited	48,872,450	20.84%
Total Shareholding	145,136,237	61.88%
₹ in lakhs		
Name of the Promoter	No. of Shares held at the End	% of change in the shareholding, if any
Equity :		
Saurabh Malhotra	-	-
Kusum Chandermohan Malhotra	-	-
Shipra Malhotra	-	-
Vanitha Malhotra	-	-
Tanya Mediratta	-	-
Sakuma Finvest Pvt Ltd	-	-
G M K System And Logistics Private Limited	(900,000)	-0.38%
Sakuma Infrastructure And Realty Private Limited	900,000	0.38%
Total	-	-

Note 17:- Other Equity

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Capital Redemption Reserve [Refer note (i)]	1,000.09	1,000.09
(b) Securities Premium [Refer note (ii)]	8,545.43	8,545.43
(c) Cash Flow Hedging Reserve (iii)	51.53	170.44
(d) Retained Earnings [Refer note (iv)]	27,245.42	25,061.62
(e) Foreign Translation Reserve [Refer note (v)]	2,072.11	908.30
Total Reserves and Surplus	38,914.58	35,685.88



(a) Capital Redemption Reserve [Refer note (i)]		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Balance	1,000.09	1,000.09	
Add: Transfer From General Reserve	-	-	
Closing Balance	1,000.09	1,000.09	

(b) Securities Premium [Refer note (ii)]		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Balance	8,545.43	8545.43	
Add: Received during the period	-	0.00	
Closing Balance	8,545.43	8,545.43	

(c) Cash Flow Hedging Reserve (iii)		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Balance	170.44	4.64	
Add / (Less): Net Effect of foreign exchange rate variations on hedging instruments outstanding at the end of the year	(118.91)	165.80	
Closing Balance	51.53	170.44	

(d) Retained Earnings [Refer note (iv)]		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Balance	25,061.62	22510.20	
Add: Total Comprehensive Income for the year after tax	2,822.55	2,758.22	
Less: Dividend distributed to equity shareholders (₹ 1 per share)	(117.28)	(117.28)	
Less: Deferred Tax Liability on Net worth	(521.47)	(89.52)	
Closing Balance	27,245.42	25,061.62	

(e) Foreign Translation Reserve [Refer note (v)]		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Balance	908.30	508.64	
Add / (Less): Net Effect of foreign exchange rate variations	1,681.84	600.88	
Less: Transfer to other comprehensive income	1,761.25	(987.72)	
Less: Deferred Tax Liability on Equity	(77.72)	(31.73)	
Add: Transfer from Other Comprehensive Income	(2,201.56)	818.23	
Closing Balance	2,072.11	908.30	

Notes:

- (i) The Company has transferred amount from Statement of profit or loss to capital redemption reserve on redemption of preference shares issued by the company.
- (ii) Securities premium is created on the premium on issue of shares. This same will be utilised in accordance with the provisions of the Companies Act 2013.
- (iii) Retained earnings represents profits that the Company has earned till March 31, 2023, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(iv) Cash Dividends paid on equity shares declared and paid		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Final dividend for the year ended March 31, 2022 of ₹ 0.05 per share (March 31, 2021 of ₹ 1 per share)	117.28	117.28	
Closing Balance	117.28	117.28	

(v) Proposed dividend on Equity Shares		₹ in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Final Cash dividend for the year ended on March 31, 2023: ₹ 0.05 per share (March 31, 2022: ₹ 0.05 per share)	117.28	117.28	
Closing Balance	117.28	117.28	

- (vi) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend and are not recognised as a liability in the year in which it is proposed.



Note 18 : Long Term Borrowings

₹ in lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Secured		
Car Loan	76.52	154.17
Closing Balance	76.52	154.17

The company has taken car loan from Axis Bank during the financial year carrying interest rate @ of 8.65% per annum. The loan is secured against the Hypothecation of subject car.

Note 19 : Lease Liabilities

₹ in lakhs

Particulars	As at March 31, 2023	
	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	34.65	81.22
Total Lease Liabilities	34.65	81.22

Note 20: Provisions

Particulars	As at March 31, 2023	
	Current	Non - Current
Provision for Bonus	5.81	-
Provision for Gratuity	9.98	91.32
Salary Payable	95.23	-
Total Provisions	111.02	91.32

Particulars	As at March 31, 2022	
	Current	Non - Current
Provision For Bonus	5.85	-
Provision For Gratuity	4.95	67.87
Salary Payable	87.80	-
Total Provisions	98.60	67.87

* Also refer Note No 41 of Employee Benefits

Note 21 : Current Borrowings

₹ in lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Secured		
From banks		
Cash Credit : BOM	-	2,417.56
- PCFC - INDUSIND BANK	-	1,929.52
- Cash Credit - SVC Bank	1,333.15	2,300.93
- PCFC - Deutsche Bank	164.43	-
- OD from ICICI Bank	-	263.13
Current Maturities of Long Term Borrowings	77.65	71.24
Unsecured		
- From Related Parties	-	1,416.86
- Sakuma Infrastructure and Realty Private Limited	-	1,416.86
Total Current Borrowings	1,575.23	8,399.24

Nature of Security

i) The Company has entered into the banking arrangement for credit facilities with multiple banks, i.e. Bank of Maharashtra, Indusind Bank, SVC Co-operative Bank Limited, Deutsche Bank and ICICI Bank.

a) **Bank of Maharashtra:** The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Book debts and Current Assets of the company alongwith the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities for Bank of Maharashtra is repayable on demand and carries interest of 10.30% p.a. i.e one year Maximum Cost of Lending Rate (MCLR) of the bank + 2.50% + BSS 0.5%.

b) **Indusind Bank:** The credit facilities comprises of Cash Credit and Packing credit which is secured againsts Hypthecation of Inventory, Books debts and Current Assets of the company in pari passu with other banks alongwith the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities from Indusind Bank is repayable on demand and carries interest of 9.25 p.a. i.e one year Maximum Cost of Lending Rate (MCLR) of the bank i.e 8.45%+ 0.80% .

c) **SVC Cooperarive Bank Ltd:** The credit facilities comprises of Cash Credit and Packing credit which is secured againsts Hypthecation of Inventory, Books debts and Current Assets of the company in pari passu with other banks alongwith the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities from SVC Cooperarive Bank Ltd is repayable on demand and carries interest of 11.65 p.a. i.e (PLR) of the bank i.e 8.55%+3.10% .



d) **Deutsche Bank**:- The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Books debts and Current Assets of the company in pari passu with other banks alongwith the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities from Deutsche Bank is repayable on demand and carries interest of MBOR +4.73% per annum.

e) **ICICI Bank Ltd**: The credit facilities comprises of Overdraft facility against Fixed Deposit. Credit Facilities from ICICI Bank Ltd is repayable on demand and carries interest of 4% p.a.

(ii) Unsecured Short Term Borrowings of the company are repayable on demand and carrying interest rate @ 10% p.a.

Note 22: Trade payables

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Current		
(a) total outstanding dues of micro enterprises and small enterprises	1,283.69	272.17
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		
- From Related Parties	-	1,301.29
- From Others	2,953.82	5,330.48
Total Trade Payables	4,237.51	6,903.94

(i) The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the Company regarding the status of the suppliers under the MSMED Act.

Particulars	As at 31st March 2022	As at 31st March 2022
Principal amount remaining unpaid to any supplier as at the end of the year	1,283.69	272.17
Interest due on the above amount		
Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Act, 2006		
Amounts of payment made to the suppliers beyond the appointed day during the year		
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act		
Amount of interest accrued and remaining unpaid at the end of the year		
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise		

** Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

(ii) Trade payables are non-interest bearing and normally settled within 120 days.

(iii) Refer Note 34 for ageing analysis of creditors.

Note 23 : Other financial liabilities

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Unclaimed dividends	6.90	7.15
Lease Liability	46.57	48.94
Other Provisions	23.24	44.27
Total Other Financial Liabilities	76.71	100.36

Note 24 : Other Current Liabilities

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Advance From Customers - From Others	6,248.26	10,357.31
Statutory Dues to Government	81.49	126.47
Other Liabilities	-	0.01
Unrealised Gain/loss for CDS- Securities	-	134.14
Total Other Current Liabilities	6,329.75	10,617.93



Note 25 : Revenue From Operations

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Traded Goods	316,679.68	284,794.75
Other Operating Revenue	635.17	549.05
Total Revenue from Continuing Operations	317,314.85	285,343.80

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Sugar	314,718.55	282,625.27
Other commodities	2,596.30	2,718.53
Total Revenue from Continuing Operations	317,314.85	285,343.80

A. Disaggregation Revenue Information

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
i. Revenue based on Geography		
Revenue from Operations within the Country	124,356.15	90,345.31
Revenue from Operations outside the Country	192,958.70	194,998.49
Total	317,314.85	285,343.80

ii. Timing of Revenue Recognition

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Goods Transferred at a point in time	317,314.85	285,343.80
Services transferred over time	-	-
Total	317,314.85	285,343.80

B. Segment Reconciliation

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Agro Products	317,196.49	285,232.60
Sale Others	118.36	111.20
Total	317,314.85	285,343.80

C. Contract Balances

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Trade Receivables	31,373.05	43,417.24
Advance From Customers - From Related Party & Others	6,248.26	10,357.31

D. Reconciling the amount of revenue recognised in the statement of profit and loss with the

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Revenue as per Contracted Prices	317,513.50	286,828.94
Less : Sales Returns, Discounts, Rebate etc	(198.65)	(1,485.14)
Total Revenue from Continuing Operations	317,314.85	285,343.80

Note 26: Other Income and Other Gains/(Losses)

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Income	14.38	39.70
Net gain on sale of Investments:	415.15	54.73
Mark to Market gain on forward contracts	-	574.66
Other non-operating income (net of expenses directly attributable to such income)	295.41	19.32
Total Other Income	724.94	688.41

Note 27: Changes in inventories of finished goods, Stock - in -Trade

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Balances		
Finished Goods	8,132.06	4,649.44
Total Opening Balances	8,132.06	4,649.44
Closing Balances		
Finished Goods	11,188.31	8,132.06
Total Closing Balances	11,188.31	8,132.06
Total Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	(3,056.25)	(3,482.62)



Note 28 : Employee benefits expenses

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries, Wages, Bonus Etc.	499.98	410.76
Contribution To Provident Fund & Other Funds	14.75	9.55
Gratuity Expenses (Also Refer Note No 41 of Employee Benefits)	41.31	25.72
Staff Welfare Expenses	8.92	8.90
Directors Remuneration	114.58	114.10
Total Employee Benefits Expenses	679.55	569.03

Note 29: Finance costs

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest		
Interest Expenses on Borrowings	464.73	224.49
Other Finance Cost	213.17	146.81
Finance Cost expensed in Profit or Loss	677.90	371.30

Note 30 : Depreciation and amortisation expenses

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on Property, Plant and Equipment	92.26	133.52
Amortisation of Intangible Assets	52.91	56.86
Total Depreciation and amortisation expenses	145.17	190.38

Note 31 : Other expenses

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Power and fuel	4.00	3.96
Rent including lease rentals	9.53	10.23
Repairs and maintenance - Buildings	1.03	1.25
Repairs and maintenance - Machinery	29.63	32.11
Repairs and maintenance - Others	3.34	29.04
Insurance	67.69	82.12
Rates and taxes	0.90	37.55
Communication	14.10	12.34
Travelling and conveyance	80.03	45.77
Freight and forwarding	14,224.12	14811.55
Business promotion	10.28	153.63
Legal and professional	223.69	170.89
Payments to auditors [Refer Note 32a below]	24.87	19.82
Terminal and Handling Charges	982.42	728.81
Other Clearing Charges	1,061.34	799.85
Transport Charges	12,858.03	11374.37
Warehouse Charges	177.83	220.15
Demurrage & Detention Charges	164.29	20.77
Brokerage on trading in Commodities & Securities Exchange	354.22	679.50
Lodging & Boarding	44.33	73.86
Corporate Social Responsibilities Expenses [Refer Note 32b below]	37.81	121.61
Directors Sitting Fees	12.00	7.50
Provision for doubtful debts and other advances	-	7.51
Mark-to-market gain on forward contracts	568.42	0.00
Miscellaneous Expenses	183.51	93.11
Total Other expenses	31,137.42	29,537.30



Note 32 : Tax Expenses

(a) Amounts recognised in profit or loss

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Current tax expense (A)		
Current year	886.11	798.25
Short / (Excess) Provision of Taxation of Earlier Years	1.75	(21.57)
Deferred tax expense (B)		
Origination and reversal of temporary differences	71.73	(127.12)
Tax expense recognised in the income statement (A+B)	959.59	649.56

(b) Amounts recognised in other comprehensive income

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Items that will not be reclassified to profit & loss		
Remeasurements of the defined benefit plans	12.74	18.56
Income Tax on Above	(3.21)	(4.67)
	9.53	13.89

(c) Reconciliation of effective tax rate

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit before tax	3,804.15	3,393.89
Tax using the domestic tax rate (Current year 25.168% and Previous Year 25.168%)	957.43	854.17
Tax effect of :		
Tax effect of non deductible expenses	57.70	85.05
Income Exempt from Income Tax Law	(36.39)	(114.82)
Deductions under various sections of Income Tax Act	(19.15)	(26.09)
Others	-	(0.07)
Tax expenses as per Statement of Profit & Loss	959.59	798.25
Effective tax rate	25.22%	23.52%



(d) Movement in deferred tax balances						
Particulars	As at April 1, 2022 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	Credit / (Charge) in OCI	As at March 31, 2023 Deferred Tax Asset / (Liabilities)	₹ in lakhs
Deferred tax Asset/(Liabilities)						
Property, Plant & Equipment	(4.00)	4.17	-	-	(3.83)	(3.83)
Amortisation of leased asset	0.12	(2.54)	-	-	(2.30)	(2.30)
Restatement of Hedge Items	57.31	-	(39.99)	-	74.53	74.53
Remeasurements of defined benefit plans	18.33	-	-	-	36.66	36.66
Provision for Doubtful Debts and Advances	102.66	(3.76)	-	-	201.56	201.56
DTL on FCTR	(193.41)	-	(58.56)	-	(606.06)	(606.06)
DTL on Fair Value of Investments	(2,457.03)	-	(608.78)	-	(3,065.81)	(3,065.81)
Deferred Tax Assets/(Liabilities) - Net	(2,476.02)	(2.13)	(707.33)	(354.09)	(3,365.15)	(3,365.15)
(d) Movement in deferred tax balances						
Particulars	As at April 1, 2021 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in Equity	Credit / (Charge) in OCI	As at March 31, 2022 Deferred Tax Asset / (Liabilities)	₹ in lakhs
Deferred tax Asset/(Liabilities)						
Property, Plant & Equipment	(11.36)	7.36	-	-	(4.00)	(4.00)
Amortisation of leased asset	1.66	(1.54)	-	-	0.12	0.12
Restatement of Hedge Items	1.59	55.72	-	-	57.31	57.31
Remeasurements of defined benefit plans	16.67	-	-	-	18.33	18.33
Provision for Doubtful Debts and Advances	100.74	1.92	-	-	102.66	102.66
DTL on FCTR	(97.57)	-	(12.57)	-	(193.41)	(193.41)
DTL on Fair Value of Investments	(2,369.73)	-	(87.30)	-	(2,457.03)	(2,457.03)
Deferred Tax Assets/(Liabilities) - Net	(2,368.00)	63.46	(99.87)	(81.61)	(2,476.02)	(2,476.02)
i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.						
ii) The Company has opted for reduced tax rate as per Section 115BAA of the Income Tax Act, 1961 (introduced by the Taxation Laws (Amended) Ordinance, 2019) for the current financial year. Accordingly the Group has recognised Provision for Income						



Sakuma Exports Limited

Notes forming part of the Consolidated financial statements

Note 33 Ageing for Trade Receivables

a Trade Receivable ageing schedule as at March 31, 2023

Particulars	Unbilled receivables	Not Due	Outstanding for following periods from due date of payment						Total
			₹ in lakhs						
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years		
Undisputed Trade Receivables									
(i) Considered good	-	-	30,995.14	-	7.74	-	-	31,002.88	
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	-	-	
(iii) Credit Impaired	-	-	-	-	-	-	-	-	
Disputed Trade Receivables									
(i) Considered good	-	-	-	336.75	-	-	-	336.75	
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	33.42	33.42	
(iii) Credit Impaired	-	-	-	-	-	-	-	-	
Total	-	-	30,995.14	336.75	7.74	33.42	33.42	31,373.05	

b Trade Receivable ageing schedule as at March 31, 2022

Particulars	Unbilled receivables	Not Due	Outstanding for following periods from due date of payment						Total
			₹ in lakhs						
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years		
Undisputed Trade Receivables									
(i) Considered good	-	-	41,934.22	753.21	409.20	7.74	-	43,104.37	
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	-	-	
(iii) Credit Impaired	-	-	-	-	-	-	-	-	
Disputed Trade Receivables									
(i) Considered good	-	-	336.75	-	-	-	-	336.75	
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	33.42	33.42	
(iii) Credit Impaired	-	-	-	-	-	-	-	-	
Total	-	-	42,270.97	753.21	409.20	7.74	33.42	43,474.54	



Sakuma Exports Limited

Notes forming part of the Consolidated financial statements

Note 34 Ageing for Trade Payables

a Trade Payables ageing schedule as at March 31, 2023

Particulars	Unbilled payables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	1,283.69	-	-	-	-	1,283.69
b) Others	150.27	-	2,669.00	52.65	22.26	59.63	-	2,953.82
c) Disputed dues - MSME	-	-	-	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	150.27	-	3,952.69	52.65	22.26	59.63	-	4,237.51

b Trade Payables ageing schedule as at March 31, 2022

Particulars	Unbilled payables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	272.17	-	-	-	-	272.17
b) Others	897.64	-	4,672.70	985.13	28.74	-	-	6,584.21
c) Disputed dues - MSME	-	-	-	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	47.56	-	-	47.56
Total	897.64	-	4,944.87	985.13	76.30	-	-	6,903.94



Sakuma Exports Limited
Notes forming part of the Consolidated financial statements

Note No. 35: Operating Leases

- i) The Company's lease asset primarily consist of leases for land and buildings for offices. Effective April 1, 2019, the Company adopted Ind AS 116
(ii) The following is the summary of practical expedients elected on initial application:
(a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
(b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial
(c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
(d) Applied the practical expedient by not reassessing whether a contract is, or contains, a lease at the date of initial application. Instead applied the
(e) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease
(iii) Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2022

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	154.32	27.91
Total Right of Use on the date of transition	154.32	27.91
Additions during the year	-	167.52
Deletion during the year	-	15.75
Depreciation of Right of use assets (refer note 31)	(52.91)	(56.86)
Closing Balance	101.41	154.32

- (iv) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2022:

₹ in lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	130.16	30.43
Additions during the year	-	158.93
Finance cost accrued during the year	14.06	3.80
Deletions	-	-
Payment of Lease Liabilities	(63.00)	(63.00)
Closing Balance	81.22	130.16

Particulars	As at March 31, 2023	As at March 31, 2022
With respect to non - cancellable operating lease, the future minimum lease payment as at Balance Sheet date is as under:		
For a period not later than one year	63.00	63.00
For a period later than one year and not later than five years	57.75	120.75
For a period later than five years	-	-
Total	120.75	183.75

- (v) The maturity analysis of lease liabilities are disclosed in Note 46

- (vi) Rental expense recorded for short-term leases was ₹ 6.07 lakhs for the year ended March 31, 2023

- (vii) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations



Note 36 : Earnings per equity share: (in ₹)

Particular	As at March 31, 2023	As at March 31, 2022
Earnings Per share has been computed as under :		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	2,854.09	2,758.22
Total Average No of shares Outstanding during the year	2,345.59	2,345.59
Weighted Average No of shares Outstanding during the year	2,345.59	2,345.59
Earnings per Share -Basic & Diluted (Face Value of ₹ 1/- per Share)	1.22	1.18

Note 37 Contingent liabilities and commitments (to the extent not provided for)

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Contingent liabilities		
Direct and indirect taxation matters		
TDS Default	1.52	0.31
Income tax	1,305.08	1,494.02
Sales tax	803.84	803.84
Claims by the Company not acknowledged as income		-
Claims against the Company not acknowledged as debts	3,461.67	10.97

Note 38 Segment Reporting

The company and its Chief Operating Decision Maker (CODM) reviews agro business as the only segment and takes decision based on the demand and supply in agro business. Thus, as per Ind AS 108, the business activities falls within a single primary segment i.e. trading in Agri Products and accordingly segment reporting is not applicable.



Sakuma Exports Limited
Notes forming part of the Consolidated financial statements
Note 39 Related party Disclosures

The related parties as per the terms of Ind AS - 24, "Related Party Disclosures". Specified under section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2015) are disclosed below -

Note	Particulars	
	Names of Related parties and description of the relationship	
	Description of relationship	Names of related parties
	Key Management Personnel (KMP)	Mr. Saurabh Malhotra (Chairman & Managing Director) Mr. Radhe Shyam (Non-Executive Director) Mr. O P Singal (Non-Executive Director) Ms. Shipra Malhotra (Non-Executive Director) Mr. Vivek Grover (Non-Executive Director) Mr. Amit Amist Shanker (Non-Executive Director)
	Relatives of KMP	Mrs. Kusum Malhotra Mrs. Vanita Malhotra
	Companies in which Directors, KMP or their relatives are interested	Sakuma Finvest Private Limited GMK System and Logistics Private Limited Sakuma Infrastructure and Realty Private Limited C K K Retail Mart Private Limited (Fromly Known As C K K Exports Private Limited) Marwar Consultancy Private Limited Sukriti Trading LLP LT Sagar Coastal Transport Private Limited MS Port Terminal Private Limited Kuma Infra and Realty Private Limited Samavama Infra and Realty Private Limited Mkg Infra And Realty Private Limited Sakuma Warehousing And Packaging Private Limited Prosperity Infra And Realty Private Limited Gksm Infra And Realty Private Limited Kmsm Infra And Realty Private Limited Prosperity Real Estate Solutions Private Limited Youthsy Foundation
(ii)	Related Parties with whom transactions have taken place during the year	
	Key Management Personnel (KMP)	Mr. Saurabh Malhotra (Chairman & Managing Director) Mr. Radhe Shyam (Non-Executive Director) Mr. O P Singal (Non-Executive Director) Ms. Shipra Malhotra (Non-Executive Director) Mr. Vivek Grover (Non-Executive Director) Mr. Amit Amist Shanker (Non-Executive Director)
	Relatives of KMP	Mrs. Kusum Malhotra
	Companies in which Directors, KMP or their relatives are interested	Sakuma Infrastructure and Realty Private Limited C.K.K Exports Private Limited



Sakuma Exports Limited
Notes forming part of the Consolidated financial statements
Note 39 Related party Disclosures

(iii) Details of related party transactions during the year ended March 31, 2023

₹ in lakhs

Relationship	Transactions	For the year ended March 31, 2023	For the year ended March 31, 2022
Key Management Personnel	Director's Sitting Fees	12.00	7.50
Relatives of KMP		10.71	10.71
Companies in which Directors, KMP or their relatives are interested	Rent paid	52.29	52.29
Companies in which Directors, KMP or their relatives are interested	Sales	2,565.52	1,233.70
Companies in which Directors, KMP or their relatives are interested	Brokerage	17.00	-
Companies in which Directors, KMP or their relatives are interested	Purchase	7,495.59	9,160.47
Companies in which Directors, KMP or their relatives are interested	Interest on Unsecured Loan	33.88	-
Companies in which Directors, KMP or their relatives are interested	Reimbursement of Exp	26.53	-
Key Management Personnel	Director's Remuneration	108.00	108.00
Companies in which Directors, KMP or their relatives are interested	Interest Paid	32.19	46.03
Companies in which Directors, KMP or their relatives are interested	Loan Taken	4,024.78	3,047.00
Companies in which Directors, KMP or their relatives are interested	Loan Repaid	4,024.78	1,640.00

(iv) Details of balances outstanding of the Related Parties

Relationship	Outstanding Balance	As at March 31, 2023	As at March 31, 2022
Relatives of KMP	Security Deposit	15.30	15.30
Companies in which Directors, KMP or their relatives are interested		74.70	74.70
Key Management Personnel	Director's Remuneration Payable	-	3.38
Companies in which Directors, KMP or their relatives are interested	Trade Payable		1,301.29
Companies in which Directors, KMP or their relatives are interested	Unsecured Borrowings	-	1,416.86

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The company has not recorded any impairment of receivables relating to the amounts owned by the related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which related party exists.

The remuneration to the key managerial personnel does not include the provisions made for gratuity as they are determined on an actuarial basis for the Company as a whole.

Managerial remuneration is computed as per the provisions of section 197 of the Companies Act, 2013.



Sakuma Exports Limited
Notes forming part of the consolidated financial statements
Note 40 Post-retirements benefit plan

Note	Particulars		
(i)	Defined contribution plans The group has recognised and included in Note 29 "Contribution to Provident and other funds" expenses towards the defined contribution plan as under:	₹ in lakhs	
		Year Ended March 31, 2023	Year Ended March 31, 2022
	Contribution to Provident fund (Government)	14.75	9.55
(ii)	Defined benefit plans The group offers the following employee benefit schemes to its employees: Gratuity The group has a defined benefit gratuity plan which is funded with an Insurance group in the form of qualifying Insurance policy. The group's defined benefit gratuity plan is a salary plan for employees which requires contributions to be made to a separate administrative fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed five years of service gets a gratuity on separation @ 15 days of last drawn salary for each completed year of service rounded to nearest integer. The scheme is funded with an insurance group in the form of qualifying insurance policy. The Management have appointed PNB MetLife to manage its funds. The management aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise. In case of death, while in service, the gratuity is payable irrespective of vesting. The group makes annual contribution to the group gratuity scheme administered by PNB MetLife through its gratuity funds. The disclosure in respect of the defined Gratuity plan are given below:	₹ in lakhs	
		As at March 31, 2023	As at March 31, 2022
	(a) Net Assets / (Liability) of Defined Benefit Plans -		
	Present Value of Funded obligation	101.30	72.82
	Fair value of plan assets	10.06	10.15
	Net Asset / (Liability) recognised	(91.24)	(62.67)
	(b) Change in present value of the defined benefit obligation are as follows -		
	Opening Defined Benefit Obligation	72.82	66.24
	Service cost for the year	35.94	22.97
	Past service cost		
	Interest cost for the year	6.11	4.62
	Benefits paid	-	(2.46)
	Actuarial losses (gains)	(13.56)	(18.54)
	Closing defined benefit obligation	101.31	72.82
	(c) Changes in Fair value of Plan Assets during the year -		
	Opening fair value of plan assets	10.15	9.94
	Expected return	0.73	0.69
	Benefits paid	-	(2.22)
	Actuarial gains and (losses)	(0.82)	2.30
	Closing balance of fund	10.06	10.72
	(d) Expenses recognised during the period -		
	In Income Statement	41.31	14.49
	In Other Comprehensive Income	(12.74)	(9.84)
	Total Expenses recognised during the period	28.57	4.65
	(e) Amount recognised as expenses the Statement of Profit and Loss		
	Current Service Cost	3.16	10.53
	Net Interest on net Defined Liability/(Asset)	1.44	3.76
	Total	4.60	14.29



(f) Amount recognised as other comprehensive income the Statement of Profit and Loss		
Actuarial gains and (losses)	8.78	(7.84)
Return on plan assets, excluding amount included in 'Net Interest on net Deferred Liability/(Asset)' above	0.17	(1.02)
Total	8.95	(8.86)
(g) Actual return on plan assets -		
Expected return on plan assets	0.73	0.69
Actuarial gain / (loss) on plan assets	(0.82)	2.30
Actual return on plan assets	(0.09)	2.99

(h) The principal assumptions used in determining gratuity and leave encashment for the group's plan are shown below:

Description of Risk Exposures -

Valuations are performed on certain basic set of predetermined assumptions and other regulatory frame work which may vary overtime. Thus, the group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk

The plan exposes the group to the risk of all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Salary Escalation Risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Regulatory Risk

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ` 20 lakhs).

Investment Risk

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rates (per annum)	0.07	0.07
Expected return on plan assets	0.07	0.07
Salary growth rate (per annum)	0.07	0.07
Attrition Rate	5% to 1%	5% to 1%
Mortality	Indian Assured Lives Mortality (2012-2014) Ult.	Indian Assured Lives Mortality (2006-2008) Ult.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(i) Sensitivity Analysis of Defined Benefit Obligation with reference to Key Assumptions

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rate		
One percent increase	91.04	64.86
One percent decrease	113.37	82.22
Salary Escalation Rate		
One percent increase	113.30	82.11
One percent decrease	90.91	64.81
Withdrawal Rate		
One percent increase	101.43	72.77
One percent decrease	101.17	72.87

The group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance group carries out a fund valuation based on the latest employee data provided by the group. Any deficit in the assets arising as a result of such valuation is funded by the group.

The following payments are expected contributions to the defined benefit plan in future years:



Expected(Undiscounted) Benefit Payments in Future Years
 (Projections are for current members and their currently accumulated benefits)

₹ in lakhs

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Year 1	9.98	5.29
Year 2	3.31	2.27
Year 3	3.19	2.19
Year 4	8.30	2.12
Year 5	2.80	5.78
Year 6 to 10	17.71	12.86
Total	45.29	30.52



41 Hedging Activities and Derivatives

Derivatives designated as hedging instruments

The Group uses derivative financial instruments such as foreign currency forward contracts to hedge foreign currency risk arising from future transactions in respect of which firm commitments are made or which are highly probable forecast transactions. All these instruments are designated as hedging instruments and the necessary documentation for the same is made as per Ind AS 109.

Cash flow hedges - Foreign currency Risk

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of recognized purchase payables, committed future purchases, recognized sales receivables, forecast sales in US dollar. The forecast sales transactions are highly probable.

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.



Sakuma Exports Limited
Notes forming part of the consolidated financial statements
42 Fair Value Measurements

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not valued at fair value if the carrying amount is a reasonable approximation of the fair value.

₹ in lakhs

As at March 31, 2023	Carrying Value				Fair Value			
	Mandatorily at FVTPL	FVTOCI - designated as such	At amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current Assets								
Investment - Others	-	-	2.60	2.60	-	-	-	-
Loans, Advances and Deposits	79.08	-	-	79.08	-	79.08	-	79.08
Current Assets								
Trade receivables	-	-	31,373.05	31,373.05	-	-	-	-
Cash and cash equivalents	-	-	2,131.33	2,131.33	-	-	-	-
Balances with Banks other than above	-	-	328.20	328.20	-	-	-	-
Investments-Others	300.68	-	-	300.68	300.68	-	-	300.68
Loans, Advances and Deposits	-	-	651.23	651.23	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-
Total Financial Assets	379.76	-	34,486.41	34,866.17	300.68	79.08	-	379.76
Financial Liabilities								
Non-Current Liabilities								
Borrowings	-	-	76.52	76.52	-	-	-	-
Lease Liabilities	34.65	-	-	34.65	-	34.65	-	34.65
Current Liabilities								
Borrowings	-	-	1,575.23	1,575.23	-	-	-	-
Trade payables	-	-	4,237.51	4,237.51	-	-	-	-
Lease Liabilities	46.57	-	-	46.57	-	46.57	-	46.57
Other financial liabilities	-	-	30.14	30.14	-	-	-	-
Total Financial Liabilities	81.22	-	5,919.40	6,000.62	-	81.22	-	81.22

₹ in lakhs

As at March 31, 2022	Carrying Value				Fair Value			
	Mandatorily at FVTPL	FVTOCI - designated as such	At amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current Assets								
Investment - Others	-	-	2.60	2.60	-	-	-	-
Loans, Advances and Deposits	72.03	-	-	72.03	-	72.03	-	72.03
Current Assets								
Trade receivables	-	-	43,417.24	43,417.24	-	-	-	-
Cash and cash equivalents	-	-	630.57	630.57	-	-	-	-
Investment - Others	-	-	331.31	331.31	-	-	-	-
Balances with Banks other than above	-	-	-	-	-	-	-	-
Loans, Advances and Deposits	-	-	96.04	96.04	-	-	-	-
Other financial assets	-	-	623.47	623.47	-	-	-	-
Total Financial Assets	72.03	-	45,101.23	45,173.26	-	72.03	-	72.03
Financial Liabilities								
Non-Current Liabilities								
Borrowings	-	-	154.17	154.17	-	-	-	-
Lease Liabilities	81.22	-	-	81.22	-	81.22	-	81.22
Current Liabilities								
Borrowings	-	-	8,399.24	8,399.24	-	-	-	-
Trade payables	-	-	6,903.94	6,903.94	-	-	-	-
Lease Liabilities	48.94	-	-	48.94	-	48.94	-	30.43
Other financial liabilities	-	-	51.42	51.42	-	-	-	-
Total Financial Liabilities	130.16	-	15,508.77	15,638.93	-	130.16	-	30.43

During the reporting period ended March 31, 2023 and March 31, 2022, there have been no transfers between Level 1 and Level 2 fair value measurements.

The management assessed that fair values of cash and cash equivalents, trade receivables, trade payables less than 1 year, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



Sakuma Exports Limited**Notes forming part of the consolidated financial statements****43 Capital Risk Management**

For the purpose of the Company capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	1,651.75	8,553.41
Trade Payables	4,237.51	6,903.94
Less: Cash and Cash Equivalents	(2,131.33)	(630.57)
Net Debt	3,757.93	14,826.78
Total Equity	41,260.17	38,031.47
Total Equity and Net Debt	45,018.10	52,858.25
Gearing Ratio	0.08	0.28

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.



Sakuma Exports Limited

Notes forming part of the consolidated financial statements

44 Group Information

The Consolidated financial statement of the Group includes subsidiaries are mentioned below :-

₹ in lakhs

Name of Entity in the Group	Year	Net Asset		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of Consolidated	Amount	As a % of Consolidated	Amount	As a % of Consolidated	Amount	As a % of Consolidated	Amount
(I) Parent									
Sakuma Exports Limited	31/Mar/23	53.02	21,872.88	89.71	3,298.03	100.00	9.53	89.73	3,307.56
	31/Mar/22	53.83	20,470.64	86.87	2,948.56	100.00	13.89	86.93	2,962.45
(II) Foreign Subsidiaries having no Non controlling interest									
(1) Sakuma Exim DMCC	31/Mar/23	35.66	14,714.80	9.92	364.89	-	-	9.90	364.89
	31/Mar/22	34.88	13,265.88	11.72	397.61	-	-	11.67	397.61
(2) Sakuma Exports Pte Ltd.	31/Mar/23	11.26	4,646.02	0.48	17.69	-	-	0.48	17.69
	31/Mar/22	11.22	4,266.79	1.55	52.44	-	-	1.54	52.44
(III) Step Down Foreign Subsidiaries having no Non controlling interest									
(1) GK Exim FZE W.L.L.	31/Mar/23	0.06	26.47	(0.11)	(4.07)	-	-	(0.11)	(4.07)
	31/Mar/22	0.07	28.16	(0.14)	(4.72)	-	-	(0.14)	(4.72)
Total	31/Mar/23	100.00	41,260.17	100.00	3,676.54	100.00	9.53	100.00	3,686.07
	31/Mar/22	100.00	38,031.47	100.00	3,393.89	100.00	13.89	100.00	3,407.78



Sakuma Exports Limited
Notes forming part of the consolidated financial statements
45 Financial Risk Management

Risk Management Framework

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents that derive directly from its operations. The Company also enters into derivative transactions.

The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Board of Directors through its risk management committee reviews and agrees policies for managing each of these risks, which are summarised below.

The Company's has exposure to the following risks arising from financial instruments:

- (i) Market Risk
- (ii) Commodity Price Risk
- (iii) Credit Risk
- (iv) Liquidity Risk
- (v) Excessive risk Concentration

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2023 and March 31, 2022

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at March 31, 2023.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022 including the effect of hedge accounting.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a short term working capital loans which are reviewed on yearly basis. The following table provides a break-up of Company's fixed and floating rate borrowing:

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	154.17	1,642.27
Floating rate borrowings	1,497.58	6,911.14
Total Borrowings	1,651.75	8,553.41

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	₹ in lakhs	
	Increase / decrease in basis points	Effect on profit before tax
March 31, 2023		
1,497.58	+/- 100 bps	-14.97/14.97
March 31, 2022		
6,911.14	+/- 100 bps	-69.11/69.11

Note: The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period was outstanding for the whole year.

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years

Derivatives designated as hedging instruments

The Company uses derivative financial instruments such as foreign currency forward contracts to hedge foreign currency risk arising from future transactions in respect of which firm commitments are made or which are highly probable forecast transactions. All these instruments are designated as hedging instruments and the necessary documentation for the same is made as per Ind AS 109.

Cash flow hedges - Foreign currency Risk

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of recognized purchase payables, committed future purchases, recognized sales receivables, forecast sales in US dollar. The forecast sales transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.



Sakuma Exports Limited
Notes forming part of the consolidated financial statements
45 Financial Risk Management

(Amount in USD in lakhs)

Unhedged Foreign Currency Exposure	As at	As at
	March 31, 2023	March 31, 2022
FCY Receivables	365.75	1,004.92
FCY Payables	(77.13)	(167.50)
Net FCY Receivables / (Payables)	288.62	837.42
Financial Hedge	288.62	837.39
Unhedged Foreign Currency Exposure	-	0.03

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

₹ in lakhs

Particulars	Change in Currency	Effect on profit before tax
March 31, 2023		
Recognized net receivables / (payables)	+ 1 / - 1	*+ 0.00/ -0.00
March 31, 2022		
Recognized net receivables / (payables)	+ 1 / - 1	+ 0.03 / - 0.03

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

(ii) Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of oil and other traded commodities. Due to the significantly increased volatility of the prices of the commodities, the Company also entered into various derivative contracts. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

(iii) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing. Generally the company operates on advance against delivery order principle except for merchant trade transactions wherein the sales is executed on credit terms up to six months. Also, Export customers are secured against Letter of Credit, bank guarantees and payments against documents. Credit risk on receivables is also mitigated by securing the same against security deposit, letter of credit and advance payment.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

Ageing of Account receivables ₹ in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
0 - 90 days	30,679.30	39,805.09
91 - 180 days	315.84	2,465.90
181 - 270 days	-	-
270 - 365 days	-	753.21
More than 365 days	377.91	450.34
	31,373.05	43,474.54

Other financial assets and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval as per the Investment policy. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(iv) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company prepares cash flow on a daily basis to monitor liquidity. Any shortfall is funded out of short term loans. Any surplus is invested in liquid mutual funds and short term bank deposits. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.



Liquidity exposure as at March 31, 2023 ₹ in lakhs

Particulars	< 1 year	1-5years	>5 years	Total
Financial Assets				
Non-Current Assets				
Investment in Subsidiaries	-	-	-	-
Investment - Others	-	-	2.60	2.60
Loans, Advances and Deposits	-	79.08	-	79.08
Current Assets				
Trade receivables	30,995.14	337.37	-	31,332.51
Cash and cash equivalents	2,131.33	-	-	2,131.33
Balances with Banks other than above	328.20	-	-	328.20
Investment - Others	300.68	-	-	300.68
Loans, Advances and Deposits	651.23	-	-	651.23
Other financial assets	-	-	-	-
Total Financial Assets	34,406.58	416.45	2.60	34,825.63
Financial Liabilities				
Non-Current Liabilities				
Borrowings	-	76.52	-	76.52
Lease Liabilities	-	34.65	-	34.65
Current Liabilities				
Borrowings	1,575.23	-	-	1,575.23
Trade payables	4,155.62	22.26	59.63	4,237.51
Other financial liabilities	-	-	-	-
Total Financial Liabilities	5,730.85	133.43	59.63	5,923.91

Liquidity exposure as at March 31, 2022 ₹ in lakhs

Particulars	< 1 year	1-5years	>5 years	Total
Financial Assets				
Non-Current Assets				
Investment in Subsidiaries	-	-	-	-
Investment - Others	-	2.60	-	2.60
Loans, Advances and Deposits	-	72.03	-	72.03
Current Assets				
Trade receivables	43,024.18	393.05	-	43,417.23
Investment - Others	-	-	-	-
Cash and cash equivalents	630.57	-	-	630.57
Balances with Banks other than above	331.31	-	-	331.31
Loans, Advances and Deposits	96.04	-	-	96.04
Other financial assets	623.47	-	-	623.47
Total Financial Assets	44,705.57	467.68	-	45,173.25
Financial Liabilities				
Non-Current Liabilities				
Borrowings	-	154.17	-	154.17
Lease Liabilities	-	81.22	-	81.22
Current Liabilities				
Borrowings	8,399.24	-	-	8,399.24
Trade payables	6,827.64	76.30	-	6,903.94
Other financial liabilities	100.36	-	-	100.36
Total Financial Liabilities	15,327.24	311.69	-	15,638.93

(v) Excessive risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels.



Note-46 Other Accompanying Notes

1. Recent Pronouncements:

The Ministry of Corporate Affairs has vide notification dated 31st March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective 1st April, 2023.

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

The Company has evaluated the amendments and there is no significant impact of the above on its standalone financial statement.

2. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its Subsidiary Company incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Holding Company or its Subsidiary Company incorporated in India (Ultimate Beneficiaries). The Holding Company or its Subsidiary Company incorporated in India has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

3. **Details of Benami property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

4. **Transactions with Struck off Companies:** No transactions have been carried out during the financial year 2021-22 with Struck off Companies under section 248 of the Companies Act, 2013 by MCA.

5. **Compliance with number of layers of companies:** The Company has complied with the number of layers prescribed clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

6. **Details of crypto currency or virtual currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

7. **Undisclosed income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

8. The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.

9. Previous Years Figures have been regrouped / rearranged where ever necessary to make them Comparable with the Current year Figures as per revised Schedule III requirements

10. Note 1 to 46 Forms an Integral Part of the Financial Statements

As per our report of even date

For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W



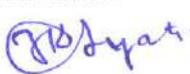
Jinendra D. Jain
Partner
M. No. 140827



For and on behalf of the Board of Directors


Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500




Khyati Jobanputra
Company Secretary


Devesh Mishra
Chief Financial Officer

Place : Mumbai
Date : May 25, 2023



M. L. SHARMA & CO. (Regd.) CHARTERED ACCOUNTANTS

1107, The Summit Business Park, Off. Andheri Kurla Road. Near W.E.H. Metro Station. Andheri (East), Mumbai - 400 093.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAKUMA EXPORTS LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **SAKUMA EXPORTS LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 31st March, 2023, its **Profit** including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended 31st March, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.



Key Audit Matters	How our audit addressed the key audit matter
<p>1. Assessment of impairment of investment in subsidiaries, (Refer Note 5 of the Standalone Ind AS Balance Sheet)</p> <p>As at 31st March, 2023 the Company balance sheet includes investment in subsidiaries & associates of Rs. 2,224.53 lakhs, In accordance with Indian Accounting Standards (Ind-AS), the management has allocated these balances to their respective cash generating units (CGU) and tested these for impairment using a discounted cash flow model. The management compares the carrying value of these assets with their respective recoverable amount. A deficit between the recoverable amount and CGU's net assets would result in impairment. The inputs to the impairment testing model which have most significant impact on the model includes:</p> <p>a) Sales growth rate; b) Operating margin; c) Working capital requirements; d) Capital expenditure; and e) Discount rate applied to the projected cash flows.</p> <p>The impairment test model includes sensitivity testing of key assumptions.</p> <p>The annual impairment testing is considered a significant accounting judgment and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.</p>	<p>As a part of our audit we have, carried out the following procedures:</p> <p>a) We assessed the Company's methodology applied in determining the CGUs to which these assets are allocated.</p> <p>b) We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used.</p> <p>c) We also assessed the recoverable value by performing sensitivity testing of key assumptions used.</p> <p>d) We tested the arithmetical accuracy of the models</p> <p>e) Performed analysis of the disclosures related to the impairment tests and their compliance with Indian Accounting Standard (Ind-AS).</p>
<p>2. Revenue Recognition (Refer to the accounting policies in Note 2 to the financial statements)</p> <p>Revenue from the sale of goods is recognised upon the transfer of control of the goods to the customer. The Company uses a variety of shipment terms across its operating markets, and this has an impact on the timing of revenue recognition. There is a risk that revenue could be recognised in the incorrect period for sales transactions occurring on and around the year-end, therefore revenue recognition has been identified as a key audit matter.</p>	<p>a) Our audit procedures included reading the Company's revenue recognition accounting policies to assess compliance with Ind AS 115 "Revenue from contracts with customers".</p> <p>b) We performed test of controls of management's process of recognizing the revenue from sales of goods with regard to the timing of the revenue recognition as per the sales terms with the customers.</p> <p>c) We performed test of details of the sales transactions testing based on a representative sampling of the sales orders to test that the related revenues and trade receivables are recorded</p>



Key Audit Matters	How our audit addressed the key audit matter
	<p>taking into consideration the terms and conditions of the sale orders, including the shipping terms.</p> <p>d) We also performed audit procedures relating to revenue recognition by agreeing deliveries occurring around the year end to supporting documentation to establish that sales and corresponding trade receivables are properly recorded in the correct period.</p> <p>e) Assessing and testing the adequacy of presentation and disclosures.</p>

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 Ind AS 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 Ind AS financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 Ind AS 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 Ind AS 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 system 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting 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. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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.

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 Ind AS financial statements for the financial year ended 31st March 2023 and are therefore the key audit matters. We describe these matters in our auditor's 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 sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure - A**, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss including the statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Standalone IND AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant Rules issued thereunder.
- (e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure - B**.
- (g) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - a. The company has disclosed the impact of pending litigations on its financial position in its financial statement – Refer Note No. 39.
 - b. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c. There is no amount to be transferred to the Investor Education Undertaking Protection Fund by the Company.
 - d. (i)The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or



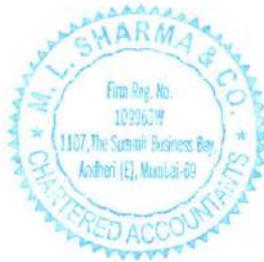
entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures 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), as provided under (a) and (b) above, contain any material misstatement.

- e. (i) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
(ii) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

Place of Signature: Mumbai
Date : 25th May 2023



For M. L. Sharma & Co,
Firm Reg. No. 109963W
Chartered Accountants

(Jinendra D. Jain)
Partner
Membership No. 140827
UDIN: 23140827BGPMGF1680

ANNEXURE "A" TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of SAKUMA EXPORTS LIMITED on the Standalone Financial Statements for the year ended 31st March, 2023, We report that:

- 1a (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-Use assets.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- 1b As explained to us, the Property, Plant and Equipment of the company have been physically verified by the Management in a phased manner as per regular program of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to this program, some of the Property, Plant and Equipment have been physically verified by the management during the year, and no material discrepancies have been noticed on such verification.
- 1c The Company does not own any immovable property (Except leasehold properties) accordingly provision of clause i(c) of the order is not applicable to the Company.
- 1d The Company has not revalued any of its Property, Plant, and Equipment (including Right of Use assets) or intangible assets during the year.
- 1e There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 2 a. The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and no discrepancies of 10% or more in aggregate for each class of inventory were noticed. Inventories lying with third parties have been confirmed by them as at 31st March, 2023 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.
- 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- 3 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 provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investment in its wholly owned subsidiary company which prima facie is not prejudicial to the interest of the Company. The Company has not made any investments in firms, limited liability partnership or any other parties. Accordingly, clause 3(iii)(a) and clause 3(iii)(c) to clause 3(iii)(f) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under section 185 of the Act. In respect of Investments made in body corporate by the Company, the provisions of Section 186 of the Act have been complied with.



5. The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under apply.
6. In our opinion and according to the information and explanations given to us the Company is not required to maintain cost records specified by the central government under section 148 (1) of the Companies Act, 2013.
- 7 a According to the information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund dues, employees state insurance, income tax, service tax, sales tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities and there are no undisputed amounts payable for the same were outstanding as at 31st March, 2023 for a period exceeding six months from the date they became payable;
- 7 b According to the information and explanation given to us and the records of the Company examined by us, the Particulars of disputed statutory dues under various act as at 31st March, 2023 which have not been deposited with the appropriate authorities are as under:

Name of the Statute	Nature of dues	Amount (in Lakhs) (Rs.)	Forum where dispute is pending
Income Tax Act, 1961	For A. Y. 2009-10	2.13	Jurisdictional AO
Income Tax Act, 1961	For A. Y. 2012-13	173.80	CIT (Appeals)
Income Tax Act, 1961	For A. Y. 2013-14 #	46.95	CIT (Appeals)
Income Tax Act, 1961	For A. Y. 2014-15 #	124.47	CIT (Appeals)
Income Tax Act, 1961	For A. Y. 2015-16 #	26.63	CIT (Appeals)
Income Tax Act, 1961	For A.Y. 2016-17 #	442.17	CIT (Appeals)
Income Tax Act, 1961	For A.Y. 2017-18 #	319.39	CIT (Appeals)
Income Tax Act, 1961	For A.Y. 2018-19 #	125.98	CIT (Appeals)
Income Tax Act, 1961	For A.Y. 2019-20 #	21.49	CIT (Appeals)
Income Tax Act, 1961	For A.Y. 2020-2021	112.51	Rectification Pending with AO
Income Tax Act, 1961	TDS Defaults for various years	1.52	TDS Officer, Mumbai
The Central Sales Tax Act, 1956	For F.Y. 2014-15 #	371.12	Deputy Commissioner of State Tax, CST Appeals
The Central Sales Tax Act, 1956	For F.Y. 2015-16 #	232.46	Deputy Commissioner of State Tax, CST Appeals
The Central Sales Tax Act, 1956	For F.Y. 2016-17 #	200.26	Deputy Commissioner of State Tax, CST Appeals

net of payments made

8. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
9. a. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.



- 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 declared a willful defaulter by any bank or financial institution or government or government authority.
- c. In our opinion, and according to the information and explanations given to us, no term loans were taken during the year. In respect of the term loans which were taken in the previous years, those were applied for the purpose for which the loans were obtained.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f. 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.
10. a. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) however the term loans have availed by the company and were applied for the purposes for which those were raised.
- 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.
11. a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company.



13. In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable. The details of related party transactions have been disclosed in the financial statements as required under Ind AS "24", Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
14. 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.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any Non-Cash transaction with directors or persons connected with the directors. Accordingly, the provisions of clause 3 (xv) of the order is not applicable to the Company.
16. a. The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- d. Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
17. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. On the basis of the financial ratios disclosed in Note 36 to the standalone Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone Ind AS 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 Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. 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.



20. 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 Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Place of Signature: Mumbai
Date : 25th May 2023



For M. L. Sharma & Co,
Firm Reg. No. 109963W
Chartered Accountants

(Jinendra D. Jain)
Partner
Membership No. 140827
UDIN: 23140827BGPMGF1680

ANNEXURE – “B” TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of SAKUMA EXPORTS LIMITED for the year ended 31st March, 2023. We report that:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SAKUMA EXPORTS LIMITED**, (“the Company”) as of 31st March, 2023 in conjunction with our audit of the Standalone Ind As financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (‘ICAI’). 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 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting with reference to financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control



over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting 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.

Place of Signature: Mumbai
Date : 25th May 2023



For M. L. Sharma & Co,
Firm Reg. No. 109963W
Chartered Accountants

(Jinendra D. Jain)
Partner
Membership No. 140827
UDIN: 23140827BGPMGF1680

Sakuma Exports Limited
CIN: L51909MH2005PLC155765
Standalone Balance Sheet as at March 31, 2023

Particulars		Note No	As at March 31, 2023	As at March 31, 2022
₹ in Lakhs				
A	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	3	245.69	330.28
	(b) Right-of-use Asset		101.41	154.32
	(c) Intangible assets	4	0.48	0.48
	(d) Financial Assets			
	(i) Investment in Subsidiaries	5	2,224.53	2,224.53
	(ii) Investment - Others	6	2.60	2.60
	(iii) Loans, Advances and Deposits	7	79.08	72.03
	(e) Other Non - Current Assets	8	10.46	33.33
	(f) Deferred Tax Assets (Net)	33d	139.48	174.43
			2,803.73	2,992.00
2	Current assets			
	(a) Inventories	9	11,188.31	8,132.06
	(b) Financial Assets			
	(i) Trade receivables	10	15,073.66	29,197.16
	(ii) Cash and cash equivalents	11	1,752.34	528.75
	(iii) Balances with Banks other than (ii) above	12	328.20	331.31
	(iv) Investment - Others	13	300.68	-
	(v) Loans, Advances and Deposits	7	651.23	92.92
	(vi) Other financial assets	14	-	623.47
	(c) Other current assets	15	7,563.23	10,061.30
	(d) Income Tax (Net of Provisions)	16	189.92	111.02
			37,047.57	49,077.99
	TOTAL - ASSETS (A)		39,851.30	52,069.99
B	EQUITY AND LIABILITIES			
1	Shareholder's funds			
	(a) Equity Share Capital	17	2,345.59	2,345.59
	(b) Other Equity	18	25,284.47	23,107.24
			27,630.06	25,452.83
2	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Long Term Borrowings	19	76.52	154.17
	(ii) Lease Liabilities	20	34.65	81.22
	(b) Provisions	21	91.32	67.87
			202.49	303.26
3	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	22	1,575.23	8,399.24
	(ii) Trade payables	23	-	-
	(a) total outstanding dues of micro enterprises and small enterprises		1,283.69	272.17
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,782.00	5,536.43
	(iii) Other financial liabilities	24	76.71	100.36
	(b) Other current liabilities	25	6,285.33	11,994.90
	(c) Current Provisions	21	15.79	10.80
			12,018.75	26,313.90
	TOTAL - EQUITY AND LIABILITIES (B)		39,851.30	52,069.99
	Corporate Information & Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

Jinendra D. Jain

Jinendra D. Jain
Partner
M. No. 140827

Place : Mumbai
Date : May 25, 2023



For and on behalf of the Board of Directors

Saurabh Malhotra
Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500

Khyati Jobanputra
Khyati Jobanputra
Company Secretary



Devesh Mishra
Devesh Mishra
Chief Financial Officer

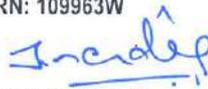
Sakuma Exports Limited
CIN: L51909MH2005PLC155765
Standalone Statement of Profit and Loss for the period ended March 31, 2023

₹ in Lakhs

	Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Revenue from operations	26	285,587.03	253,165.18
2	Other income	27	724.94	700.93
3	Total revenue (1+2)		286,311.97	253,866.11
4	Expenses			
	(a) Purchases of Stock-in-trade		255,704.32	226,419.11
	(b) Changes in inventories of stock-in-trade	28	(3,056.25)	(3,482.62)
	(c) Employee benefits expense	29	626.24	531.37
	(d) Finance costs	30	673.11	351.25
	(e) Depreciation and amortisation expenses	31	145.17	190.38
	(f) Other expenses	32	28,857.54	26,939.61
	Total expenses		282,950.13	250,949.10
5	Profit / (Loss) before exceptional items and tax (3 - 4)		3,361.84	2,917.01
6	Exceptional items		-	-
7	Profit / (Loss) before tax (5 + 6)		3,361.84	2,917.01
8	Tax expense:	33		
	(a) Current tax		884.66	793.04
	(b) Prior period tax		1.56	(21.57)
	(b) Deferred tax		71.73	(127.12)
	Total Tax Expenses		957.95	644.35
	Profit / (Loss) for the Year (7 + 8)		2,403.89	2,272.66
10	Other Comprehensive Income			
	Items that will not be reclassified subsequently to statement of profit and loss			
	Remeasurements gains/(losses) on defined benefit plans		12.74	18.56
	Income tax relating to above		(3.21)	(4.67)
	Total Other Comprehensive Income transferred to P&L		9.53	13.89
	Items that will be reclassified subsequently to statement of profit and loss			
	Remeasurements gains/(losses) on cash flow hedge		68.86	227.77
	Income tax relating to above		(17.33)	(57.33)
			51.53	170.44
	Total Other Comprehensive transferred to reserve		(51.53)	(170.44)
			-	-
11	Total Comprehensive Income for the year(9+10)		2,413.42	2,286.55
12	Earnings per share (Face Value of ₹ 1/- each):	34		
	(a) Basic		1.03	0.97
	(b) Diluted		1.03	0.97
	Corporate Information & Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date
For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

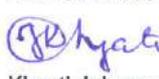

Jinendra D. Jain
Partner

M. No. 140827
Place : Mumbai
Date : May 25, 2023



For and on behalf of the Board of Directors


Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500


Khyati Jobanputra
Company Secretary


Devesh Mishra
Chief Financial Officer

Sakuma Exports Limited		
Standalone Cash Flow Statement for the year ended March 31, 2023		
* in Lakhs		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flow from operating activities		
Profit Before Tax	3,361.84	2,917.01
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	145.17	190.38
Finance costs	673.11	351.25
Interest income	(14.38)	(39.69)
Provision for Doubtful Debts	(14.93)	7.51
Profit from Sales of Property, Plant & Equipment	(3.52)	-
Net (gain) / loss on sale / fair valuation of investments	(415.15)	(54.73)
Operating profit / (loss) before working capital changes	3,732.14	3,371.73
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(3,056.25)	(3,482.62)
Trade receivables	14,140.27	(18,852.10)
Loans, Advances and Deposits - Current	3.00	(71.04)
Loans, Advances and Deposits - Non Current	(558.14)	0.74
Other financial assets	623.92	(219.52)
Other current assets	2,332.81	(1,029.45)
Balances with Banks other than Cash and Cash Equivalents	3.11	(103.27)
Other non-current assets	22.22	4.31
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(1,742.91)	3,585.07
Other Financial liabilities	(46.52)	(232.54)
Other current liabilities	(5,709.57)	9,445.06
Current Provision	-	20.22
Other Provision	18.38	5.90
	9,762.46	(7,557.52)
Net income tax (paid) / refunds	(963.57)	(835.44)
Net cash flow from / (used in) operating activities (A)	8,798.89	(8,392.96)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(4.16)	(6.62)
Current investments not considered as Cash and cash equivalents		
- Purchased	(61,119.46)	(41,564.02)
- Proceeds from sale	61,233.89	42,618.79
Interest received	6.72	14.54
Net cash flow from / (used in) investing activities (B)	116.99	1,062.69
C. Cash flow from financing activities		
Net increase / (decrease) in working capital borrowings	(6,824.01)	8,127.10
Finance cost	(673.11)	(351.25)
Net increase / (decrease) in Long Term borrowings	(77.65)	(71.24)
Dividends paid	(117.52)	(118.87)
Net cash flow from / (used in) financing activities (C)	(7,692.29)	7,585.74
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	1,223.59	2,557.47
Cash and cash equivalents at the beginning of the year	528.75	273.28
Cash and cash equivalents at the end of the year	1,752.34	528.75



Sakuma Exports Limited
Standalone Cash Flow Statement for the year ended March 31, 2023

in Lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents at the end of the year *	1,752.34	528.75
* Comprises:		
(a) Cash on hand	5.16	5.19
(b) Balances with banks		
(i) In current accounts	1,747.18	523.56
(ii) In Deposit Accounts	-	-
	1,752.34	528.75

The accompanying notes form an integral part of the standalone financial statements.

Notes:

- (i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 "Cash Flow Statement".
(ii) Reconciliation of movements of cash flows arising from financing activities.

As per our report of even date

For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

Jinendra D. Jain

Jinendra D. Jain **
Partner
M. No. 140827



For and on behalf of the Board of Directors

Saurabh Malhotra
Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500



Khyati Jobanputra
Khyati Jobanputra
Company Secretary

Devesh Mishra
Devesh Mishra
Chief Financial Officer

Place : Mumbai
Date : May 25, 2023

Sakuma Exports Limited
Standalone Statement of Changes in Equity for the year ended March 31, 2023

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Balance at the Beginning of the year	2,345.59	2,345.59
Changes in Equity Share Capital during the year	-	-
Balance at the End of the year	2,345.59	2,345.59

Particulars	Other equity				Total other equity
	Securities premium [refer note 18(b)]	Capital redemption reserve [refer note 18(a)]	Retained earnings [refer note 18(d)]	Items of Other Comprehensive Income [refer note 31(b)]	
As at April 1, 2021	8,545.43	1,000.09	11,218.91	3.10	20,772.17
Profit for the year	-	-	2,272.66	-	2,272.66
Other comprehensive income	-	-	-	13.89	13.89
Premium Received during the year	-	-	-	-	-
Others	-	-	-	-	165.80
Total comprehensive income	-	-	2,272.66	13.89	2,452.35
Payment of dividend	-	-	(117.28)	-	(117.28)
As at March 31, 2022	8,545.43	1,000.09	13,374.29	16.99	23,107.24
Profit for the year	-	-	2,403.89	-	2,284.98
Other comprehensive income	-	-	-	9.53	9.53
Total comprehensive income	-	-	2,403.89	9.53	2,294.51
Payment of dividend	-	-	(117.28)	-	(117.28)
As at March 31, 2023	8,545.43	1,000.09	15,660.90	26.52	25,284.47

The accompanying notes are an integral part of the financial statements

As per our report of even date
For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

A. Jinde
Jinendra D. Jain
Partner
M. No. 140827



For and on behalf of the Board of Directors

Saurabh Malhotra

Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500



Khyati Jobanputra
Khyati Jobanputra
Company Secretary

Devesh Mishra
Devesh Mishra
Chief Financial Officer

Place : Mumbai
Date : May 25, 2023

SAKUMA EXPORTS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Note	Particulars
1	<p><u>Corporate information</u></p> <p>Sakuma Exports Limited ("The Company"), a Government of India recognised Star Trading House, is a public limited company domiciled in India and incorporated on August 31, 2005, CIN - L51909MH2005PLC155765. The registered office of the company is located at 301-A, Aurus Chambers, SS Amrutwar Lane, Near Mahindra Tower, Worli, Mumbai - 400013. The shares of the company are listed on Bombay Stock Exchange(BSE) and National Stock Exchange (NSE). The company is engaged in trading of Agro Commodities and caters to both domestic as well as international markets.</p> <p>Authorisation of Financial Statements: The financial statements were authorised for issue in accordance with a resolution of the directors on 25th May 2023</p>
2.1	<p><u>Basis of accounting and preparation of financial statements</u></p> <p>The financial statements are prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the other relevant provisions of the Act and rules thereunder.</p> <p>The Financial Statements have been prepared under historical cost convention basis except</p> <p>a. Certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).</p> <p>b. Defined Benefits plans –Plan assets measured at Fair Value</p> <p>The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued Accounting Standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.</p>
2.2	<p><u>Summary of Significant Accounting Policies</u></p> <p><u>Use of estimates</u></p> <p>The preparation of the financial statements in conformity with Ind AS, requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.</p>
2.3	<p><u>Fair Value Remeasurements:</u></p> <p>Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.</p>
2.4	<p><u>Cash Flow Statements:</u></p> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.</p>
2.5	<p><u>Property, Plant and Equipment</u></p> <p>Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any.</p> <p>The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition of the concerned assets and are further adjusted by the amount of Input Credit of taxes availed wherever applicable.</p> <p>Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet date are disclosed as "Capital work-in-progress".</p> <p>An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset.</p>



SAKUMA EXPORTS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2023

The residual values are not more than 5% of the original cost of the Asset. The Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

The Company has applied principles of Ind AS 16 retrospectively from date of acquisition and considered the same as deemed cost in accordance with Ind AS 101 First Time adoption. On transition to Ind-AS, the Company has elected to continue with the carrying value of intangible assets recognised as at April 01, 2016 measured as per IGAAP as the deemed cost of assets.

The estimated useful lives considered of Property, Plant and Equipment of the Company are as follows:

Wind Turbine Generators	22 Years
Leasehold Land	Shorter of lease period or estimated useful lives
Plant and Equipment	25 Years
Furniture and Fixtures	10 Years
Computer software	3 Years
Vehicles	8 Years
Office Equipment	5 Years

2.6 Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

2.7 Depreciation and Amortisation

Depreciation of these assets commences when the assets are ready for their intended use. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a written down value basis except Lease Hold Land on which straight line basis depreciation is charged.

2.8 Investments

Investments, which are readily realisable 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.

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss. Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 01, 2016.

2.9 Leases

Operating Lease:

Company as Lessee - Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

2.10 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of inventories have been computed to include all cost of purchase, and other cost incurred in bringing the goods to the present location and condition.

The cost is determined using the First in First Out Basis (FIFO).

2.11 Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.



Notes to the Standalone Financial Statements for the year ended March 31, 2023

2.12 **Income Tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

2.13 **Financial Assets**

(a) Initial recognition and measurement

On initial recognition, a financial asset is recognised at fair value. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. However, Trade receivables that do not contain a significant financing component are measured at transaction price.

(b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Debt Instruments

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ia) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(ib) Debt instruments at Fair value through profit or loss (FVTPL)



Notes to the Standalone Financial Statements for the year ended March 31, 2023

	<p>Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.</p>
	<p>(ii) Equity Instruments All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.</p> <p>(c) Derecognition A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when: (i) The rights to receive cash flows from the asset have expired, or (ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either: - The Company has transferred substantially all the risks and rewards of the asset, or - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.</p> <p>Impairment of financial assets The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.</p> <p>Income Recognition Interest Income from debt instruments is recognised using the effective interest rate method.</p>
2.14	<p>Financial Liabilities</p> <p>Initial recognition and measurement All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.</p> <p>Subsequent measurement Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of Financial liabilities depends on their classification, as described below:</p> <p>(i) Financial Liabilities at fair value through profit or loss (FVTPL) A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.</p> <p>(ii) Financial Liabilities measured at amortised cost After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR"). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.</p> <p>Derecognition A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.</p>
2.15	<p>Offsetting of financial instruments Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.</p>
2.16	<p>Fair Value of Financial Instruments In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.</p>



Notes to the Standalone Financial Statements for the year ended March 31, 2023

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.17 Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

2.18.1 A. Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured based on the transaction price (which is the consideration, adjusted to discounts, incentives and returns, etc., if any) that is allocated to that performance obligation. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate rebates and returns are monitored and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions.

Revenue from sale of products and services are recognised at the time of satisfaction of performance obligation. The period over which revenue is recognised is based on entity's right to payment for performance completed. In determining whether an entity has right to payment, the entity shall consider whether it would have an enforceable right to demand or retain payment for performance completed to date if the contract were to be terminated before completion for reasons other than entity's failure to perform as per the terms of the contract.

Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components.

The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

2.18.2 (b) Other income

Export Incentives under various schemes are accounted in the year of export.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.19 Foreign currency Translations

Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

Transactions and Balances

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.



SAKUMA EXPORTS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2023

	<p>Monetary Items Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.</p> <p>Non - Monetary Items Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.</p>
2.20	<p>Employee benefits Employee benefits include provident fund, gratuity fund and compensated absences.</p> <p>(a) Defined contribution plans The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p>(b) Defined benefit plans Defined Benefit Plan i.e. gratuity is recognised on accrual basis based on the actuarial valuation in accordance with the requirement of Ind AS 19. Payment for present liability of future payment of gratuity is being made to approve gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the PNB Met Life Insurance Company Ltd. However, any deficit in plan assets managed by PNB Met Life Insurance as compared to the liability on the basis of an independent actuarial valuation is recognized as a liability. The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.</p> <p>(c) Privilege leave entitlements Privilege leave entitlements are recognized as a liability, in the calendar year of rendering of service, as per the rules of the Company. As accumulated leave can be availed and/or encashed at any time during the tenure of employment, subject to terms and conditions of the scheme, the liability is recognized on the basis of an actual working based on balance days of accumulated leave.</p>
2.21	<p>Borrowing costs Borrowing cost directly attributable to development of qualifying assets are capitalized till the date qualifying assets is ready for put to use for its intended purpose as part of cost of that assets. Other borrowing cost are recognised as expenses in the period in which they are incurred.</p>
2.22	<p>Segment reporting Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.</p>
2.23	<p>Earnings per share The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.</p>
2.24	<p>Impairment of Non-financial assets The carrying values of assets/cash generating unit at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and therein value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication than an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss except in case of revalued assets.</p>



SAKUMA EXPORTS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2023

2.25	<p>Provisions</p> <p>The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.</p> <p>If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.</p>
2.26	<p>Contingent Liabilities</p> <p>A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.</p>
2.27	<p>Significant accounting judgments, estimates and assumptions:</p> <p>The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise Judgement in applying the Company's accounting policies.</p> <p>The estimates and judgements involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed .Detailed information about each of these estimates and judgements is included in relevant notes.</p> <p>Critical estimates and judgements</p> <p>The areas involving critical estimates or judgements are:</p> <ol style="list-style-type: none"> a. Estimation of current tax expenses and payable b. Estimated useful life of Intangible assets c. Estimation of defined benefit obligation d. Estimation of Provisions and Contingencies e. Estimation of Incremental Borrowing rate –Leases



Sakuma Exports Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Note 3: Property, Plant and Equipment

Particulars	Leasehold Land	Windmill	Plant and Machinery	Furniture and Fixtures	Motor Vehicle	Office Equipment		Right to Use of Assets Leasehold Building	Total
						Computer & Computer Equipments	Others		
Gross Carrying Amount									
As at March 31, 2022	6.08	198.53	18.41	12.62	561.96	13.12	29.26	167.52	1,007.50
Additions	-	-	-	1.15	-	6.60	0.87	-	8.62
Deduction / Adjustment	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	(18.99)	-	-	-	(18.99)
As at March 31, 2023	6.08	198.53	18.41	13.77	542.97	19.72	30.13	167.52	997.13
Accumulated Depreciation									
As at March 31, 2022	3.88	115.43	10.08	9.66	337.90	10.86	21.89	13.20	522.90
Depreciation for the year	0.61	13.43	1.10	1.42	69.69	2.39	3.63	52.91	145.18
Deduction / Adjustment	-	-	-	-	(18.05)	-	-	-	(18.05)
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2023	4.49	128.86	11.18	11.08	389.54	13.25	25.52	66.11	650.03
Net Book Value:									
As at March 31, 2023	1.59	69.67	7.23	2.69	153.43	6.47	4.61	101.41	347.10
As at March 31, 2022	2.20	83.10	8.33	2.96	224.06	2.26	7.37	154.32	484.60

Note:

(i) For information of pledges and securities to lenders on Property, Plant and Equipment Refer Note 19 & 22.

(ii) For Property, Plant and Equipment existing as on the date of transition to the Ind AS, the company has used Indian GAAP carrying value as the deemed cost.

(iii) All Property, Plant and equipment are held in the name of the Company.



Notes to the Standalone financial statements for the year ended 31 March, 2023

Note 4 : Intangible assets

₹ in lakhs

Particulars	Computer Software	Total
Year Ended 31 March, 2023		
Gross Carrying Amount		
Opening Gross Carrying Amount as at 1st April, 2022	9.67	9.67
Additions during the year	-	-
Closing Gross Carrying Amount	9.67	9.67
Accumulated Amortisation		
Opening Accumulated Amortisation	9.19	9.19
Amortisation charge for the year	-	-
Closing Accumulated Amortisation	9.19	9.19
Closing Net Carrying Amount	0.48	0.48
Year Ended 31st March, 2022		
Gross Carrying Amount		
Opening Gross Carrying Amount	9.62	9.62
Additions during the year	0.05	0.05
Closing Gross Carrying Amount	9.67	9.67
Accumulated Amortisation and Impairment		
Opening Accumulated Amortisation	8.92	8.92
Amortisation Charge for the year	0.27	0.27
Closing Accumulated Amortisation and Impairment	9.19	9.19
Closing Net Carrying Amount	0.48	0.48

* Computer Software includes expenditure on computer software which is not an integral part of hardware

Note - 5 : Investment in Subsidiaries

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Investments (At cost):		
Unquoted equity Shares Non-Trade		
(a) Shares of Sakuma Exim DMCC, UAE (50 (March 31, 2022 : 50) equity shares OF AED 1,000 each)	7.01	7.01
(b) Shares of Sakuma Exports Pte Limited, Singapore (402,530 (March 31, 2022 : 402,530) equity shares of USD 1 each)	2,217.52	2,217.52
Closing Net Carrying Amount	2,224.53	2,224.53

Note - 6 : Investment Others

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Investment (At Cost)		
Unquoted		
- Investment in Gold Bond [Refer note (i)]	2.60	2.60
Total	2.60	2.60



Note:

(i) The company is the registered holder of 100 units of the Sovereign Gold bonds bearing interest at the rate of 2.75% p.a. payable at half yearly intervals every year.

Note 7 : Loans Advances & Deposits

Particulars	As at March 31, 2023	
	Current	Non - Current
Unsecured, considered Good		
Security deposits - to related parties [Refer Note (i)]	-	74.36
Security deposits - to others [Refer Note (i)]	549.21	4.72
Loans and Advances to Employees	102.02	47.21
Less: Provision for doubtful Loans	-	(47.21)
	651.23	79.08
Unsecured, considered Doubtful		
Deposits with Others	-	13.94
Loans and Advances to Others	-	-
Less: Provision for doubtful deposits	-	(13.94)
	-	-
Total Loans Advances & Deposits	651.23	79.08

₹ in lakhs

Particulars	As at March 31, 2022	
	Current	Non - Current
Unsecured, considered Good		
Security deposits - to related parties [Refer Note (i)]	-	67.31
Security deposits - to others [Refer Note (i)]	-	4.72
Loans and Advances to Employees	92.92	-
Less: Provision for doubtful Loans	-	-
	92.92	72.03
Unsecured, considered Doubtful		
Deposits with Others	-	13.94
Loans and Advances to Others	-	50.21
Less: Provision for doubtful deposits	-	(64.15)
	-	-
Total Loans Advances & Deposits	92.92	72.03

(i) Sub Classification of Loans & Advances

Particulars	As at March 31, 2023	
	Current	Non - Current
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured	651.23	79.08
Loans Receivables which have significant increase in Credit Risk; and	-	-
Loans Receivables - credit impaired	-	13.94
Total	651.23	93.02
Less: Allowance for Doubtful Loans	-	(13.94)
Total Loans & Advances	651.23	79.08

Particulars	As at March 31, 2022	
	Current	Non - Current
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured	92.92	72.03
Loans Receivables which have significant increase in Credit Risk; and	-	-
Loans Receivables - credit impaired	-	64.15
Total	92.92	136.18
Less: Allowance for Doubtful Loans	-	(64.15)
Total Loans & Advances	92.92	72.03

Refer Note no:-46 for information about credit risk and market risk factors



Note - 8 : Other Non Current Assets

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Fair Value of Plan Assets - Gratuity	10.06	10.15
Income accrued But not Due	0.40	23.18
Unsecured considered doubtful		
Advance receivable in kind or for value to be received	98.19	98.19
Less: Provision for doubtful balances	(98.19)	(98.19)
Total	10.46	33.33

Note 9 : Inventories

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Stock in Trade	11,188.31	8,132.06
Total Inventories	11,188.31	8,132.06

- For details of inventories given as security to lenders refer Note 22

Note 10 : Trade receivables

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables considered good – Unsecured	15,073.66	29,197.16
Trade Receivables having significant increase in Credit Risk; and	40.54	57.31
Trade Receivables - credit impaired	-	-
Total	15,114.20	29,254.47
Less : Allowance for expected credit loss	(40.54)	(57.31)
Total Trade Receivables	15,073.66	29,197.16
Current Portion	15,073.66	29,197.16
Non - Current Portion	-	-

(i) Trade receivables are non interest bearing in nature. The company maintains the policy of dispatches against payments except in case of merchant trade transactions, wherein the terms of payment is six months.

(ii) The above Trade Receivables are hypothecated to banks against Cash Credit and Packing Credit facilities. (Refer note no. 22)

(iii) Refer Note no. 34 for ageing & 46 for information about credit risk and market risk factors.

Note 11 : Cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks - In current accounts	1,747.18	523.56
Cash on Hand	5.16	5.19
Total Cash and Cash Equivalents	1,752.34	528.75

Note 12 : Other Bank Balances

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
In Unclaimed Dividend Accounts	7.14	7.38
Balance with banks held as margin money deposits against guarantee	321.06	323.93
Total Other Bank Balances	328.20	331.31



Note - 13 : Investment Others

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Investment (At Fair value through profit and loss)		
Unquoted	300.68	-
- Investment in Mutual Funds	300.68	-
Unquoted Investment		
Total Investments - Others	-	-
Aggregate amount of quoted investment at market value	300.68	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of Impairment in value of Investments	300.68	-
Aggregate amount of market Value		

Note 14 : Other Financial Assets

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Income accrued But not Due	-	3.00
Margin Money on Derivative contracts	188.27	620.47
Claims Receivable	(188.27)	188.27
Less: Allowance for Doubtful Receivables	-	(188.27)
Total Other Financial Assets		623.47

Note 15: Other Current Assets

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	3,665.79	7,222.01
(a) Advance recoverable in cash or kind	53.95	38.96
(b) Prepaid expenses	-	9.05
(c) Advance to Employees	8.40	-
(d) Security Deposit to Others	65.56	-
(e) Income Receivable	-	-
(f) Balances with government authorities -	70.34	85.87
- Export Incentives Receivable	37.22	37.22
- Sales tax Deposit	2,880.75	2,324.87
- GST Authorities	712.36	115.55
(g) GST Credit Receivable	68.86	227.77
(h) Fair Value of Forward Contract	7,563.23	10,061.30
Total Other Current Assets		

Note 16 : Current Tax Asset (Net)

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Provision For Taxation (Net of Advances)	189.92	111.02
Total Current Tax Asset	189.92	111.02

Note - 17 : Equity Share Capital & Other Equity

Note 17(a) : Equity Share Capital

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised 40,00,00,000 equity shares of ₹ 1 each (40,00,00,000 equity shares of ₹ 1 each)	4,000.00	4,000.00
	4,000.00	4,000.00



Particulars	As at March 31, 2023	As at March 31, 2022
Issued, Subscribed and Fully Paid Up 23,45,59,430 equity shares of ₹ 1 each (23,45,59,430 equity shares of ₹ 1 each)	2,345.59	2,345.59
	2,345.59	2,345.59

b). Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares	
	As at March 31, 2023	
	Number	₹ in lakhs
Shares outstanding at the beginning of the year	234,559,430	2,345.59
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	234,559,430	2,345.59

Particulars	Equity Shares	
	As at 31st March 2022	
	Number	₹ in lakhs
Shares outstanding at the beginning of the year	234,559,430	2,345.59
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	234,559,430	2,345.59

c) Terms / rights attached to equity shares

- (i) The Company has one class of equity shares having par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The
(ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution

d). Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares	
	As at March 31, 2023	
	No. of Shares held	% Holding
Mrs. Kusum Chander Mohan Malhotra	46,431,190	19.80%
Mr. Saurabh Malhotra	32,485,077	13.85%
M/s Sakuma Infrastructure and Realty Pvt Ltd	49,772,450	21.22%

Name of the Shareholder	Equity Shares	
	As at 31st March 2022	
	No. of Shares held	% Holding
Mrs. Kusum Chander Mohan Malhotra	46,431,190	19.80%
Mr. Saurabh Malhotra	32,485,077	13.85%
M/s Sakuma Infrastructure and Realty Pvt Ltd	48,872,450	20.84%

- (e) As per records of the company, including register of shareholders and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

f) Shareholding of Promoters :

Name of the Promoter	No. of Shares held at the Beginning	% of shares held at the Beginning
Saurabh Malhotra	32,485,077	13.85%
Kusum Chandermohan Malhotra	46,431,190	19.80%
Shipra Malhotra	5,000	0.00%
Vanitha Malhotra	10,350,000	4.41%
Tanya Mediratta	5,320	0.00%
Sakuma Finvest Pvt Ltd	6,987,200	2.98%
G M K System And Logistics Private Limited	900,000	0.38%
Sakuma Infrastructure And Realty Private Limited	48,872,450	20.84%
Total Shareholding	146,036,237	61.88%



Name of the Promoter	No. of Shares held at the End	% of shares held at the End
Saurabh Malhotra	32,485,077	13.85%
Kusum Chandermohan Malhotra	46,431,190	19.80%
Shipra Malhotra	5,000	0.00%
Vaniitha Malhotra	10,350,000	4.41%
Tanya Mediratta	5,320	0.00%
Sakuma Finvest Pvt Ltd	6,987,200	2.98%
G M K System And Logistics Private Limited	-	0.00%
Sakuma Infrastructure And Realty Private Limited	49,772,450	21.22%
Total Shareholding	146,036,237	62.26%

Name of the Promoter	No. of Shares transferred/ gifted/ issued, if any	% of change in the shareholding, if any
Equity :		
Saurabh Malhotra	-	-
Kusum Chandermohan Malhotra	-	-
Shipra Malhotra	-	-
Vaniitha Malhotra	-	-
Tanya Mediratta	-	-
Sakuma Finvest Pvt Ltd	-	-
G M K System And Logistics Private Limited	-	-
Sakuma Infrastructure And Realty Private Limited	(900,000)	-0.38%
Total	900,000	0.38%

Note 18:-Other Equity

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Capital Redemption Reserve [Refer note (i)]	1,000.09	1,000.09
(b) Securities Premium [Refer note (ii)]	8,545.43	8,545.43
(c) Cash Flow Hedging Reserve (iii)	51.53	170.44
(d) Retained Earnings [Refer note (iv)]	15,687.42	13,391.28
Total Reserves and Surplus	25,284.47	23,107.24

(a) Capital Redemption Reserve [Refer note (i)]

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	1,000.09	1,000.09
Add: Transfer From General Reserve	-	-
Closing Balance	1,000.09	1,000.09

(b) Securities Premium [Refer note (ii)]

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	8,545.43	8,545.43
Add: Received during the period	-	-
Closing Balance	8,545.43	8,545.43

(c) Cash Flow Hedging Reserve (iii)

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	170.44	4.64
Add / (Less): Net Effect of foreign exchange rate variations on hedging instruments outstanding at the end of the year	(118.91)	165.80
Closing Balance	51.53	170.44



(d) Retained Earnings [Refer note (iv)]

₹ in lakhs

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Opening Balance	13,391.28	11,222.01
Add : Total Comprehensive Income for the year after tax	2,413.42	2,286.55
Less : Dividend distributed to equity shareholders (₹1 per share)	(117.28)	(117.28)
Closing Balance	15,687.42	13,391.28

Notes:

(i) The Company has transferred amount from Statement of profit or loss to capital redemption reserve on redemption of preference shares issued by

(ii) Securities premium is created on the premium on issue of shares. This same will be utilised in accordance with the provisions of the Companies Act 2013.

(iii) Retained earnings represents profits that the Company has earned till March 31, 2023, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(iv) Cash Dividends paid on equity shares declared and paid

₹ in lakhs

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Final dividend for the year ended March 31, 2022 of ₹ 0.05 per share (March 31, 2021 of ₹ 0.05 per share)	117.28	117.28
Closing Balance	117.28	117.28

(v) Proposed dividend on Equity Shares

₹ in lakhs

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Final Cash dividend for the year ended on March 31, 2023: ₹ 0.05 per share (March 31, 2022: ₹ 0.05 per share)	117.28	117.28
Closing Balance	117.28	117.28

(vi) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend and are not recognised as a liability in the year in which it is proposed.

Note 19 : Long Term Borrowings

₹ in lakhs

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Secured		
Car Loan	76.52	154.17
Closing Balance	76.52	154.17

The company has taken car loan from Axis Bank during the financial year carrying interest rate @ of 8.65% per annum. The loan is secured against the Hypothecation of subject car.

Note 20 : Lease Liabilities

₹ in lakhs

Particulars	As at	As at
	March 31, 2023	March 31, 2022
	Non - Current	Non - Current
Lease Liabilities	34.65	81.22
Total Lease Liabilities	34.65	81.22

Note 21: Provisions

Particulars	As at March 31, 2023	
	Current	Non - Current
Provision for Bonus	5.81	-
Provision for Gratuity	9.98	91.32
Total Provisions	15.79	91.32

Particulars	As at March 31, 2022	
	Current	Non - Current
Provision For Bonus	5.85	-
Provision For Gratuity	4.95	67.87
Total Provisions	10.80	67.87

* Also refer Note No 41 of Employee Benefits



Note 22 : Current Borrowings

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Secured		
From banks		
Cash Credit : BOM	-	2,417.56
- PCFC -INDUSIND BANK	-	1,929.52
- Cash Credit - SVC Bank	1,333.15	2,300.93
- PCFC -Deutsche Bank	164.43	
- OD from ICICI Bank	-	263.13
Current Maturities of Long Term Borrowings	77.65	71.24
Unsecured		
- From Related Parties		
- Sakuma Infrastructure and Realty Private Limited	-	1,416.86
Total Current Borrowings	1,575.23	8,399.24

Nature of Security

i) The Company has entered into the banking arrangement for credit facilities with multiple banks, i.e. Bank of Maharashtra, Indusind Bank, SVC Co-operative Bank Limited, Deutsche Bank and ICICI Bank.

a) **Bank of Maharashtra:** The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Book debts and Current Assets of the company along with the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities for Bank of Maharashtra is repayable on demand and carries interest of 10.30% p.a. i.e. one year Maximum Cost of Lending Rate (MCLR) of the bank + 2.50% + BSS 0.5%.

b) **Indusind Bank:** The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Books debts and Current Assets of the company in paripassu with other banks along with the collateral security against Fixed Assets. Credit Facilities from Indusind Bank is repayable on demand and carries interest of 9.25 p.a. i.e. one year Maximum Cost of Lending Rate (MCLR) of the bank i.e. 8.45%+ 0.80%.

c) **SVC Cooperative Bank Ltd:** The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Books debts and Current Assets of the company in paripassu with other banks along with the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities from SVC Cooperative Bank Ltd is repayable on demand and carries interest of 11.65 p.a. i.e. (PLR) of the bank i.e. 8.55%+3.10%.

d) **Deutsche Bank:-** The credit facilities comprises of Cash Credit and Packing credit which is secured against Hypothecation of Inventory, Books debts and Current Assets of the company in paripassu with other banks along with the collateral security against Fixed Assets (other than vehicles and Leasehold Land). Credit Facilities from Deutsche Bank is repayable on demand and carries interest of MBOR +4.73% per annum.

e) **ICICI Bank Ltd:** The credit facilities comprises of Overdraft facility against Fixed Deposit. Credit Facilities from ICICI Bank Ltd is repayable on demand and carries interest of 4% p.a..

(ii) Unsecured Short Term Borrowings of the company are repayable on demand and carrying interest rate @ 10% p.a.

Note 23: Trade payables

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
(a) total outstanding dues of micro enterprises and small enterprises	1,283.69	272.17
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		
- From Related Parties	-	1,301.29
- From Others	2,782.00	4,235.14
Total Trade Payables	4,065.69	5,808.60

(i) The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the Company regarding the status of the suppliers under the MSMED Act.



Particulars	As at March 31, 2023	As at 31st March 2022
Principal amount remaining unpaid to any supplier as at the end of the year	1,283.69	272.17
Interest due on the above amount	-	-
Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Act, 2006	-	-
Amounts of payment made to the suppliers beyond the appointed day during the year	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act	-	-
Amount of interest accrued and remaining unpaid at the end of the year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

* Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

(ii) Trade payables are non-interest bearing and normally settled within 120 days.

(iii) Refer Note 35 for ageing analysis of creditors.

Note 24 : Other financial liabilities

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2023
	Current	Non - Current
Unclaimed dividends	6.90	-
Lease Liability	46.57	-
Other Provisions	23.24	-
Total Other Financial Liabilities	76.71	-

Particulars	₹ in lakhs	
	As at March 31, 2022	As at March 31, 2022
	Current	Non - Current
Unclaimed dividends	7.15	-
Lease Liability	48.94	-
Other Provisions	44.27	-
Total Other Financial Liabilities	100.36	-

Note 25 : Other Current Liabilities

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Advance From Customers - From Related Party	44.02	1,709.85
Advance From Customers - From Others	6,159.82	10,024.44
Statutory Dues to Government	81.49	126.47
Unrealised Gain/loss for CDS- Securities	-	134.14
Total Other Current Liabilities	6,285.33	11,994.90

Note 26 : Revenue From Operations

Particulars	₹ in lakhs	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Traded Goods	284,951.86	252,616.13
Other Operating Revenue	635.17	549.05
Total Revenue from Continuing Operations	285,587.03	253,165.18



₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sugar	282,990.73	250,685.61
Other commodities	2,596.30	2,479.57
Total Revenue from Continuing Operations	285,587.03	253,165.18

A. Disaggregation Revenue Information

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
i. Revenue based on Geography		
Revenue from Operations within the Country	124,356.15	90345.31
Revenue from Operations outside the Country	161,230.88	162819.88
Total	285,587.03	253,165.18

ii. Timing of Revenue Recognition

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Goods Transferred at a point in time	285,587.03	253,165.18
Services transferred over time	-	-
Total	285,587.03	253,165.18

B. Segment Reconciliation

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Agro Products	285,468.67	253,053.98
Sale Others	118.36	111.20
Total	285,587.03	253,165.18

C. Contract Balances

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Trade Receivables	15,073.66	29,197.16
Advance From Customers - From Related Party & Others	6,203.84	11734.29

D. Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted prices

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Revenue as per Contracted Prices	285,150.51	254,650.33
Less : Sales Returns, Discounts, Rebate etc.	(198.65)	(1,485.14)
Total Revenue from Continuing Operations	284,951.86	253,165.18

Note 27: Other Income and Other Gains/(Losses)

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Income	14.38	39.70
Net gain on sale of Investments:	415.15	54.73
Mark to Market gain on forward gain	-	587.18
Other non-operating income (net of expenses directly attributable to such income)	295.41	19.32
Total Other Income	724.94	700.93

Note 28: Changes in inventories of finished goods, Stock - in -Trade

₹ in lakhs		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Balances		
Finished Goods	8,132.06	4,649.44
Total Opening Balances	8,132.06	4,649.44
Closing Balances		
Finished Goods	11,188.31	8,132.06
Total Closing Balances	11,188.31	8,132.06
Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(3,056.25)	(3,482.62)



Note 29 : Employee benefits expenses

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries, Wages, Bonus Etc.	453.26	379.20
Contribution To Provident Fund & Other Funds	14.75	9.55
Gratuity Expenses (Also Refer Note No 41 of Employee Benefits)	41.31	25.72
Staff Welfare Expenses	8.92	8.90
Directors Remuneration	108.00	108.00
Total Employee Benefits Expenses	626.24	531.37

Note 30 : Finance costs

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest		
Interest Expenses on Borrowings	464.73	224.49
Other Finance Cost	208.38	126.76
Finance Cost expensed in Profit or Loss	673.11	351.25

Note 31 : Depreciation and amortisation expenses

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on Property, Plant and Equipment	92.26	133.52
Amortization of Intangible Assets	52.91	56.86
Total Depreciation and amortisation expenses	145.17	190.38

Note 32 : Other expenses

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Power and fuel	4.00	3.64
Rent including lease rentals	6.07	2.54
Repairs and maintenance - Buildings	1.03	1.25
Repairs and maintenance - Machinery	29.63	32.11
Repairs and maintenance - Others	3.34	29.04
Insurance	67.01	81.76
Rates and taxes	0.90	37.55
Communication	13.05	11.45
Travelling and conveyance	78.44	44.87
Freight and forwarding	12,177.50	12738.99
Business promotion	10.28	2.89
Legal and professional	217.69	141.44
Payments to auditors [Refer Note 32a below]	12.11	11.35
Terminal and Handling Charges	982.42	728.81
Other Clearing Charges	1,061.34	799.85
Transport Charges	12,858.03	11374.37
Warehouse Charges	177.83	220.15
Demurrage & Detention Charges	164.29	20.77
Brokerage on trading in Commodities & Securities Exchange	37.59	360.86
Lodging & Boarding	44.33	73.86
Corporate Social Responsibilities Expenses [Refer Note 32b below]	37.81	121.61
Directors Sitting Fees	12.00	7.50
Provision for doubtful debts and other advances	-	7.51
Mark-to-market gain on forward contracts	684.77	-
Miscellaneous Expenses	176.08	85.44
Total Other expenses	28,857.54	26,939.61



Note 32(a) : - Details of Payment to Auditors

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Payment to Auditors		
As Auditor :		
Audit Fees	7.00	7.00
Tax Audit Fees	2.00	2.00
In other capacities :		
Other Matters	3.11	3.85
Total Payment to Auditors	12.11	12.85

(b) Details of Corporate Social Responsibility(CSR) Expenditure:

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Amount required to be spent as per Section 135 of the Act	37.81	54.41
Amount Spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On Purpose other than (i) above	37.81	121.61
Excess Amount Spent during the Year	-	(67.20)
Excess Amount Carried Forward to next year to adjust the same against Future Obligations	-	-
Amount debited in the statement of Profit & Loss Account	37.81	121.61

Note 33 : Tax Expenses

(a) Amounts recognised in profit or loss

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2021
Current tax expense (A)		
Current year	884.66	793.04
Short / (Excess) Provision of Taxation of Earlier Years	1.56	(21.57)
Deferred tax expense (B)		
Origination and reversal of temporary differences	71.73	(127.12)
Tax expense recognised in the income statement (A+B)	957.95	644.35

(b) Amounts recognised in other comprehensive income

₹ in lakhs

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Items that will not be reclassified to profit & loss		
Remeasurements of the defined benefit plans	12.74	18.56
Income Tax on Above	(3.21)	(4.67)
	9.53	13.89

(c) Reconciliation of effective tax balances

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit before tax	3,361.84	2,917.01
Tax using the domestic tax rate (Current year 25.168% and Previous Year 25.168%)	846.11	734.15
Tax effect of :		
Tax effect of non deductible expenses	57.70	85.05
Income Tax Incentives		
Deductions under various sections of Income Tax Act	(19.15)	(26.09)
Tax at concessional rate than stated above		
Others	-	(0.07)
Tax expenses as per Statement of Profit & Loss	884.66	793.04
Effective tax rate	26.31%	27.19%



(d) Movement in deferred tax balances				₹ in lakhs
Particulars	As at April 1, 2022 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at March 31, 2023 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Property, Plant & Equipment	(3.99)	4.17	-	0.18
Amortisation of leased asset	0.12	(2.54)	-	(2.42)
Restatement of Hedge Items	57.31	-	(39.99)	17.32
Premeasurements of defined benefit plans	18.33	-	7.17	25.50
Provision for Doubtful Debts and Advances	102.66	(3.76)	-	98.90
Deferred Tax Assets/(Liabilities) - Net	174.43	(2.13)	(32.82)	139.48

(d) Movement in deferred tax balances				₹ in lakhs
Particulars	As at April 1, 2021 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at March 31, 2022 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Property, Plant & Equipment	(11.36)	7.37	-	(3.99)
Amortisation of leased asset	1.66	(1.54)	-	0.12
Restatement of Hedge Items	1.59	55.72	-	57.89
Premeasurements of defined benefit plans	16.67	-	1.66	18.33
Provision for Doubtful Debts and Advances	100.74	1.92	-	102.66
Deferred Tax Assets/(Liabilities) - Net	109.30	63.47	1.66	174.43

i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

ii) The Company has opted for reduced tax rate as per Section 115BAA of the Income Tax Act, 1961 (introduced by the Taxation Laws (Amended) Ordinance, 2019) for the current financial year. Accordingly the Group



Sakuma Exports Limited

Notes forming part of the Standalone financial statements

Note 34 Ageing for Trade Receivables

a Trade Receivable ageing schedule as at March 31, 2023

Particulars	Unbilled receivables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade Receivables								
(i) Considered good	-	-	14,736.29	-	-	-	7.74	14,744.03
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	336.75	-	-	336.75
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	-	33.42
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Total	-	-	14,736.29	-	336.75	7.74	33.42	15,114.20

₹ in lakhs

b Trade Receivable ageing schedule as at March 31, 2022

Particulars	Unbilled receivables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade Receivables								
(i) Considered good	-	-	27,714.14	753.21	409.20	7.74	-	28,884.29
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	336.75	-	-	-	-	336.75
(ii) which have significant increase in Credit Risk	-	-	-	-	-	-	33.42	33.42
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Total	-	-	28,050.89	753.21	409.20	7.74	33.42	29,254.46



Sakuma Exports Limited

Notes forming part of the Standalone financial statements

Note 35 Ageing for Trade Payables

a Trade Payables ageing schedule as at March 31, 2023

Particulars	Unbilled payables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	1,283.69	-	-	-	-	1,283.69
b) Others	150.27	-	2,497.18	52.65	22.26	59.63	-	2,782.00
c) Disputed dues - MSME	-	-	-	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	150.27	-	3,780.87	52.65	22.26	59.63	-	4,065.69

₹ in lakhs

b Trade Payables ageing schedule as at March 31, 2022

Particulars	Unbilled payables	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	272.17	-	-	-	-	272.17
b) Others	897.64	-	3,577.36	985.12	28.74	-	-	5,488.87
c) Disputed dues - MSME	-	-	-	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	47.56	-	-	47.56
Total	897.64	-	3,849.53	985.12	76.30	-	-	5,808.59

₹ in lakhs



Sakuma Exports Limited
Notes forming part of the Standalone financial statements

Note 36 Ratio Analysis

Sr. No.	Ratio	Numerator	Denominator	FY 2022-23	FY 2021-22	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	3.08	1.87	65.27	Decrease in current liabilities in comparison to previous year has led to increase of Current Assets Ratio.
2	Debt-Equity Ratio	Total Debt	Shareholder's Fund	0.06	0.34	(82.21)	During current year company there is decrease in Borrowings as compared to last year hence there is decrease in debt equity ratio.
3	Debt Service Coverage Ratio	Earning Available for Debt Service	Debt Service	6.21	8.32	(25.32)	There is increase in Earnings in current year while the increase in finance cost during the year has increased same which led to decrease in Debt Service Ratio
4	Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	8.73	8.98	(2.77)	
5	Inventory Turnover Ratio	Sales	Average Inventory	29.50	39.53	(25.38)	Ratio has reduced as there is more than considerable increase in Revenue as well increase in closing stock compared to previous year
6	Trade Receivables Turnover Ratio	Net Credit Sales	Average Accounts Receivable	12.90	12.81	0.74	
7	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	51.79	56.38	(8.14)	
8	Net Capital Turnover Ratio	Net Sales	Average Working Capital	10.34	9.95	3.92	
9	Net Profit Ratio	Net Profit after Tax	Net Sales = Total Sales - Sales Return	0.84	0.90	(6.23)	
10	Return of Capital Employed	EBIT	Capital Employed	0.14	0.10	43.33	Return on capital employed has improved due to better growth in Earning in comparison to previous year.
11	Return on Investment (Unquoted)	Net Gain / (Loss)	Fair Value Change / Average Current Investments	0.68	5.97	(88.61)	There is increase in Return on Investments (Actual & Fair Value) in current financial year as compared to previous financial year



Note No. 37: Operating Leases

i) The Company's lease asset primarily consist of leases for land and buildings for offices. Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset at an amount equal to lease liability adjusted for any related prepaid and accrued lease payments previously recognised.

(ii) The following is the summary of practical expedients elected on initial application:

- (a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
- (b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- (c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- (d) Applied the practical expedient by not reassessing whether a contract is, or contains, a lease at the date of initial application. Instead applied the standards only to contracts that were previously identified as leases under Ind AS 17.
- (e) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

(iii) Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2022

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	154.32	27.91
Total Right of Use on the date of transition	154.32	27.91
Additions during the year	-	167.52
Deletion during the year	-	15.75
Depreciation of Right of use assets (refer note 31)	(52.91)	(56.86)
Closing Balance	101.41	154.32

(iv) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2022:

Particulars	₹ in lakhs	
	As at March 31, 2022	As at March 31, 2021
Opening Balance	130.16	30.43
Additions during the year		158.93
Finance cost accrued during the year	14.06	3.80
Deletions	-	-
Payment of Lease Liabilities	(63.00)	(63.00)
Closing Balance	81.22	130.16

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
With respect to non - cancellable operating lease, the future minimum lease payment as at Balance Sheet date is as follows:		
For a period not later than one year	63.00	63.00
For a period later than one year and not later than five years	57.75	120.75
For a period later than five years	-	-
Total	120.75	183.75

(v) The maturity analysis of lease liabilities are disclosed in Note 46

(vi) Rental expense recorded for short-term leases was ₹ 6.07 lakhs for the year ended March 31,2023

(vii) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.



Note 38 : Earnings per equity share: (in ₹)

Particular	As at March 31, 2022	As at March 31, 2021
Earnings Per share has been computed as under :		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	2,413.42	2,286.55
Total Average No of shares Outstanding during the year	2,345.59	2,345.59
Weighted Average No of shares Outstanding during the year	2,345.59	2,345.59
Earnings per Share -Basic & Diluted (Face Value of ₹ 1/- per Share)	1.03	0.97

Note 39 Contingent liabilities and commitments (to the extent not provided for)

₹ in lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Contingent liabilities		
Direct and indirect taxation matters #		
TDS Default	1.52	0.31
Income tax	1,305.08	1,494.02
Sales tax	803.84	803.84
Claims against the Company not acknowledged as debts	3,461.67	10.97

Net of Payments made

Note 40 Segment Reporting

The company and its Chief Operating Decision Maker (CODM) reviews agro business as the only segment and takes decision based on the demand and supply in agro business. Thus, as per Ind AS 108, the business activities falls within a single primary segment i.e. trading in Agri Products and accordingly segment reporting is not applicable.



Sakuma Exports Limited
Notes forming part of the standalone financial statements
Note 41 Post-retirements benefit plan

Note	Particulars		
(i)	Defined contribution plans		
	The group has recognised and included in Note 29 "Contribution to Provident and other funds" expenses towards the defined contribution plan as under:		
		₹ in lakhs	
	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
	Contribution to Provident fund (Government)	14.75	9.55
(ii)	Defined benefit plans		
	The group offers the following employee benefit schemes to its employees:		
	Gratuity		
	The group has a defined benefit gratuity plan which is funded with an Insurance group in the form of qualifying Insurance policy. The group's defined benefit gratuity plan is a salary plan for employees which requires contributions to be made to a separate administrative fund.		
	The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed five years of service gets a gratuity on separation @ 15 days of last drawn salary for each completed year of service rounded to nearest integer. The scheme is funded with an insurance group in the form of qualifying insurance policy.		
	The Management have appointed PNB MetLife to manage its funds. The management aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.		
	In case of death, while in service, the gratuity is payable irrespective of vesting. The group makes annual contribution to the group gratuity scheme administered by PNB MetLife through its gratuity funds.		
	The disclosure in respect of the defined Gratuity plan are given below:		
		₹ in lakhs	
	Particulars	As at March 31, 2023	As at March 31, 2022
	(a) Net Assets / (Liability) of Defined Benefit Plans -		
	Present Value of Funded obligation	101.30	72.82
	Fair value of plan assets	10.06	10.15
	Net Asset / (Liability) recognised	(91.24)	(62.67)
	(b) Change in present value of the defined benefit obligation are as follows -		
	Opening Defined Benefit Obligation	72.82	66.24
	Service cost for the year	35.94	22.97
	Past service cost		
	Interest cost for the year	6.11	4.62
	Benefits paid	-	(2.46)
	Actuarial losses (gains)	(13.56)	(18.54)
	Closing defined benefit obligation	101.31	72.82
	(c) Changes in Fair value of Plan Assets during the year -		
	Opening fair value of plan assets	10.15	10.72
	Expected return	0.73	0.69
	Benefits paid	-	(1.27)
	Actuarial gains and (losses)	(0.82)	0.01
	Closing balance of fund	10.06	10.15
	(d) Expenses recognised during the period -		
	In Income Statement	41.31	26.91
	In Other Comprehensive Income	(12.74)	(18.56)
	Total Expenses recognised during the period	28.57	8.36
	(e) Amount recognised as expenses the Statement of Profit and Loss		
	Current Service Cost	3.16	9.00
	Net Interest on net Defined Liability/(Asset)	1.44	1.04
	Total	4.60	10.03



(f) Amount recognised as other comprehensive income the Statement of Profit and Loss		
Actuarial gains and (losses)	8.78	(8.52)
Return on plan assets, excluding amount included in 'Net Interest on net Deferred Liability/(Asset)' above	0.17	0.13
Total	8.95	(8.39)
(g) Actual return on plan assets -		
Expected return on plan assets	0.73	0.69
Actuarial gain / (loss) on plan assets	(0.82)	0.01
Actual return on plan assets	(0.09)	0.70

(h) The principal assumptions used in determining gratuity and leave encashment for the group's plan are shown below:

Description of Risk Exposures -

Valuations are performed on certain basic set of predetermined assumptions and other regulatory frame work which may vary overtime. Thus, the group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk

The plan exposes the group to the risk of all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Salary Escalation Risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Regulatory Risk

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹ 20 lakhs).

Investment Risk

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rates (per annum)	0.07	0.07
Expected return on plan assets	0.07	0.07
Salary growth rate (per annum)	0.07	0.07
Attrition Rate	5% to 1%	5% to 1%
Mortality	Indian Assured Lives Mortality (2012-2014) Ult.	Indian Assured Lives Mortality (2006-2008) Ult.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(i) Sensitivity Analysis of Defined Benefit Obligation with reference to Key Assumptions

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rate		
One percent increase	91.04	64.86
One percent decrease	113.37	82.22
Salary Escalation Rate		
One percent increase	113.30	82.11
One percent decrease	90.91	64.81
Withdrawal Rate		
One percent increase	101.43	72.77
One percent decrease	101.17	72.87

The group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance group carries out a fund valuation based on the latest employee data provided by the group. Any deficit in the assets arising as a result of such valuation is funded by the group.

The following payments are expected contributions to the defined benefit plan in future years: --



Expected(Undiscounted) Benefit Payments in Future Years
 (Projections are for current members and their currently accumulated benefits)

₹ in lakhs

Particulars	As at	
	March 31, 2023	March 31, 2022
Year 1	9.98	5.29
Year 2	3.31	2.27
Year 3	3.19	2.19
Year 4	8.30	2.12
Year 5	2.80	5.78
Year 6 to 10	17.71	12.86
Total	45.29	30.52



Sakuma Exports Limited
Notes forming part of the standalone financial statements
Note-42 Related party Disclosures

The related parties as per the terms of Ind AS - 24, "Related Party Disclosures". Specified under section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2015) are disclosed below -

Note	Particulars
Names of Related parties and description of the relationship	
Description of relationship	Names of related parties
i) Related Parties where Control exists Subsidiaries	Sakuma Exim DMCC (UAE) (Wholly Owned Subsidiary) Sakuma Exports Pte Ltd (Singapore) (Wholly Owned Subsidiary)
Step-Down Subsidiaries	Sakuma Exports (Ghana) Limited (Subsidiary of Sakuma Exports Pte Ltd) Sakuma Exports (Tanzania) Private Limited (Subsidiary of Sakuma Exports Pte Ltd) G.K Exim FZE (Subsidiary of Sakuma Exim DMCC)
Key Management Personnel (KMP)	Mr. Saurabh Malhotra (Chairman & Managing Director) Mr. Radhe Shyam (Non-Executive Director) Mr. O P Singal (Non-Executive Director) Ms. Shipra Malhotra (Non-Executive Director) Mr. Vivek Grover (Non-Executive Director) Mr. Amit Amist Shanker (Non-Executive Director)
Relatives of KMP	Mrs. Kusum Malhotra Mrs. Vanita Malhotra
Companies in which Directors, KMP or their relatives are interested	Sakuma Finvest Private Limited GMK System and Logistics Private Limited Sakuma Infrastructure and Realty Private Limited C K K Retail Mart Private Limited (Formerly Known As C K K Exports Private Limited) Marwar Consultancy Private Limited Sukriti Trading LLP LT Sagar Coastal Transport Private Limited MS Port Terminal Private Limited Kuma Infra and Realty Private Limited Samavama Infra and Realty Private Limited Mkg Infra And Realty Private Limited Sakuma Warehousing And Packaging Private Limited Prosperity Infra And Realty Private Limited Gksm Infra And Realty Private Limited Kmsm Infra And Realty Private Limited Prosperity Real Estate Solutions Private Limited Youthsy Foundation
Related Parties with whom transactions have taken place during the year	
Subsidiaries	Sakuma Exim DMCC (UAE) Sakuma Exports Pte Ltd (Singapore)
Key Management Personnel (KMP)	Mr. Saurabh Malhotra (Chairman & Managing Director) Mr. Radhe Shyam (Non-Executive Director) Mr. O P Singal (Non-Executive Director) Ms. Shipra Malhotra (Non-Executive Director) Mr. Vivek Grover (Non-Executive Director) Mr. Amit Amist Shanker (Non-Executive Director)
Relatives of KMP	Mrs. Kusum Malhotra
Companies in which Directors, KMP or their relatives are interested	Sakuma Infrastructure and Realty Private Limited C K K Retail Mart Private Limited (Formerly Known As C K K Exports Private Limited)



(iii) Details of related party transactions during the year ended March 31, 2023

₹ in lakhs			
Relationship	Transactions	For the year ended March 31, 2023	For the year ended March 31, 2022
Subsidiary (DMCC)	Sales	5,019.95	4,300.46
Subsidiary (DMCC)	Advance received	44.02	1,709.85
Key Management Personnel (Director)	Director's Sitting Fees	12.00	7.50
Relatives of KMP (Kusum)		10.71	10.71
Companies in which Directors, KMP or their relatives are interested(Infra)	Rent paid	52.29	52.29
Companies in which Directors, KMP or their relatives are interested(CKK)	Sales	2,565.52	1,233.70
Companies in which Directors, KMP or their relatives are interested(CKK)	Brokerage	17.00	-
Companies in which Directors, KMP or their relatives are interested (CKK)	Purchase	7,495.59	9,160.47
Companies in which Directors, KMP or their relatives are interested (Ckk)	Interest on Unsecured Loan	33.88	-
Companies in which Directors, KMP or their relatives are interested(Infra)	Interest on Unsecured Loan	32.19	46.03
Companies in which Directors, KMP or their relatives are interested(CKK)	Reimbursement of Exp	26.53	-
Key Management Personnel (Director)	Director's Remuneration	108.00	108.00
Companies in which Directors, KMP or their relatives are interested (CKK)	Loan Taken	1,530.00	-
Companies in which Directors, KMP or their relatives are interested (CKK)	Loan Repaid	1,530.00	-
Companies in which Directors, KMP or their relatives are interested (infra)	Loan Taken	2,491.86	3,047.00
Companies in which Directors, KMP or their relatives are interested (infra)	Loan Repaid	2,491.86	1,640.00

v) Details of balances outstanding of the Related Parties

Relationship	Outstanding Balance	As at March 31,2023	As at March 31,2022
Relatives of KMP	Security Deposit	15.30	15.30
Companies in which Directors, KMP or their relatives are interested		74.70	74.70
Companies in which Directors, KMP or their relatives are interested	Trade Payables	-	1,301.29
Subsidiary	Advance Received	44.02	1,709.85
Companies in which Directors, KMP or their relatives are interested	Unsecured Borrowings	-	1,416.86

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The company has not recorded any impairment of receivables relating to the amounts owned by the related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which related party exists.

The remuneration to the key managerial personnel does not include the provisions made for gratuity as they are determined on an actuarial basis for the Company as a whole. Managerial remuneration is computed as per the provisions of section 197 of the Companies Act, 2013.



Sakuma Exports Limited

Notes forming part of the standalone financial statements
4.3 Hedging Activities and Derivatives

Derivatives designated as hedging instruments

The Group uses derivative financial instruments such as foreign currency forward contracts to hedge foreign currency risk arising from future transactions in respect of which firm commitments are made or which are highly probable forecast transactions. All these instruments are designated as hedging instruments and the necessary documentation for the same is made as per Ind AS 109.

Cash flow hedges - Foreign currency Risk

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of recognized purchase payables, committed future purchases, recognized sales receivables, forecast sales in US dollar. The forecast sales transactions are highly probable.

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.



Sakuma Exports Limited
Notes forming part of the standalone financial statements
44 Fair Value Measurements

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not valued at fair value if the carrying amount is a reasonable approximation of the fair value.

As at March 31, 2023	Carrying Value				Fair Value			
	Mandatorily at FVTPL	FVTOCI - designated as such	At amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current Assets								
Investment in Subsidiaries	-	-	2,224.53	2,224.53	-	-	-	-
Investment - Others	-	-	2.60	2.60	-	-	-	-
Loans, Advances and Deposits	79.08	-	-	79.08	-	79.08	-	79.08
Current Assets								
Trade receivables	-	-	15,073.66	15,073.66	-	-	-	-
Cash and cash equivalents	-	-	1,752.34	1,752.34	-	-	-	-
Balances with Banks other than above	-	-	328.20	328.20	-	-	-	-
Investments - Others	300.68	-	-	300.68	300.68	-	-	300.68
Loans, Advances and Deposits	-	-	651.23	651.23	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-
Total Financial Assets	379.76	-	20,032.56	20,412.32	300.68	79.08	-	379.76
Financial Liabilities								
Non-Current Liabilities								
Borrowings	-	-	76.52	76.52	-	-	-	-
Lease Liabilities	-	-	34.65	34.65	-	-	-	-
Current Liabilities								
Borrowings	-	-	1,575.23	1,575.23	-	-	-	-
Trade payables	-	-	4,065.69	4,065.69	-	-	-	-
Lease Liabilities	46.57	-	-	46.57	-	46.57	-	46.57
Other financial liabilities	-	-	30.14	30.14	-	-	-	-
Total Financial Liabilities	46.57	-	5,782.23	5,828.80	-	46.57	-	46.57

As at March 31, 2022	Carrying Value				Fair Value			
	Mandatorily at FVTPL	FVTOCI - designated as such	At amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current Assets								
Investment in Subsidiaries	-	-	2,224.53	2,224.53	-	-	-	-
Investment - Others	-	-	2.60	2.60	-	-	-	-
Loans, Advances and Deposits	72.03	-	-	72.03	-	72.03	-	72.03
Current Assets								
Trade receivables	-	-	29,197.16	29,197.16	-	-	-	-
Cash and cash equivalents	-	-	528.75	528.75	-	-	-	-
Investment - Others	-	-	331.31	331.31	-	-	-	-
Balances with Banks other than above	-	-	-	-	-	-	-	-
Loans, Advances and Deposits	-	-	92.92	92.92	-	-	-	-
Other financial assets	-	-	623.47	623.47	-	-	-	-
Total Financial Assets	72.03	-	33,000.74	33,072.77	-	72.03	-	72.03
Financial Liabilities								
Non-Current Liabilities								
Borrowings	-	-	154.17	154.17	-	-	-	-
Lease Liabilities	-	-	81.22	81.22	-	-	-	-
Current Liabilities								
Borrowings	-	-	8,399.24	8,399.24	-	-	-	-
Trade payables	-	-	5,808.60	5,808.60	-	-	-	-
Lease Liabilities	48.94	-	-	48.94	-	48.94	-	48.94
Other financial liabilities	-	-	51.42	51.42	-	-	-	-
Total Financial Liabilities	48.94	-	14,494.65	14,543.59	-	48.94	-	48.94

During the reporting period ended March 31, 2023 and March 31, 2022, there have been no transfers between Level 1 and Level 2 fair value measurements.

The management assessed that fair values of cash and cash equivalents, trade receivables, trade payables less than 1 year, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



Sakuma Exports Limited
Notes forming part of the standalone financial statements
45 Capital Risk Management

For the purpose of the Company capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	1,651.75	8,553.41
Trade Payables	4,065.69	5,808.60
Less: Cash and Cash Equivalents	(1,752.34)	(528.75)
Net Debt	3,965.10	13,833.26
Total Equity	27,630.06	25,452.83
Total Equity and Net Debt	31,595.16	39,286.09
Gearing Ratio	0.13	0.35

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.



Sakuma Exports Limited
Notes forming part of the standalone financial statements
46 Financial Risk Management

Risk Management Framework

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents that derive directly from its operations. The Company also enters into derivative transactions.

The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Board of Directors through its risk management committee reviews and agrees policies for managing each of these risks, which are summarised below.

The Company's has exposure to the following risks arising from financial instruments:

- (i) Market Risk
- (ii) Commodity Price Risk
- (iii) Credit Risk
- (iv) Liquidity Risk
- (v) Excessive risk Concentration

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2023 and March 31, 2022

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at March 31, 2023.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022 including the effect of hedge accounting.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a short term working capital loans which are reviewed on yearly basis. The following table provides a break up of Company's fixed and floating rate borrowing:

Particulars	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	154.17	1,642.27
Floating rate borrowings	1,497.58	6,911.14
Total Borrowings	1,651.75	8,553.41

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	₹ in lakhs	
	Increase / decrease in basis points	Effect on profit before tax
March 31, 23		
1,497.58	+/- 100 bps	-14.98/14.98
March 31, 22		
6,911.14	+/- 100 bps	-69.11/69.11

Note: The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period was outstanding for the whole year.

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years

Derivatives designated as hedging instruments

The Company uses derivative financial instruments such as foreign currency forward contracts to hedge foreign currency risk arising from future transactions in respect of which firm commitments are made or which are highly probable forecast transactions. All these instruments are designated as hedging instruments and the necessary documentation for the same is made as per Ind AS 109.

Cash flow hedges - Foreign currency Risk

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of recognized purchase payables, committed future purchases, recognized sales receivables, forecast sales in US dollar. The forecast sales transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.



(Amount in USD in lakhs)

Unhedged Foreign Currency Exposure	As at March 31, 2023	As at March 31, 2022
FCY Receivables	365.75	1,004.92
FCY Payables	(77.13)	(167.50)
Net FCY Receivables / (Payables)	288.62	837.42
Financial Hedge	288.62	837.39
Unhedged Foreign Currency Exposure	-	0.03

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

₹ in lakhs

Particulars	Change in Currency	Effect on profit before tax
March 31, 2023		
Recognized net receivables / (payables)	+ 1 / - 1	**+ 0.00/ -0.00
March 31, 2022		
Recognized net receivables / (payables)	+ 1 / - 1	*+ 0.03/ -0.03

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

(ii) Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of oil and other traded commodities. Due to the significantly increased volatility of the prices of the commodities, the Company also entered into various derivative contracts. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

(iii) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing. Generally the company operates on advance against delivery order principle except for merchant trade transactions wherein the sales is executed on credit terms up to six months. Also, Export customers are secured against Letter of Credit, bank guarantees and payments against documents. Credit risk on receivables is also mitigated by securing the same against security deposit, letter of credit and advance payment.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

Ageing of Account receivables

₹ in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
0 - 90 days	14,420.45	25,585.00
91 - 180 days	315.84	2,465.89
181 - 270 days	-	-
270 - 365 days	-	753.21
More than 365 days	377.91	450.36
	15,114.20	29,254.46

Other financial assets and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval as per the Investment policy. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(iv) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company prepares cash flow on a daily basis to monitor liquidity. Any shortfall is funded out of short term loans. Any surplus is invested in liquid mutual funds and short term bank deposits. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.



Liquidity exposure as at March 31, 2023

Particulars				₹ in lakhs
	< 1 year	1-5years	>5 years	Total
Financial Assets				
Non-Current Assets				
Investment in Subsidiaries	-	-	2,224.53	2,224.53
Investment - Others	-	-	2.60	2.60
Loans, Advances and Deposits	-	79.08	-	79.08
Current Assets				
Trade receivables	14,736.29	337.37	-	15,073.66
Cash and cash equivalents	1,752.34	-	-	1,752.34
Balances with Banks other than above	328.20	-	-	328.20
Investment - Others	300.68	-	-	300.68
Loans, Advances and Deposits	651.23	-	-	651.23
Other financial assets	-	-	-	-
Total Financial Assets	17,768.74	416.45	2,227.13	20,412.32
Financial Liabilities				
Non-Current Liabilities				
Borrowings	-	76.52	-	76.52
Lease Liabilities	-	34.65	-	34.65
Current Liabilities				
Borrowings	1,575.23	-	-	1,575.23
Trade payables	3,983.80	22.26	59.63	4,065.69
Other financial liabilities	76.71	-	-	76.71
Total Financial Liabilities	5,635.74	133.43	59.63	5,828.80

Liquidity exposure as at March 31, 2022

Particulars				₹ in lakhs
	< 1 year	1-5years	>5 years	Total
Financial Assets				
Non-Current Assets				
Investment in Subsidiaries	-	-	2,224.53	2,224.53
Investment - Others	-	2.60	-	2.60
Loans, Advances and Deposits	-	72.03	-	72.03
Current Assets				
Trade receivables	28,804.10	393.05	-	29,197.15
Investment - Others	-	-	-	-
Cash and cash equivalents	528.75	-	-	528.75
Balances with Banks other than above	331.31	-	-	331.31
Loans, Advances and Deposits	92.92	-	-	92.92
Other financial assets	623.47	-	-	623.47
Total Financial Assets	30,380.55	467.68	2,224.53	33,072.76
Financial Liabilities				
Non-Current Liabilities				
Borrowings	-	154.17	-	154.17
Lease Liabilities	-	81.22	-	81.22
Current Liabilities				
Borrowings	8,399.24	-	-	8,399.24
Trade payables	5,732.30	76.30	-	5,808.59
Other financial liabilities	100.36	-	-	100.36
Total Financial Liabilities	14,231.90	311.69	-	14,543.58

(v) Excessive risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels.



Note-47 Other Accompanying Notes

1. Recent Pronouncements:

The Ministry of Corporate Affairs has vide notification dated 31st March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective 1st April 2023.

Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023.

The Company has evaluated the amendments and there is no significant impact of the above on its standalone financial statement.

2. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its Subsidiary Company incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Holding Company or its Subsidiary Company incorporated in India (Ultimate Beneficiaries). The Holding Company or its Subsidiary Company incorporated in India has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

3. Details of Benami property: No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

4. Transactions with Struck off Companies: No transactions have been carried out during the financial year 2021-22 with Struck off Companies under section 248 of the Companies Act, 2013 by MCA.

5. Compliance with number of layers of companies: The Company has complied with the number of layers prescribed clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

6. Details of crypto currency or virtual currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

7. Undisclosed income: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

8. The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.

9. Previous Years Figures have been regrouped / rearranged where ever necessary to make them Comparable with the Current year Figures as per revised Schedule III requirements

10. Note 1 to 47 Forms an Integral Part of the Financial Statements

As per our report of even date

For M.L.SHARMA & CO.
Chartered Accountants
FRN: 109963W

Jinendra D. Jain
Partner
M. No. 140827



For and on behalf of the Board of Directors

Mr. Saurabh Malhotra
Chairman & Managing Director
DIN - 00214500

Khyati Jobanputra
Company Secretary



Devesh Mishra
Chief Financial Officer

Place : Mumbai
Date : May 25, 2023

ACCOUNTING RATIOS

Statements of Accounting Ratios

The following tables present certain accounting and other ratios compared on the basis of amounts derived from the Limited Review Report for 9 months ending on December 31, 2023 and December 31, 2022:.

(Rs. in Lakhs, unless otherwise specified)

Sr. No.	Particulars	Based on Unaudited Consolidated Financial Statements	
		December 31, 2023	December 31, 2022
A.	Net worth *	45623.54	39855.79
B.	Net Profit after Tax **	1399.10	1849.88
C.	No. of Shares outstanding at the end of the year		
	Weighted average number of shares outstanding	2345.59	2345.59
D.	- for basic earnings per share	2345.59	2345.59
E.	- for diluted earnings per share	2345.59	2345.59
F.	Basic earnings per share (B/D)	0.60	0.79
G.	Restated diluted earnings per share (B/E)	0.60	0.79
H.	Return on net worth (%) (B/A)	0.30%	0.50%
	Net Asset Value per share of Re. 1 each		
I.	- based on weighted average number of shares (A/D)	19.45	16.99
J.	- assuming actual number of equity shares with fully diluted capital in prior years (A/E)	19.45	16.99
K.	EBITDA	1597.47	2611.65
L.	Face value	1.00	1.00

*Net Worth is derived from the Financial Information and comprises of equity share capital and other equity (includes capital reserves and other reserves).

** Net profit after tax includes other comprehensive income.

The following tables present certain accounting and other ratios compared on the basis of amounts derived from the Audited Consolidated Financial Statements for FY 2022-23. For details, see “*Financial Statements*” on page no. 93 of the Letter of Offer.

(Rs. in Lakhs, unless otherwise specified)

Sr. No.	Particulars	Based on Audited Consolidated Financial Statements	
		FY 2022-2023	FY 2021-22
A.	Net worth *	41260.17	38031.47
B.	Net Profit after Tax **	2854.09	2758.22
C.	No. of Shares outstanding at the end of the year	2345.59	2345.59
D.	Weighted average number of shares outstanding	2345.59	2345.59
E.	- for basic earnings per share	2345.59	2345.59
F.	- for diluted earnings per share	2345.59	2345.59
G.	Basic earnings per share (B/D)	1.22	1.18
H.	Restated diluted earnings per share (B/E)	1.22	1.18
I.	Return on net worth (%) (B/A)	6.92%	7.25%
J.	Net Asset Value per share of Re. 1 each	17.59	16.21
K.	- based on weighted average number of shares (A/D)	17.59	16.21
L.	- assuming actual number of equity shares with fully diluted capital in prior years (A/E)		
M.	EBITDA	3902.28	3267.16
N.	Face value	1	1

*Net Worth is derived from the Financial Information and comprises of equity share capital and other equity (includes capital reserves and other reserves).

** Net profit after tax includes other comprehensive income.

A. The formulae used in the computation of the above ratios are as follows:

- 1) Basic Earnings Per Share = $\frac{\text{Net Profit after Tax as per consolidated statement}}{\text{Weighted average number of equity shares outstanding during the Period /year}}$
- 2) Diluted Earnings Per Share = $\frac{\text{Net Profit after Tax as per consolidated statement}}{\text{Weighted average number of equity shares outstanding during the Period /year for the effects of all dilutive potential equity shares}}$
- 3) Return on net worth (%) = $\frac{\text{Net Profit after Tax as per consolidated statement}}{\text{Net worth}}$
- 4) Net Asset Value per share = $\frac{\text{Net Worth}}{\text{Number of Equity Shares subscribed and fully paid outstanding as at the end of the period / year.}}$
- B. Earnings per share (EPS) calculation are in accordance with Ind - AS 33 - Earning per share.
- C. Weighted average number of shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during period, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
- D. "EBITDA" means earnings before interest, tax, depreciation and amortization. It has been calculated as follows:
Profit before tax (before share of profit of Associate & Joint Venture) – other income + finance cost + depreciation and amortization expense.

CAPITALIZATION STATEMENT

(Rs. In Lakhs)

Particulars	Pre Issue as on as on March 31, 2023 #	Pre Issue for the period ended on December 31, 2023 ##	Post Issue
Borrowing			
Short - Term Debt	1575.23	9411.51	9411.51
Long - Term Debt	76.52	15.50	15.50
Total Debt	1651.75	9427.01	9427.01
Shareholders' Funds	-		
Share Capital	-		
- Equity	2345.59	2345.59	3,135.43
Less: Calls - in – arrears	-	-	-
Share Application money	-	-	-
- Preference	-	-	-
Reserves & Surplus Including Premium	38914.58	43277.95	62471.14
Total Shareholders' Funds	41260.17	45623.54	65606.57
Long - Term Debt / Shareholders Fund	0.002	0.000	0.000
Short - Term Debt / Shareholders Fund	0.038	0.206	0.143
Total Debt/ Shareholders Fund	0.040	0.207	0.144

based on Audited Consolidation Financial Statements for FY 2022-23

based on Limited Review Report/ Unaudited Consolidated Financial Statements

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our audited consolidated financial statements for the Fiscal 2023 and Limited Review Report for 9 months ending on December 31, 2023 included in this Letter of Offer. Our audited financial statements for Fiscal 2023 is prepared in accordance with Ind AS. Unless otherwise stated, the financial information used in this chapter is derived from the audited consolidated financial statements for the Fiscal 2023 and Limited Review Report for 9 months ending on December 31, 2023 of our Company. For further information, see “Financial Statements” beginning on page no. 93 of the Letter of Offer.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those set forth in the sections titled “Risk Factors” and “Forward- Looking Statements” on pages 20 and 14, respectively.

Our financial year ends on March 31 of each year, so all references to a particular “financial year” and “Fiscal” are to the twelve (12) month period ended March 31 of that year. References to the “Company”, “we”, “us” and “our” in this chapter refer to Sakuma Exports Limited on a Consolidated basis, as applicable in the relevant period, unless otherwise stated.

Overview of the Company

Sakuma Exports Limited (SEL) is based out of Mumbai and was established as a partnership firm in 1998 and subsequently reconstituted as a public limited company in August 2005 and a fresh certificate of incorporation was issued by ROC. The Company is involved in business of trading of agro-commodities like sugar, pulses, maize, cotton, rice and other agricultural commodities. Trading of Sugar by our Company contributes to the major part of Company’s revenue. SEL majorly imports from and exports to USA, Asia Continental, Africa Region, Far East Asia, Europe, Australia and Middle East. However, since the last 3 financial years, SEL is purchasing the agro commodity products such as sugar, maize and rice and other agricultural commodities from Indian Domestic Market and has not imported any of the products from outside India. From the month of May 2023, our company has started importing edible oil-RBD Palm Oil, CDSO from Malaysia, Indonesia, Argentina and re-exporting to South East Asian Countries. SEL conducts its business activities and operations from a number of ports like Mundra, Nhava Sheva, Kandla, Mumbai, Haldia, Chennai, Kakinada, Hazira, Jaigarh Port and Vizag.

SEL has established its presence in agro commodity trading business under the leadership of Late Mr. Chander Mohan Malhotra and the current operations are managed by his son Mr. Saurabh Malhotra. Sakuma Group consist of SEL along with its six independent subsidiaries located at Dubai, Singapore, Ghana, Tanzania, Canada and Bahrain. For details on our subsidiaries, please refer to page no. 75 of the Letter of Offer.

SEL is a GOI recognized Trading House and its share are listed in NSE & BSE. The Company was conferred with the Certificate of Recognition as an Export House in 2002 by the Joint Director General of Foreign Trade, Ministry of Commerce, GOI. The company is also awarded with Certificate for Excellence in Export of Castor Oil and Groundnut Kernels for FY 2005-2006 and ECGC-D & B Indian Exporters Excellence award in 2012. Owing to over 2 decades of experience in the agro commodity trading business, SEL has an established track record of operations and longstanding relationships with its customers. We have multinational clients namely Tate & Lyle, Cargill, Louis Dreyfus, Enerfo Sugar Pte Ltd., Cofco International Singapore Pte Ltd, Viterra B V, Czarnikow, ED & F Man who import agro commodity including sugar from us. The Company’s promoters have rich experience of two decades in this industry.

For further details, see “**Business Overview**” on page 76.

Significant Developments Subsequent since the last balance sheet date, i.e. March 31, 2023

To our knowledge, no circumstances have arisen since last balance sheet of the Company, i.e., 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 our material liabilities within the next 12 months.

Significant Developments Subsequent since the last balance sheet date, i.e. December 31, 2023

Except as stated in this Letter of Offer, and as disclosed below, to our knowledge, no circumstances have arisen since last balance sheet of the Company, i.e., December 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 our material liabilities within the next 12 months:

- 3) Our company has made an announcement on 04-01-2024 for entering into joint venture agreement dated January 03, 2024 with Raigaon Sugar & Power Limited (RSPL) for the purpose of branding, marketing and selling the products- Sugar (raw and white) and Ethanol & its related products manufactured by RSPL.
- 4) Our has made an announcement on 09-02-2024 for venturing into the maize procurement and trading business with an allocated capital of upto Rs. 50.00 Crores and procuring the said product directly from farmers located in East India commencing from April-May 2024 (procurement season).
 - 5) Completion of Second Tenure of 5 years retiring from our Company Our Board of Directors via its resolution dated March 29, 2024, has approved the retirement of two Non-Executive-Independent Directors- Mr. Om Prakash Singal and Radhe Shyam w.e.f, 31.03.2024.
 - 6) Our Board of Directors via its resolution dated March 29, 2024, has approved the appointment of Mr. Guniteshvir Singh Sohal and Mr. Rahul Dixit as Additional Non-Executive Independent Director.

Significant Factors Affecting Our Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled '**Risk Factors**' on page 20. The following are certain factors that had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Fluctuations in foreign and Indian currency;
- Increasing competition in the Industry;
- Change in exports and imports regulations, policies;
- Change in prices, demand and supply of agro commodities;
- Our ability to attract and retain distributors, wholesalers;
- Our ability to attract and retain logistic supply chain;
- Our ability to purchase the agro commodities and the availability of the same at reasonable prices;
- Our ability to attract and retain clients;
- Changes in government regulations, tax regimes, laws and regulations that apply to the industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the SEBI and RBI regulations, interest rates and tax laws in India.

Significant Accounting Policies

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer to section titled "Financial Information" beginning on page no. 93 of this Letter of Offer.

Change in Accounting Policies

Except as mentioned in chapter "**Financial Information**" on page 85 of this Letter of Offer, there has been no change in accounting policies for the period which has been included in this Letter of Offer.

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

- **Revenue from operations** - Our revenue from operations consists of sale of agro- commodities in domestic and export markets, and other operating revenue. Sale of agro- commodities primarily consists of sale of sugar and other agro commodities and renewable energy. Other operating revenue mainly comprises of export incentives and miscellaneous income. For detailed breakup, see chapter titled “Our Business” on page 76 of this Letter of Offer.
- **Other Income** - Other income primarily comprises of forex earnings, interest income, net gain on sale of investments and other non-operating income.

Expenses

Our expenses comprise of purchase of stock-in-trade, changes in inventories of Finished Goods, Stock-in-Trade, employee benefit expenses, finance costs, power and fuel expenses, depreciation & amortization expenses and other expenses.

- **Purchase of stock-in-trade** - Purchase of stock-in- trade primarily comprises of agro commodities.
- **Change in Stock-in-Trade and Work-in-Progress** – Change in Stock-in-Trade and Work-in-Progress includes increase and decrease/ opening and closing in the Finished Goods during the year.
- **Employee benefit expenses** - Our employee benefit expenses mainly include salaries & wages expense, managerial remuneration, contribution to provident fund and other funds and staff welfare expenses.
- **Finance costs** - Our finance costs mainly include interest cost on term loans, working capital limits and other facilities availed by the company in addition to the bank charges.
- **Depreciation and amortization expenses** - Our depreciation and amortization expenses comprise of depreciation on tangible fixed assets and Right of Use Assets.
- **Power & Fuel expenses** – Power and fuel expenses comprise of consumption of gas and fuel and power expense.
- **Other expenses** - Other expenses mainly include expenses towards Freight & Forwarding Charges, Travelling & Conveyance costs, Advertisement and business promotion Expenses, Rent, Rates & Taxes, Legal & Professional fees, Repairs & Maintenance costs and other miscellaneous administrative expenses.
- **Tax expenses**

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

OUR RESULTS OF OPERATION

The following table sets forth certain information with respect to our results of operations for the periods indicated:

As at and for the 9 months ending December 31, 2023 and December 31, 2022 (Unaudited Consolidated Financial Statements)

(Rs. in Lakhs, unless otherwise specified)

Particulars	December 31, 2023	% of Total Income	December 31, 2022	% of Total Income
Sale of Traded Goods (Revenue from Operations)	162027.75	99.40%	2,16,155.55	99.53%
Other Operating Revenue	331.69	0.20%	565.28	0.26%
Total Revenue from Operation	162359.44	99.60%	2,16,720.83	99.79%
Other Income	648.60	0.40%	465.13	0.21%
Total Revenue	163008.04	100%	2,17,185.96	100%
Cost of Material Consumed	-			
Purchase of Stock in trade	165833.48	101.73%	198824.65	91.55%
Changes in Inventories of Stock-in-Trade	(11167.32%)	(-6.85)%	(9167.76)	(4.22)%
Employee Benefit Expense	574.07%	0.35%	485.55	0.22%
Other Expenses	5521.74	3.39%	23966.74	11.04%
Financial Costs	255.22	0.16%	425.10	0.20%
Depreciation & Amortization Expense	93.29	0.06%	110.02	0.05%
Total Expenses	161110.48	98.84%	214644.30	98.83%
Profit Before Exceptional and Extra Ordinary items and Tax	1897.56	1.16%	2541.66	1.17%
Exceptional Item	-	-	-	-
Profit Before Tax	1897.56	1.16%	2541.66	1.17%
Tax expense:				
- Current Tax	462.35	0.28%	598.24	0.28%
- Prior Period Tax	(0.13)	0.01%	0.19	0.01%
- Deferred tax	39.39	0.02%	110.08	0.04%
Net Tax expenses	501.59	0.31%	708.51	0.33%
Profit / (Loss) for the period from continuing operation(A)	1395.97	0.86%	1833.15	0.84%
Profit/ (Loss) from discontinuing operation(B)	0.00	0.00%	0.00%	0.00%
Total other comprehensive Income for the period	3.13	0.00%	16.23	0.01%
Profit/ (Loss) from continuing and discontinuing operation(C)=(A)+(B)	1399.10	0.86%	1849.28	0.85%

COMPARISON OF DECEMBER 2023 WITH DECEMBER 2022

Revenue from Operations

The revenues from nine-month period ended 31st December 23 to nine-month period ended 31st December 2022 has decreased by 25.04% due to major shipment has been delayed due to non-availability of vessels/ships because of current maritime trouble in Red Sea.

Other income

Our other income increased by 39.45% from 465.13 lakh during nine months ended 31st December 2022 to ₹648.60 nine-month period ended 31st December 23 primarily due to an increase in Interest income, Mark to market margin on forward contract. The details are as under:

(Rs. in Lakhs, unless otherwise specified)

Particulars	Nine-month period ended 31st December 23	Nine-month period ended 31st December 22
Interest Income	111.99	11.48

Particulars	Nine-month period ended 31st December 23	Nine-month period ended 31st December 22
Net gain on sale of Investments	412.19	414.43
Mark-to Market gain on forward contracts	121.45	16.81
Other non-operating income (net of expenses directly attributable to such income)	2.97	22.41
Total Other Income	648.60	465.13

Expenses

Our total expenses decreased by 24.94 % from ₹214644.30lakhs during nine months ended December 2022 to ₹161110.48 lakh during nine months' period ended December 2023. This decrease was primarily due to decrease in total volume of business due to which there is simultaneous decrease in expenses for the nine months' period ended December 2023 in comparison to previous nine-month period ended 31st December 2022.

Change in inventories of Stock in Trade

There is decrease change in inventory during nine months ended December 2023 as compared nine months ended December 2022 due to increase in inventory on 31st Dec 2023 which was due to current maritime trouble at Red Sea.

Employee benefit expense

Our employees benefit expense increase by 18.23% from ₹485.55 lakh in nine months ended December 2022 to 574.07 lakh nine months ended December 2023. The increase was primarily on account of annual increment given to employees.

Finance cost

Our finance cost decreased by 39.97% from 425.10 lakh during nine months ended December 2022 to ₹255.22 lakh during nine months ended December 2023 as the reduction in utilization of working capital limited during the period.

Depreciation and amortization expense

Our depreciation and amortization expenses has decreased by 15.21% from 110.02 lakh during nine months ended December 2022 to Rs 93.29 lakhs during nine months ended December 2023. The decrease is on account of depreciation being charged on WDV basis.

Other expenses

Our other expenses decreased from ₹23,966.74 lakh during nine months ended December 2022 to ₹5,521.74lakh in nine months ended December 2023. Primarily due to decrease in, logistic expenses as the most of the purchases rates are of inclusive of logistic charges as compared to previous year nine month ended 31st December 2022

Tax expenses

Our total tax expenses decreased by ₹206.92 lakh from ₹708.51lakh during nine months ended December 2022 to ₹501.59 lakh during nine months ended December 2023 mainly due to decrease in: (i) current tax by ₹135.89 lakh from ₹598.24 lakh during nine months ended December 2022 to ₹462.35lakh during nine months ended December 2022 and; decrease in (ii) deferred tax charge by 70.71 lakh from ₹110.08 lakh in during nine months ended December 2022 to ₹39.37 lakh during nine months ended December 2022, and an decrease in Prior Period Tax by ₹0.32 lakh from ₹0.19 during nine months ended December 2022 to (0.13) lakhs during nine months ended December 2022.

Profit/(Loss) for the year

For the foregoing factors, our profit for the nine months ended December 2022 has decreased from ₹1849.38. lakh during nine months ended December 2023 to ₹1399.10 lakh during nine months ended December 2023.

Period ended March 31, 2023 compared to period ended March 31, 2022

(Rs. in Lakhs, unless otherwise specified)

Particulars	As on March 31 (Audited Consolidated Financial Statements)			
	2023	% of Total Income	2022	% of Total Income
Sale of Traded Goods (Revenue from Operations)	316679.68	99.57%	284794.75	99.57%
Other Operating Revenue	635.17	.0.20%	549.05	0.19%
Total Revenue from Operation	317314.85	99.77%	285343.80	99.76%
Other Income	724.94	0.23%	688.41	0.24%
Total Revenue	318039.79	100.00%	286032.21	100.00%
Cost of Material Consumed				
Purchase of Stock in trade	284651.85	89.50%	255452.93	89.31%
Changes in Inventories of Stock-in-Trade	(3056.25)	(0.96%)	(3482.62)	(1.22%)
Employee Benefit Expense	679.55	0.21%	569.03	0.20%
Other Expenses	31137.42	9.79%	29537.30	10.33%
Financial Costs	677.90	0.21%	371.30	0.13%
Depreciation and Amortization Expense	145.17	0.05%	190.38	0.07%
Total Expenses	314235.64	98.80%	282638.32	98.81%
Profit Before Exceptional and Extra Ordinary items and Tax	3804.15	1.20%	3393.89	1.19%
Exceptional Item	0		0	
Profit Before Tax	3804.15	1.20%	3393.89	1.19%
Tax expense:				
- Current Tax	886.11	0.28%	798.25	0.28%
- Prior Period Tax	1.75	0.00	(21.57)	(0.01)%
- Deferred tax	71.73	0.02%	(127.12)	(0.04)%
Net Tax expenses	959.59	0.30%	649.56	0.23%
Profit / (Loss) for the period from continuing operation(A)	2844.56	0.89%	2744.33	0.96%
Profit/ (Loss) from discontinuing operation(B)				
Total other comprehensive Income for the period	9.53	0.00%	13.89	0.01%
Profit/ (Loss) from continuing and discontinuing operation(C)=(A)+(B)	2854.09	0.90%	2758.22	0.96%

COMPARISON OF FY 2022 WITH FY 2023

Revenue from Operations

The revenues from F.Y. 2021-22 to F.Y. 2022-23 have increased by 11.20% this increase was mainly due to increase in business volume and sales price of sugar and other commodities.

Other income

Our other income increased by 5.31% from 688.41 lakh in Fiscal 2022 to ₹724.94 lakh in Fiscal 2023 primarily due to an increase in gain on redemption of liquid funds. The details are as under:

(Rs. in Lakhs, unless otherwise specified)

Particulars	For the year ended March 31,2023	For the year ended March 31,2022
Interest Income	14.38	39.70
Net gain on sale of Investments	415.15	54.73
Mark-to Market gain on forward contracts	-	574.66
Other non-operating income (net of expenses directly attributable to such income)	295.41	19.32
Total Other Income	724.94	688.42

Expenses

Our total expenses increased by 11.18 % from ₹282638.32 lakhs in Fiscal 2022 to ₹314235.64 lakh in Fiscal 2023. This increase was primarily due to increase in total volume of business due to which there is simultaneous increase in expenses for the year 2023 in comparison to previous year.

Change in inventories of Stock in Trade

There is decrease in inventory in March 2023 as compared to March 2022 as rotation of stock has been effective because of quick availability of vessels and containers.

Employee benefit expense

Our employees benefit expense increased by 19.42% from ₹569.03 lakh in Fiscal 2022 to ₹679.55 lakh in Fiscal 2023. The increase was primarily on account of annual increment given to employees.

Finance cost

Our finance cost increased by 82.58% from 371.30 lakh in Fiscal 2022 to ₹677.90 lakh in Fiscal 2023 as during the year 2023 company has entered into working capital arrangement with two new banks i.e. Deutsche bank and SVC bank in comparison to year 2022 due to which working capital limit of company has increased and were available for utilization for whole year which has led to increase in finance cost

Depreciation and amortization expense

Our depreciation and amortization expenses has decreased by 23.75% from 190.38 lakh in Fiscal 2022 to 145.17 lakhs in Fiscal 2023. The decrease is on account of depreciation being charged on WDV basis.

Other expenses

Our other expenses increased from ₹29537.30 lakh in Fiscal 2022 to ₹31137.42 lakh in Fiscal 2023. Primarily due to increase in, Transportation expenses as the company has purchase good from different states where in the transportation cost were high in comparison to earlier years also due to gain / loss on forward covers in current year in comparison to gain/loss in previous year. The details are as under:

(Rs. in Lakhs, unless otherwise specified)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Transport Charges	12858.03	11374.37
Mark to market loss on forward contracts	568.42	-

Tax expenses

Our total tax expenses increased by ₹310.03 lakh from ₹649.56 lakh in Fiscal 2022 to ₹959.59 lakh Fiscal 2023 mainly due to an increase in: (i) current tax by ₹87.86 lakh from ₹798.25 lakh Fiscal 2022 to ₹886.11 lakh in Fiscal 2023 and; increase in (ii) deferred tax charge by 198.85 lakh from ₹(127.12) lakh in Fiscal 2022 to ₹71.73

lakh in Fiscal 2023, and an increase in Prior Period Tax by ₹23.32 lakh from ₹ (21.57) in Fiscal 2022 to ₹1.75 in Fiscal 2023.

Profit/(Loss) for the year

For the foregoing factors, our profit for the year increased from ₹2758.22 lakh in Fiscal 2022 to ₹2854.09 lakh in Fiscal 2023.

Liquidity And Capital Resources

The table below summaries of our Cash Flow from our Audited Consolidated Financial Information for the financial year ended March 31, 2023 and 2022 and from limited review report for 9 months ending on December 31, 2023:

(Rs. in Lakhs, unless otherwise specified)

Particulars	For the period ended on December 31, 2023 (Unaudited)	FY 2022-2023 (Audited)	FY 2021-2022 (Audited)
Net cash generated from / (used in) operating activities	(7868.21)	9080.86	(5742.47)
Net cash generated from / (used in) Investing Activities	821.71	116.99	(1516.69)
Net cash generated from / (used in) from financing activities	7425.71	(7697.09)	7565.69
Net Increase / (decrease) in Cash & Cash Equivalents	379.25	1500.76	306.53
Cash and cash equivalents at the beginning of the year	2131.33	630.57	324.04
Cash and cash equivalents at the end of the year	2510.57	2131.33	630.57

For December 31, 2023 (Unaudited)

Net Cash generated from Operating Activities: Net cash flow from operating activities comprises cash consumed / generated from operations and increase / decrease in working capital. Net cash flow generated from operating activities decreased from ₹9080.86 lakh in Fiscal 2023 to (7868.21) in Fiscal period **December 31, 2023** primarily due to reduction in trade payable and other current liabilities.

Net Cash used in Investing Activities: Net cash flow from investing activities comprises purchase of property, plant and equipment (tangible and intangible) and proceeds from the sale and purchase of current investments and interest received. Net cash flow generated from investing activities increase from ₹116.99 lakh in Fiscal 2022 to ₹ 821.71 in Fiscal period **December 31, 2023** primarily due to redemption of Investments and Interest received.

Net Cash flow used in Financing Activities: Net cash flow from financing activities comprises proceeds / repayment of long-term borrowing (net), proceeds / repayment of short-term borrowing (net), dividend paid, and interest paid. Net cash used in financing activities decrease from ₹(7697.09) lakh in Fiscal 2023 to ₹7425.71 lakh in **December 31, 2023** due to increase in short term borrowing taken during the previous year from various banks.

FY 2022-23

Net Cash generated from Operating Activities: Net cash flow from operating activities comprises cash consumed / generated from operations and increase / decrease in working capital. Net cash flow generated from operating activities increased from ₹(5742.47) lakh in Fiscal 2022 to 9080.86 lakh in Fiscal 2023 primarily due to reduction in trade receivable.

Net Cash used in Investing Activities: Net cash flow from investing activities comprises purchase of property, plant and equipment (tangible and intangible) and proceeds from the sale and purchase of current investments and interest received. Net cash flow generated from investing activities increase from ₹(1516.69) lakh in Fiscal 2022 to ₹116.99 lakh in Fiscal 2023 primarily increased purchase of Investments.

Net Cash flow used in Financing Activities: Net cash flow from financing activities comprises proceeds / repayment of long-term borrowing (net), proceeds / repayment of short-term borrowing (net), dividend paid, and interest paid. Net cash used in financing activities decrease from ₹7565.69 lakh in Fiscal 2022 to ₹(7697.09) lakh in Fiscal 2023 due to increase in repayment of short term borrowing taken during the previous year from various banks.

For details regarding our Cash Flow, please refer page no. 95 of the Letter of Offer.

Financial Indebtedness

The table below summaries of our borrowings from our Audited Consolidated Financial Information for the financial year ended March 31, 2023 and 2022 and from limited review report for 9 months ending on December 31, 2023:

(Rs. in Lakhs, unless otherwise specified)

Category of Borrowings	For the period ended on December 31, 2023 (Unaudited) #	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Long Term Borrowings			
Car Loan	15.50	76.52	154.17
Short Term Borrowings			
Cash Credit Bank of Maharashtra	2150.07	-	2417.56
PCFC Indusind Bank	1986.48	-	1929.52
PCL / Cash Credit SVC Bank	2538.32	1333.15	2300.93
Overdraft from ICICI Bank	1168.14	-	263.13
PCFC Deutsche Bank	1487.43	164.43	-
Current Maturities of Car Loan	81.07	77.65	71.24
Unsecured Borrowing (Related Party)	-	-	1416.86
Grand Total	9427.01	1651.75	8553.41

#outstanding amount as on December 31, 2023.

For details on our borrowings for FY 2022-23, please refer to Note 18 and 21 on page no. 125 of the Letter of Offer.

Contingent Liabilities

The table below summaries of our Contingent Liabilities from our Audited Consolidated Financial Information for the financial year ended March 31, 2023 and 2022 and from limited review report for 9 months ending on December 31, 2023:

(Rs. in Lakhs, unless otherwise specified)

Particulars	For the period ended on December 31, 2023 (Unaudited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Direct and indirect taxation matters			
TDS Default	1.52	1.52	0.31
Income Tax	1305.08	1305.08	1494.02
Sales Tax	803.84	803.84	803.84
A. Claims against the company not acknowledged as debts	(3345.87)	3461.67	4550.81
B. Claim by the Company not acknowledged as Income	4330.74	(4917.43)	4539.84
Net (A-B)	984.88	(1455.76)	10.97

For details regarding our contingent liabilities for FY 2023, please refer to note 37 on page 134 of the Letter of Offer and Offer.

Reservations, Qualifications and Adverse Remarks

There have been no reservations, qualifications and adverse remarks however there are some key audit matters.

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the Consolidated financial statements of the current period. The same has been addressed in chapter titled “Financial Statements” beginning on page 85 of this Letter of Offer.

Related Party Transactions

For details on related party transactions for FY 2023, see note 39 on page no. 135 of the Letter of Offer.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Quantitative And Qualitative Disclosure About Market Risk

Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials and components used therein. The costs for these materials and components are subject to fluctuation based on commodity prices. The costs of various components sourced from third party manufacturers may also fluctuate based on their availability from suppliers.

Credit risk

We are exposed to credit risk from our operating and financial activities. We manage credit risk in relation to our customers by ensuring that our marketing department follows our establish policies, procedures and controls, and by reviewing the creditworthiness of our customers on an on-going basis. We estimate expected credit loss on the basis of past experience and data, and provide for doubtful debts accordingly.

Liquidity risk

We may experience liquidity risk due to the accumulation of receivables due from our clients which exposes us to the risk of not being able to meet our obligations. The senior management team of our Company oversees our processes and policies are formulated to minimise such risk.

Equity price risk

Our Company has invested in the equity shares of our Subsidiaries as a part of our overall business strategy and growth policy. Accordingly, we are exposed to risk because of fluctuations to the prices of the equity shares. We manage our exposure to this risk by placing limits on the individual and total equity investment carried out by us in our Subsidiaries based on their respective business plans.

Qualitative Disclosure about Market Risk

1. Unusual or infrequent events or transactions

Except as described in this Letter of Offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the section titled “Risk Factors” beginning on page no. 20 of this Letter of Offer respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled “*Risk Factors*” beginning on page no. 20 of this Letter of Offer, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the section titled “*Risk Factors*” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on pages 20 and 206 respectively of this Letter of Offer, and elsewhere in this Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company’s future costs and revenues will be determined by demand/supply situation and government policies.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Increases in our revenues are by and large linked to increases in the volume of activities carried out by the Company.

6. Total turnover of each major industry segment in which the issuer company operated

Our Company is in the business of trading of agro-commodities. For details on revenue break-up from each segment, kindly refer the chapter titled “**Our Business**” beginning on Page 76 of this Letter of Offer.

7. Status of any publicly announced new products or business segment

Except for as mentioned below, we have not announced and do not expect to announce in the near future any new products or business segments:

- Our Company via its BOD held 28-05-2022, approving to enter into the business of trading ethanol;
- Our Company has made an announcement on 04-1-2024 for entering into joint venture agreement dated January 03, 2024 with Raigaon Sugar & Power Limited (RSPL) for the purpose of branding, marketing and selling the products- Sugar (raw and white) and Ethanol & its related products manufactured by RSPL.
- Our Company has made an announcement on 09-02-2024 for venturing into the maize procurement and trading business with an allocated capital of upto Rs. 50.00 Crores and procuring the said product directly from farmers located in East India commencing from April-May 2024 (procurement season).

8. The extent to which business is seasonal

Our Company’s business is trading of agro-commodities. However, our business operations and sales of agro commodities is dependent on the availability of the agro commodities which is seasonal nature. However, our Company is not completely dependent on any particular agro commodity which doesn’t make it a big threat to the future prospects of the Company. However, the business of the company does depend on growth potential in a particular region, demand and supply of agro commodities and the country’s economic policies and import and export policies.

9. Any significant dependence on a single or few suppliers or customers

Other than as described in this Letter of Offer, particularly in Risk Factor No. 17 on page 28 of this Letter of Offer, to our knowledge, there is no significant dependence on a single or few customers or suppliers. Details of our top customers is mentioned below:

For the period ended on December 31, 2023 (Limited Review Report/ Unaudited Consolidated Financial Information)

Name of the Customers	Customers' contribution (Rs. in Lakhs)	As a % of revenue from Operations
Tayo General Trading	29,165.99	17.96%
Asma General Trading	23,853.79	14.69%
Satrah Generaltrading LLC	8,798.30	5.42%
Parry Sugars Refinery India Pvt Ltd.	8,785.10	5.41%
Sucden Middle East	4,911.23	3.02%
Asia & Africa Gen Trading	3,789.92	2.33%
Amf London Ltd	3,809.46	2.35%
Payles Limited	2,474.14	1.52%
Flora Bakers Ltd	2,612.65	1.61%
Moumin General Trading LC	1,822.45	1.12%

For the period of FY 2022-23 (Audited Consolidated Financial Information)

Name of the Customers	Customers' contribution (Rs. in Lakhs)	As a % of revenue from Operations
Wilmar Sugar India Private Limited	76,590.15	24.14%
Viterra BV	36,534.85	11.51%
Mohiddin Lanka Food Stuff TradingLLC	21,172.15	6.67%
Satrah General Trading LLC	12,472.76	3.93%
Tayco General Trading	10,036.78	3.16%
Horizon Commodities Ltd DMCC	6,615.71	2.08%
Viterra India Pvt. Ltd.	5,764.27	1.82%
Okapi International General Trading FZE	5,723.98	1.80%
Asia Africa General Trading LLC	4,676.40	1.47%
Kams Petro Metals FZE LLC	4,043.13	1.27%
R & R Foodstuff Trading LLC	4,130.27	1.30%

For the period of FY 2021-22 (Audited Consolidated Financial Information)

Name of the Customers	Customers' contribution (Rs. in Lakhs)	As a % of revenue from Operations
Wilmar Sugar India Private Limited	75,414.29	26.43%
Viterra BV	35,308.97	12.37%
Enerfo Sugar Pte Ltd.	19,744.43	6.92%
Abdul Monem Sugar Refinery Ltd.	19,423.72	6.81%
Cofco International Singapore Pte. Ltd	17,526.91	6.14%
Viterra India Pvt. Ltd.	14,671.73	5.14%
Moumin General Trading LLC	8,634.87	3.03%
Satrah General Trading LLC	5,713.90	2.00%
Eriango General Trading LLC	5,410.52	1.90%
Defaf Al Bahar Foodstuff Trading LLC	5,240.15	1.84%

Details of our top suppliers is mentioned below:

For the period ended on December 31, 2023 (Limited Review Report/ Unaudited Consolidated Financial Information)

Name of the Suppliers	Suppliers' contribution (Rs. in Lakhs)	As a % of purchase
Viterra B V	33,470.09	20.18%

Name of the Suppliers	Suppliers' contribution (Rs. in Lakhs)	As a % of purchase
Saivv International Pte Ltd	17,614.00	10.62%
Sime Darby	7,825.37	4.72%
Farmtel Export Dmcc	7,700.38	4.64%
U P State Sugar Corporation Ltd	7,234.68	4.36%
Ominco Group	5,436.26	3.28%
Indian Cane Sugar	3,928.03	2.37%
Vishwaraj Sugar Industries Ltd	3,760.87	2.27%
Shri Chhatrapati S.S.K.Ltd	2,468.47	1.49%
Jawahar Shetkari Sahakari Sakhar Karkhana Ltd.	2,043.45	1.23%

For the period of FY 2022-23 (Audited Consolidated Financial Information)

Name of the Suppliers	Suppliers' contribution (Rs. in Lakhs)	As a % of purchase
Shri Hiranyakeshi Sahakari Sakkare Karkhane Niyamit	11,618.06	4.08%
Loknete Marutrao Ghule Patil Dyaneshwar SSK Ltd	10,349.44	3.64%
Dwarkadhish SSK	9,756.82	3.43%
Mula Sahakari Sakhar Karkhana Ltd	8,003.11	2.81%
Shree Chalthan Vibhag Khand Udyog Sahakari Mandli	7,093.57	2.49%
The Ugar Sugar Works Ltd	5,911.24	2.08%
Vitthalrao Shinde Sahakari Sakhar Karkhana Export	5,897.36	2.07%
Yashwantrao Mohite Krishna SSK. Ltd	5,452.08	1.92%
Agasti Sahakari Sakhar Karkhana Ltd	5,426.87	1.91%
Venkateshwara Industrial Services Pvt. Ltd	5,096.87	1.79%

For the period of FY 2021-22 (Audited Consolidated Financial Information)

Name of the Suppliers	Suppliers' contribution (Rs. in Lakhs)	As a % of purchase
Shri Hiranyakeshi Sahakari Sakkare Karkhane Niyamit	24,396.22	9.55%
Agasti Sahakari Sakhar Karkhana Ltd	9,588.44	3.75%
Bilagi Sugar Mill Limited	8,648.14	3.39%
Shree Chalthan Vibhag Khand Udyog Sahakari Mandli	8,374.94	3.28%
S.M.Shivajirao Narayanrao Nagawade SSK Ltd	8,147.81	3.19%
Ashok Sahakari Sakhar Karkhana Ltd	7,636.37	2.99%
Vishwasrao Naik Ssk Ltd	7,108.91	2.78%
Shree Siddheshwar S.S.K Ltd	6,263.05	2.45%
Padmabhushan Krantiveer Dr. Nagnathanna Nayakwadi & Hutatma Kisan Ahir Sahakari Sakhar Karkhana Ltd.	5,724.54	2.24%
Sar Senapati Snataji Ghorpade Sugar Factory Limited	5,288.72	2.07%

10. Competitive conditions

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths like quality products, brand loyalty and timely supply, we will be able to stay competitive. For further details, kindly refer the chapter titled “**Our Business**” beginning on page 76 of this Letter of Offer.

SECTION VI- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

*Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, our Promoter, and our Subsidiaries ("**Relevant Parties**"). Further, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on February 14, 2023 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:

- (i) Outcome of any single litigation/dispute determined by courts of law (not below the High Court) or individual matters with similar case of action (which shall be aggregated) and regulatory action having an impact of not less than Rs. 5 Crores; and*
- (ii) the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.*

It is clarified that although our Company has adopted a materiality policy, we have disclosed all the pending litigations involving our Company, our Directors, our Promoter, and our Subsidiaries.

It is also clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors, our Promoter or our Subsidiaries, shall not be considered as litigation until such time that any of our Company, our Directors or our Subsidiaries, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

All terms defined in a particular litigation disclosure pertain to that litigation only.

I. Litigation involving our Company

A. Litigation filed against our Company

1. Criminal proceedings

- (i) *Rai Bahadur Narain Singh Sugar Mills Limited vs. Sakuma Exports Limited and another - Complaint no. 1337 of 2020***

Rai Bahadur Narain Singh Sugar Mill Limited ("**RBNS**") had filed a complaint bearing Complaint no. 1337 of 2020 before the Hon'ble Additional Chief Judicial Magistrate, Haridwar ("**ACJM, Haridwar**") against our Company under section 138 of the Negotiable Instruments Act, 1881. Our Company entered into an agreement with RBNS to procure 12,500 MT Indian white sugar of certain requisite quality preferable with slight moisture content for the purpose of export. Our Company has paid the entire consideration amount of ₹2,200.39 Lakhs to RBNS in advance for supply of the 12,500 MT Indian white sugar along with a postdated cheque amounting to ₹1,306.00 Lakhs dated March 12, 2020 ("**PDC**") to RBNS as security. However, as per a surveyor report RBNS has supplied approximately 8,000 MT Indian white sugar with high moisture content which was not in accordance with specification agreed between our Company and RBNS. The Indian white sugar with high moisture content was ultimately rejected by foreign buyer's surveyor while RBNS had assured our Company that it will provide our Company with monetary compensation. However, once the export was of the Indian white sugar was completed, RBNS backed out on its assurance of monetary compensation. Furthermore, due to ongoing COVID-19 pandemic, the foreign buyer refused to pay the export sales proceeds. This resulted in our Company incurring losses surmounting to the tune of `450 Lakhs. Furthermore, RBNS presented the PDC to the bank where it was

returned to them with the reason being 'Funds Insufficient'. Hence, RBNS has filed this complaint which is presently pending. Our Company and Saurabh Chander Mohan Malhotra then approached the Hon'ble High Court of Uttarakhand and filed a Criminal Miscellaneous Application bearing number; C482 No. 813 of 2020 under section 482 of the Code of Criminal Procedure, 1973 on the grounds that the PDC was presented to the bank by RBNS after the expiry of 3 months from the date of the PDC and hence was returned to RBNS as a stale cheque. Our Company has prayed for the complaint bearing Complaint no. 1337 of 2020 before the Hon'ble Additional Chief Judicial Magistrate, Haridwar to be set aside pending disposal of this petition filed before the Hon'ble High Court of Uttarakhand which is disposed of as dismissed and withdrawn. Our Company and Saurabh Chander Mohan Malhotra also filed a Criminal Revision before the Hon'ble Court of the Ld. District and Sessions Judge, Haridwar bearing number 49 of 2021 assailing the summoning order passed by ACJM, Haridwar in the Complaint no. 1337 of 2020 on the grounds that the ACJM, Haridwar had passed the summoning order without first inquiring into the case itself or directing an investigation for the purpose of deciding whether or not there was enough sufficient ground for proceedings against our Company and Saurabh Chander Mohan Malhotra who are situated in Mumbai, Maharashtra. Our Company and Saurabh Chander Mohan Malhotra have prayed for the setting aside of the summoning order passed by ACJM, Haridwar. The matter is presently pending.

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

(i) *S. H. Prakash vs. Sakuma Exports Limited and others - O. S. No. 09 of 2010 and Execution Application no. 115 of 2017 in O. S. No. 09 of 2010*

S. H. Prakash ("SHP"), plaintiff herein, has filed an application for execution under Order XXI Rule 11(2) of the Code of Civil Procedure, 1908 against our Company and its Directors before the Hon'ble City Civil Court of Bombay. SHP had filed a recovery suit of ₹10.22 Lakhs ("**Recovery Suit**") against our Company and its Directors before the Hon'ble Court of Senior Civil Judge, Civil Court, Harihar bearing number O. S. No. 09 of 2010 ("**Harihar Civil Court**") whereby SHP claimed that our Company had purchased 12,584 bags of maize weighing 1228 MTS valued at ₹85.23 Lakhs from SHP against which our Company only made a part payment of ₹75.00 Lakhs while the balance of ₹10.22 Lakhs was never paid to SHP by our Company. Through the Recovery Suit, SHP had sought a payment of ₹17.59 Lakhs (inclusive of interest and court fee). The Harihar Civil Court had passed an ex parte decree laying down that our Company and its Directors were duly served upon in connection with the case however, chosen not to file the written statement and directed the Company to pay ₹17.59 Lakhs to SHP. In order to seek execution of the decree passed by the Harihar Civil Court and seeking attachment of properties of our Company and its Directors, SHP has initiated this execution application before the Hon'ble City Civil Court, Mumbai for Order execution amount of ₹36 Lakhs (inclusive of interest). Our Company has filed a miscellaneous petition bearing Miscellaneous Petition number 09/2019 under Order IX Rule 13 of Code of Civil Procedure, 1908 to set aside ex-partite decree of O. S. No. 09 of 2010 passed by the Harihar Civil Court and its restoration on the grounds that our Company and its Directors were never served the notice of summons and the Directors became aware of being placed ex-parte from a third party and did not receive a just and proper opportunity to file the written statement and that the balance amount due to SHP was paid to M/s L.V. Corporation on the instructions of SHP and M/s L.V. Corporation and hence there was no amount due to SHP and the dues were fully settled. The matter is presently pending.

(ii) *Sakuma Exports Limited and others vs. S. H. Prakash- MFA No. 5732 of 2023*

Our company has filed an appeal before the Hon'ble High Court of Karnataka under order 43 rule 1(d) of Civil Procedure Code, 1908 against order dated April 11, 2023 passed in C. Misc. Petition No. 9/2019 Civil Judge at Harihar Court) praying stay operation and execution of final judgment and decree in the original suit no. 09 of 2010. Accordingly, Hon'ble High Court of Karnataka has admitted our appeal and ordered for stay of operation and execution of final judgment and decree dated February 12, 2016. The matter is presently pending.

For details, see "*Outstanding Litigations and Defaults - Litigation filed against our Company - S. H. Prakash vs. Sakuma Exports Limited and others - O. S. No. 09 of 2010 and Execution Application no. 115 of 2017 in O. S. No. 09 of 2010*" beginning on page 155 of this Letter of Offer.

(iii) *Dr. Babasaheb Ambedkar Sahakari Sakhar Karkhana Limited vs. Sakuma Exports Limited – Special Suit no. 200036/2015*

Dr. Babasaheb Ambedkar Sahakari Sakhar Karkhana Limited ("**BASSKL**") has instituted a suit for recovery before the Court of the Hon'ble Civil Judge, Senior Division, at Osmanabad ("**Suit**") bearing special suit number 200036/2015 against our Company. BASSKL entered into an agreement with our Company for the sale of raw sugar to our Company to the extent of 10,000 MT at the rate of ₹25,000 per MT. In terms of the agreement, our Company deposited ₹1,000 per MT with BASSKL as advance.

Our Company to the delivery of 5,291.400 MT raw sugar till November 28, 2013. With regards to the delivery for the rest of the quantity of the raw sugar, the parties through their conduct had waived of the conditions pertaining to the time of delivery of goods and BASSKL vide their letter dated February 6, 2014 had allowed our Company 15 days to lift the raw sugar from BASSKL. Our Company then entered into negotiations with BASSKL for the contract price and our Company agreed to take the delivery of the pending 4,708.600 MT of raw sugar at the contracted price of ₹25,000 per MT and our Company assured BASSKL vide a letter dated March 8, 2014 that the remaining 4,708.600 MT raw sugar will be lifted by our Company by March 23, 2014 which was accepted and acknowledged by BASSKL. However, BASSKL repudiated the contract and sold the balance 4,708.600 MT raw sugar at the rate of ₹23,150 per MT to a third party. BASSKL claimed that due to the delay in taking the delivery of the balance 4,708.600 MT raw sugar and having to sell it to a third party at the lower rate compared to what was agreed between our Company and BASSKL, BASSKL has suffered losses and hence filed this recovery suit praying for recovery of ₹51.43 Lakhs along with a future interest of 18% of the decretal amount. Further, our Company has filed a counter claim of ₹49.15 lakhs for recovery of balance security deposit against BASSKL. The matter is currently pending. Our Company subsequently filed a counter claim against BASSKL for arbitrarily repudiating the agreement entered between BASSKL and our Company along with the grounds set out above, for the recovery of an amount of ₹49.15 Lakhs from BASSKL before the Court of the Hon'ble Civil Judge, Senior Division, at Osmanabad. The counter claim is presently pending.

(iv) *M/s Sharda Roadlines vs. Sakuma Exports Limited - Spl. C.S. No. 200046/2015 and Spl.Dkst/4/2022*

M/s Sharda Roadlines ("**Sharda**") has filed a petition bearing number Spl. C.S. No. 200046/2015 against our Company before the Court of the Hon'ble Civil Judge (Senior Division), Latur ("**Latur Court**") for recovery of ₹19.22 Lakhs from our Company. Our Company had placed a work order of 26,000 Qtl. of sugar transport through railway wagons from Unja to Latur to Ssharda which is a transportation company. Sharda raised bill of ₹16.60 Lakhs for transportation and a debit note of ₹17.53 Lakhs for amount paid by Sharda on behalf of the Company to the railway authorities for transportation, both the amounts aggregating to ₹34.13 Lakhs. Sharda alleged that out of the ₹34.13 Lakhs receivable from our Company, and after deducting an advance of ₹20.00 Lakhs paid by our Company against the above bill, the amount payable to Sharda is ₹14.13 Lakh by the Company, along with interest. However, our Company had paid an excess of ₹1.22 Lakh to Sharda for which our Company had sent a legal notice to Sharda for the recovery of the excess payment. However, Sharda filed this suit against our Company for the recovery of ₹14.13 Lakhs along with interest. In the said suit, Latur Court passed an ex-partite order directing our Company to pay ₹20.30 Lakhs including interest to Sharda. Sharda subsequently filed an order execution petition bearing number Spl.Dkst/4/2022. Our Company has filed a Miscellaneous Application bearing number Misc. Civil Application no. 17/2019 for setting aside the decree before the Latur Court on the grounds of 'audi alteram partem'. The miscellaneous petition and the execution petition are presently pending.

(v) *Udagiri Sugar and Power Limited vs. Sakuma Exports Limited - Spl. C.S. 117/2016 and Commercial Suit 02/2020*

Udagiri Sugar and Power Limited ("**USPL**") had filed a suit bearing number Spl. C.S. 117/2016 before the Court of Hon'ble Civil Judge, Senior Division at Sangli against our Company. Our Company had entered into an agreement with USPL for the purchase of 7,800 MT raw sugar at the rate of ₹22,750 aggregating to a total order value of ₹1,774.50 Lakhs from USPL for export. USPL, in its plaint, alleged that our Company delayed the

exporting of the raw sugar and once they had been exported, our Company provide the necessary documents of pertaining to the exports on time to USPL. As a result, USPL were not able to avail export subsidies provided by the Government on the export of raw sugar at the time. USPL alleged that USPL could have availed a subsidy of ₹3,300 per MT of raw sugar if the raw sugar had been exported within the Government stipulated timelines by our Company. USPL further alleged that since our Company was unable to export the sugar within the Government stipulated timelines, USPL was unable to procure the above mentioned subsidy from the Government and were only able to claim a subsidy of ₹2,277 per MT of raw sugar resulting in a loss of ₹1,023 per MT of raw sugar to USPL. Hence, USPL instituted this suit and had prayed for an amount of ₹99.02 lakhs (along with further interest at 12% per cent per annum) for the alleged losses suffered by USPL. The Court of Hon'ble Civil Judge, Senior Division at Sangli passed an ex-parte order for "No Written Statement" against our Company. Our Company then filed an application under Order 9 Rule 7 of the Civil Procedure Code 1872 read with section 151 of the Civil Procedure Code for vacating the ex-parte order. The suit has now been transferred to the Hon'ble Commercial Court Civil Judge Senior Division, Sangli. The matter is presently pending.

(vi) ***Sahyadri Sahakari Sakhar Karkhana Limited vs. Sakuma Exports Limited and others - Spl. C.S. 17/2020***

Sahyadri Sahakari Sakhar Karkhana Limited ("SSSKL") has instituted a suit for recovery before the Court of the Hon'ble District Judge-2, Karad ("**Karad Suit**") bearing Spl. C.S. 17/2020 against our Company and certain of our Directors. SSSKL entered into an agreement with our Company for the sale of Indian white crystal sugar to our Company to the extent of 3,310.5 MT at the rate of ₹3,400 per quintal aggregating to ₹1,125.57 Lakhs and it was agreed between the parties and in terms of the agreement that the 3,310.5 MT Indian white crystal sugar will be lifted by our Company within 30 days of the agreement. However, our Company found out through an independent surveyor report that the specifications of the Indian white crystal sugar did not meet the specifications set out in the agreement between SSSKL and our Company and as such, our Company informed SSSKL that it will be unable to lift the Indian white crystal sugar as SSSKL was in breach of their agreements on the grounds of not meeting the specifications of the Indian white crystal sugar set out in the agreement. Hence, SSSKL has instituted this suit and prayed for recovery of ₹237.41 Lakhs along with an interest of 12% per annum from our Company. Our Company has contended that it was SSSKL, and not our Company, who was in breach of contract by not providing the agreed upon specifications for the Indian white crystal sugar. Furthermore, our Company has also contended that the suit is barred by the Limitation Act, 1963. The matter is presently pending.

(vii) ***M/s Sanghar Exports vs. Sakuma Exports Limited and Saurabh Chander Mohan Malhotra - Spl. C.S. 1526/2019***

M/s Sanghar Exports ("Sanghar") has filed a special civil suit bearing number Spl. C.S. 1526/2019 against our Company and its Director Saurabh Chander Mohan Malhotra before the Court of the Hon'ble Civil Judge, Senior Division, Pune. Sanghar acted as an intermediary between our Company and certain buyers for the purchase of our Company's goods introducing the buyers Vietnam to our Company. Despite their being no agreement to the effect, Sanghar demanded a brokerage/commission from our Company on the sale of goods to the Vietnam buyers aggregating to ₹30.86 Lakhs. Our Company informed Sanghar that the commission shall only be paid upon the receipt of all the dues from the buyers. However, Sanghar instituted this suit before Court of the Hon'ble Civil Judge, Senior Division, Pune for the recovery of the disputed amount of ₹30.86 Lakhs along with an interest of ₹6.61 Lakhs (being 18% of ₹30.86 Lakhs). The matter is presently pending.

(viii) ***Avida Pte Limited vs. Sakuma Exports Limited and another - Suit No. 202 of 2021***

Avida Pte Limited ("Avida") has filed a suit before Hon'ble High Court of Judicature at Bombay bearing number 202 of 2021 against our Company and another for recovery of USD 150,000. Our Company entered into a sale contract with Avida to purchase 2700 MT Indian long grain white raw rice. As per the agreement, Avida deposited US 150,000 with our Company. Subsequently, a dispute arose amongst Avida and our Company whereby it was settled that our Company shall refund the deposit amount of USD 150,000 to Avida. Subsequently, our Company made the payment to Avida. However, upon sharing the details of the payment with Avida, both parties learned that the payment was made into a wrong bank account. While our Company claimed that they have made the payment and the dues have been settled as per the details shared by Avida (the payment details were shared by Avida twice vide two email communications wherein the payment details of the second communication received by the Company differed from the first.) Avida then alleged that our Company had fabricated the second email

communication with an intent to defraud Avida. Hence, Avida has filed this suit for the recovery of claim amount of USD 160,500 (inclusive of interest on the principle amount of USD 150,000) along with a further interest at the rate of 12% from the date of this suit on the principle amount. The matter is presently pending.

(ix) ***Indian Sugar Exim Corporation vs. Sakuma Exports Limited - Arbitration Petition no. 489/2020 and 490/2020***

Indian Sugar Exim Corporation ("**ISEC**") has filed an Arbitration Case bearing number 489/2020 and 490/2020 before the before Justice Pradeep Nandarog, Former Chief Justice of the High Court of Judicature at Bombay, Sole Arbitrator against our Company for the recovery dues and payables from foreign sale proceeds towards the export of sugar facilitated by our Company. ISEC entered into certain facilitation agreements with our Company whereby our Company agreed to act as a facilitator for the export of sugar by ISEC. ISEC claimed that our Company was obligated to ensure timely acceptance of export shipments by third party buyers and to also ensure timely payments towards such export shipments from the third party buyers (and subsidiaries of our Company) arranged by our Company in terms of the facilitation agreement. Subsequently, certain amounts became overdue from third party buyers and our Company's foreign subsidiaries and ISEC alleged that the parties had defaulted on their payments. ISEC alleged that in terms of the facilitation agreement, our Company is responsible for the alleged outstanding dues from foreign subsidiaries. Our Company informed ISEC that all the dues from the foreign buyers had been paid and nothing is pending to be payable to ISEC. Hence, ISEC filed the two arbitration proceedings bearing numbers 489/2020 and 490/2020 for the recovery of USD 10,69,220 along with interest at the rate of 18% per annum and USD 4,82,360 along with interest at the rate of 18% per annum, respectively. The Arbitral award dated January 14, 2024 was passed in favour of our Company. Pursuant to which, ISEC is directed to pay an amount of Rs.2,37,88,449 to our Company.

(x) ***Pinakin Super Industries vs. Sakuma Exports Limited and others - Special Civil Suit No. 57 of 2006***

Pinakin Super Industries ("**Pinakin**") had filed a suit to recovery suit before the Court of Principal Senior Civil Judge, Mahesana against our Company for recovery of an outstanding amount of ₹8,24,958. Our Company had subsequently filed a counter claim of ₹1,45,075 against Pinakin. However, the Court of Principal Senior Civil Judge, Mahesana vide its order dated October 17, 2013 disallowed the counter claim and partly decreed the recovery suit of Pinakin directing our Company to pay an amount of ₹7,96,100 along with an interest at the rate of 8.25% till realization. The matter has been transferred for execution before Court of Principal Senior Civil Judge, Unjha for execution which is pending as on date. Our Company does not intend to challenge the decree any further.

(xi) ***Indian Sugar Exim Corporation vs. Sakuma Exports Limited – OMP (Comm) 416/2023***

Indian Sugar Exim Corporation has filed an appeal against the arbitral award dated June 9, 2023 by Hon'ble Sole Arbitrator, Mr. Justice A.K. Pathak in the arbitration proceeding bearing number 296/2021 before the Hon'ble High Court of Delhi under section 34 of the Arbitration and Conciliation Act 1996 as amended upto date. The matter is presently pending.

For details, see "***Outstanding Litigations and Defaults - Litigation filed by our Company - Sakuma Exports Limited vs. Indian Sugar Exim Corporation - Arbitration Petition no. 296/2021***" beginning on page 155 of this Letter of Offer.

(xii) ***Sai Dharam Chand Agarwal Vs. Sakuma Exports Limited- FAT 6 of 2022 with CAN 1 of 2023***

Sri Dharam Chand Agarwal, proprietor of M/s. Bengal Agency, ("**BA**") instituted a suit for recovery before the court of Civil Judge, Senior Division at Siliguri against our Company. BA, in their plaint alleged inter alia, that the quality of the sugar supplied was not as per the agreement entered into with our Company because of which they had to sell it further at a lower price to their customers and thus suffered a loss of ₹ 10 lakhs. BA further claimed ₹ 100 lakhs as advance given for a subsequent order, which BA claimed to have cancelled. Our Company vide its email of April 20, 2016, refuted the allegations stating that it had already procured the sugar from the suppliers for the fulfillment of the BA's order. However, BA cancelled the order, due to which our Company had to sell it to other customers at a lower price, and thus incurred losses. Matter is heard and dismissed. Now

against the said dismissal, Sri Dharam Chand Agarwal has filed an appeal number FAT/6/2022 on 28/06/2022 and the matter is presently pending.

4. Actions taken/ penalties/ warning letters issued, if any, by SEBI or the Stock Exchanges:

- (i) Except as disclosed below, we confirm that there have been no actions taken/ penalties/ warning letters issued, if any, by SEBI/ Stock Exchanges for the last three (3) years:

1. Letter No. SEBI/HO/IVD/ID9/OW/P/2021/8338/1 dated April 6, 2021

In 2018, our Company initiated the process to undertake a Qualified Institutional Placement ("QIP") and had made the relevant disclosures to the Stock Exchanges. Further, our Company cancelled the process of the QIP owing to unfavorable market conditions in 2021, however, the disclosure for the same was not made by our Company. In pursuance of the same, SEBI issued a warning letter bearing number SEBI/HO/IVD/ID9/OW/P/2021/8338/1 dated April 6, 2021, instructing our Company of the consequences of non-compliance with the Listing Regulations. However, we confirm that no action or proceeding was initiated or taken against our Company by SEBI.

2. Order No. SEBI/HO/IVD/ID9/OW/P/2021/8339/1 dated April 6, 2021

SEBI had conducted an investigation in the insider trading activities of the Company for the period of August 1, 2018, to September 14, 2018. It was found that Ms. Harsha Narvekar, Accounts Manager, an employee of the Company, earned a profit of Rs. 6,750.25 by execution of contra-trades (within six months). SEBI vide their order bearing number SEBI/HO/IVD/ID9/OW/P/2021/8339/1 dated April 6, 2021, instructed the Company towards disgorgement of the said amount to SEBI-Investor Protection and Education Fund ("IPEF").

Accordingly, in compliance with the instruction by SEBI, our Company made the payment to IPEF and notified SEBI vide their email dated April 26, 2021, along with the proof of payment.

B. Litigation filed by our Company

1. Criminal proceedings

- (i) ***Sakuma Exports Limited and SAURABH CHANDER MOHAN MALHOTRA vs. Rai Bahadur Narain Singh Sugar Mills Limited - Criminal Miscellaneous Application no. C482 No. 813 of 2020***

For details, see "*Outstanding Litigations and Defaults - Litigation filed against our Company - Rai Bahadur Narain Singh Sugar Mills Limited vs. Sakuma Exports Limited and another - Complaint no. 1337 of 2020*" beginning on page 220 of this Letter of Offer.

- (ii) ***Sakuma Exports Limited and Saurabh Chander Mohan Malhotra vs. Rai Bahadur Narain Singh Sugar Mills Limited - Criminal Revision no. 49 of 2021***

For details, see "*Outstanding Litigations and Defaults - Litigation filed against our Company - Rai Bahadur Narain Singh Sugar Mills Limited vs. Sakuma Exports Limited and another - Complaint no. 1337 of 2020*" beginning on page 220 of this Letter of Offer.

- (iii) ***Sakuma Exports Limited vs. Sarda Agro Oils Limited – FIR no. 116/2015***

Our Company has filed an FIR bearing number 116/2015 under section 406, and 506 read with 34 of the Indian Penal Code, 1886 against SAOL at the Thimmapuram police station

For further details, see "*Outstanding Litigations and Defaults - Litigation filed against our Company - Sarda Agro Oils Limited vs. Sakuma Exports Limited – Original Suit No. 274/2015*" beginning on page 220 of this Letter of Offer.

(iv) *Sakuma Exports Limited and Raju Sundaram Pille vs. Vijay Thakker and Jyoti Deshpande – FIR no. 154/2015*

Our Company, through Raju Sundaram Pille has filed a FIR bearing number 154/2015 under section 409, 420, 465, 468, 469, 201, 34 of Indian Penal Code, 1860 at the N. M. Marg Police Station, Mumbai against Vijay Thakker and Jyoti Deshpande ("**Accused**"). The Accused were employed with our Company prior to the year 2015. They held the position of manager and chief accountant in our Company. During an investigation, our Company discovered that the Accused were involved in various malpractices including forgery, fraud and embezzlement of funds of our Company. This discovery led to our Company filing this FIR. The investigation officer in the matter has filed a charge sheet before the Hon'ble Dadar Bhoiwada Metropolitan Magistrate Court. Accused have filed Criminal Revision Petition bearing number CRI REV APP/0100361/2019. Subsequently, as per the order of the court, the case was transferred to Hon'ble Sessions Court of Mumbai for hearing. The matter is presently pending.

2. Material civil proceedings

(i) *Sakuma Exports Limited vs. Simbhaoli Sugars Limited - C.S. (COMM) No. 389/2017*

Our Company has filed a commercial suit before the Hon'ble High Court at New Delhi against Simbhaoli Sugars Limited ("**SSL**"). Our Company entered into an agreement with SSL for the procurement of 468 MT of white sugar valued at ₹149.19 Lakhs. Our Company received a payment of ₹70.00 Lakhs against the bill amount of ₹149.19 Lakhs while the balance of ₹79.19 Lakhs was pending. Despite following up with SSL, our Company did not receive the balance of ₹79.19 Lakhs. Our Company then filed this commercial suit before the Hon'ble High Court at New Delhi *and* prayed for recovery of ₹117.20 Lakhs (the balance of ₹79.19 Lakhs along with interest amounting to ₹38.01 Lakhs) from SSL. SSL, in its written statement, alleged that the delivery of balance goods was not received by them, and instead were delivered to one of our Company's subsidiary. The matter is presently pending.

(ii) *Sakuma Exports Limited vs. Shree Ganesh Khand Udyog Sahkari Mandli Limited - Commercial Suit no. 18963 of 2021*

Our Company has filed a Commercial Suit bearing number 18963 of 2021 before the Hon'ble High Court of Judicature at Bombay against Shree Ganesh Khand Udyog Sahkari Mandli Limited ("**SGK**") for recovery of ₹179.07 Lakhs. SGK entered into an agreement with our Company for supply of 12,000 MT of sugar to our Company for the purpose export. Our Company had obligations to export the said sugar and supply export related documents to SGK for availing export subsidy from the Government of India. Our Company has duly paid value of 12000 MT sugar to SGK amounting to ₹3,202.97 Lakhs in advance. However, SGK failed to supply 721 MT sugar to our Company. Our Company then filed this suit for recovery of 721 MT sugar from SGK or in the alternative, recovery of ₹179.07 Lakhs paid in advance against the undelivered 721 MT sugar by SGK to our Company. The matter is presently pending.

(iii) *Sakuma Exports Limited vs. Varamin Sugar Refinery - Suit No. 6368/ 2020*

Our Company has filed a suit before the Hon'ble City Civil Court at Bombay against Varamin Sugar Refinery ("**VSR**") for the recovery of ₹81.31 Lakhs. VSR entered into an agreement with our Company to procure 400,000 MT of Indian raw sugar from our Company. Our Company supplied VSR with the first shipment of 83,790 MT Indian raw sugar against which VSR defaulted in making payment towards the consideration for the shipment in terms of the agreement. Despite several reminders and requests, VSR failed to adhere to their obligation under the agreement to make full payments towards the cargo. Accordingly, our Company in its notice dated September 3, 2020 informed VSR of being in default due to non-payment resulting in a breach of agreement. Due to the aforementioned default, the balance 316,000 MT Indian raw sugar had to be disposed of/ settled for the said quantity causing our Company losses to the tune of ₹81.31 Lakhs after adjusting advance deposit received from VSR. Hence, our Company has filed this suit for the recovery of ₹81.31 Lakhs along with an interest at the rate of 24% till the date of realization. The matter is presently pending.

(iv) *Sakuma Exports Limited vs. Indian Sugar Exim Corporation - Arbitration Petition no. 296/2021*

Our Company has initiated an arbitration proceeding bearing number 296/2021 before Hon'ble Sole Arbitrator, Mr. Justice A.K. Pathak (Retired) against Indian Sugar Exim Corporation ("**Exim Corp**") for non-performance and breach of contract. Our Company entered into a contract with Exim Corp for the supply of 81,634 MT sugar to Exim Corp at a consideration of ₹0.19 Lakhs per MT of sugar. Out of the aforementioned quantity, 8,600 MT of sugar was bought by our Company from Exim Corp for the purpose of exporting the same to a particular foreign buyer. However, Exim Corp did not deliver the 8,600 MT sugar to our Company in time causing a default on the part of our Company to meet its obligation to export the 8,600 MT sugar to the aforementioned foreign buyer who then in turn withheld payments to be made to our Company by the foreign buyer for other transactions amounting to USD 4,98,800 as a penalty for the losses caused to the foreign buyer due to the non-receipt of the obligated 8,600 MT sugar. Hence, our Company instituted this arbitration petition for the recovery of loss of profit caused to our Company due to the breach of contract by Exim Corp amounting to ₹380.79 Lakhs and ₹344.17 along with applicable GST towards the penalty levied to our Company by the foreign buyer.

The arbitrator, vide the arbitral award dated June 9, 2023, ordered Exim Corp pay the entire awarded amount of Rs. 457.54 Lakhs to our Company within a period of 90 days from the date of the award. The arbitration proceeding bearing number 296/2021 has accordingly been decided in our favour.

For details, see "*Outstanding Litigations and Defaults - Litigation filed against our Company – Indian Sugar Exim Corporation vs. Sakuma Exports Limited – OMP (Comm) 416/2023*" beginning on page 155 of this Letter of Offer.

For details, see "*Outstanding Litigations and Defaults - Litigation filed by our Company – Sakuma Exports Limited vs. Indian Sugar Exim Corporation – OMP (Enf.) (Comm) 226/2023*" beginning on page 155 of this Letter of Offer.

(v) *Sakuma Exports Limited vs. Indian Sugar Exim Corporation – OMP (Enf.) (Comm) 226/2023*

Our Company filed an execution proceeding bearing number OMP (Enf.) (Comm.) 226/2023 before the Hon'ble High Court of Delhi for recovery of sum awarded vide the Arbitral award dated June 9, 2023 passed in favour of our company directing Indian Sugar Exim Corporation to pay Rs. 1,40,00,000 and Rs. 2,00,00,000 along with interest at 9% p.a. with effect from August 8, 2019, within 90 days. However, Exim Corp has defaulted in the payment of the same. The matter is presently pending.

For details, see "*Outstanding Litigations and Defaults - Litigation filed by our Company – Sakuma Exports Limited vs. Indian Sugar Exim Corporation – Arbitration Petition no. 296/2021*" beginning on page 155 of this Letter of Offer.

(vi) *Sakuma Exports Limited vs. Rai Bahadur Narain Singh Sugar Mills Limited - C.S. (COMM) 288/2021*

Our Company filed a commercial suit bearing number C.S. (COMM) 288/2021 before the Hon'ble High Court at New Delhi against RBNS for recovery of ₹450.00 Lakhs as loss/damages incurred by our Company. Our Company entered into an agreement with RBNS to procure 12,500 MT Indian white sugar of certain requisite quality preferable with slight moisture content for the purpose of export. Our Company has paid the entire consideration amount of ₹2,200.39 Lakhs to RBNS in advance for supply of the 12,500 MT Indian white sugar. However, as per a surveyor report RBNS has supplied approximately 8,000 MT Indian white sugar with high moisture content which was not in accordance with specification agreed between our Company and RBNS. The Indian white sugar with high moisture content was ultimately rejected by foreign buyer's surveyor while RBNS had assured our Company that it will provide our Company with monetary compensation. However, once the export of the Indian white sugar was completed, RBNS backed out on its assurance of monetary compensation. Furthermore, due to ongoing COVID-19 pandemic, the foreign buyer refused to pay the export sales proceeds. This resulted in our Company incurring losses surmounting to the tune of ₹450 Lakhs which our Company has prayed for in this commercial suit along with interest at the rate of 24% per annum. The matter is presently pending.

For further details, see "**Outstanding Litigations and Defaults - Litigation filed against our Directors - Rai Bahadur Narain Singh Sugar Mill Limited vs. SAURABH CHANDER MOHAN MALHOTRA and others - FIR bearing no. 0343/2020**" beginning on page 220 of this Letter of Offer.

(vii) **Sakuma Exports Limited vs. Hindustan Media Ventures Limited, Rai Bahadur Narain Singh Sugar Mills Limited and others - LPETNL/2705/2020**

Our Company has filed a defamation suit bearing number LPETNL/2705/2020 before the Hon'ble High Court of Judicature at Bombay against Hindustan Media Ventures Limited ("HMVL"), Amar Ujala Limited ("AUL"), RBNS and others for damages amounting to ₹3,000 Lakhs.

For further details, see "**Outstanding Litigations and Defaults - Litigation filed against our Directors - Rai Bahadur Narain Singh Sugar Mill Limited vs. SAURABH CHANDER MOHAN MALHOTRA and others - FIR bearing no. 0343/2020**" beginning on page 220 of this Letter of Offer.

In the aftermath of an FIR filed against our Director and others by RBNS, AUL in its Dehradun edition and HMVL in its Roorkee edition published 2 defamatory newspaper articles which caused damage to our Company despite the fact that the complaint made by RBNS was still under investigation/adjudication and the grounds of the complaint had not been proven in a court of law. Hence, our Company filed this defamation suit praying for: the 2 articles to be declared as defamatory; the 2 articles to be withdrawn and deleted; AUL and HMVL to issue unconditional apologies to our Company on their websites for issuing the defamatory articles; and damages amounting to ₹3,000 Lakhs along with interest at the rate of 18% per annum. The matter is presently pending.

(viii) **Sakuma Exports Limited and others vs. S. H. Prakash - Miscellaneous Petition no. 09/2019**

For further details, see "**Outstanding Litigations and Defaults - Litigation filed against our Company - S. H. Prakash vs. Sakuma Exports Limited and others - Execution Application no. 115 of 2017 in O. S. No. 09 of 2010**" beginning on page 220 of this Letter of Offer.

(ix) **Sakuma Exports Limited vs. M/s Sharda Roadlines - Misc. Civil Application no. 17/2019**

For further details, see "**Outstanding Litigations and Defaults - Litigation filed against our Company - M/s Sharda Roadlines vs. Sakuma Exports Limited - Spl. C.S. No. 200046/2015 and Spl. Dkst/4/2022**" beginning on page 220 of this Letter of Offer.

(x) **Sakuma Exports Limited vs. DCM Shriram Limited vs. - O.M.P (Comm) No. 431 of 2022**

Our Company has filed an appeal bearing number O.M.P (Comm) No. 431 of 2022 before the Hon'ble High Court of Delhi against DCM Shriram Limited ("DCM") challenging the award passed by Hon'ble A.P.S. Ahluwalia, Senior Advocate, Sole Arbitrator on July 7, 2022 ("**Impugned Award**") in the arbitration proceedings between DCM and our Company for recovery of loss/ damages to DCM due to unilateral termination of an agreement between DCM and our Company. DCM entered into an agreement with our Company for supply of 7,950 MT Indian white sugar which our Company intended lift from DCM between March 2, 2020 and April 4, 2020 to export to its buyer from Afghanistan. However, in wake of the Covid-19 pandemic, on February 29, 2020, the Pakistan Government declared a complete closure of the Pakistan-Afghanistan border at Chaman for 2 weeks which was further extended on time to time basis. As our Company was purchasing Indian white sugar for export to Afghanistan, the complete closure of Pakistan-Afghanistan border made it impossible for our Company to perform the contract and thus our Company cancelled the agreement immediately i.e. on March 2, 2022 on the grounds of force majeure. DCM filed this arbitration case for the recovery of loss/damages of ₹318.00 Lakhs along with a future interest at the rate of 18% per annum due to alleged unilateral termination of the agreement. The Impugned Award of Rs. 3.18 Crores in favour of DCM with a future interest at the rate of 6% p.a. was passed against our Company along with the cost and fees of the arbitral tribunal. Hence, our Company has filed this appeal praying for the Impugned Award to be set aside. The matter is presently pending.

C. Tax proceedings

(in ₹ Lakhs)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	12	1,468.20
Indirect Tax	3	803.86
Total	15	2272.06

II. Litigation involving our Subsidiaries

A. Litigation filed against our Subsidiaries

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. Litigation filed by our Subsidiaries

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings

(in ₹ Lakhs)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

Confirmations

There have been no past cases in which penalties have been imposed on the Company, its Subsidiaries, its Directors and its Promoters.

There has been no disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Company, its Subsidiaries, its Directors and its Promoters during the last 5 financial years.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. Our Company has obtained the necessary consents, licenses, registrations, permissions and approvals from the applicable government agencies and other statutory and/ or regulatory authorities required to carry on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

In addition, as on the date of the 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.

- I. Material approvals for which applications have been made by our Company, but are currently pending grant: NIL**
- II. Material approvals for which renewal applications have been made by our Company: NIL**
- III. Material approvals which have expired and for which renewal applications are yet to be made by our Company: NIL**
- IV. Material approvals required for which no application has been made by our Company: NIL**

APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Issuing Authority	Registration / License No.	Nature of Registration / License	Date of Registration	Valid Up to
Registrar of Companies, Mumbai	L51909MH2005PLC155765	Corporate Identity Number (CIN)	31-08-2005	Valid Till Cancelled
Registration in Income Tax Department	AAJCS2037F	Allotment of Permanent Account Number (PAN)	31-10-2023	Valid Till Cancelled
Income Tax Department	MUMS49541C	Allotment of Tax Deduction Account Number (TAN)	14-09-2011	Valid Till Cancelled
Employees' Provident Fund Organization, Ministry of Labour and Employment	MHBAN0125070000	Allotment of Provident Fund Code (PF)	20-07-2019	Valid Till Cancelled
Employees' State Insurance Corporation	31001061680001099	Allotment of Employees' State Insurance Corporation (ESIC)	29-03-2017	Valid till Cancelled
Government Of India, Ministry of Commerce and Industry Office	0398056811	Allotment of Importer-Exporter Code (IEC)	15-05-2023	Valid till Cancelled
Agricultural And Processed Food Products Export Development Authority; Mumbai	51285	Allotment of Agricultural and Processed Food Products Export Development (APEDA)	19-12-2019	16-12-2024
Food Safety and Standards Authority of India	10013022001547	Allotment of Food Safety and Standards Authority of India (FSSAI)	18-01-2024	30-01-2029

Issuing Authority	Registration / License No.	Nature of Registration / License	Date of Registration	Valid Up to
Federation Of Indian Export Organizations; Ministry of Commerce, Government of India	WR/133/2021-2022	Registration - Cum - Membership Certificate of FIEO	15-03-2023	31-03-2024
Ministry of Commerce and Industry; Department of Commerce; Directorate General of Foreign Trade; Government of India	MUMSTATAPPLY00003942AM24	Four Star Export House	01-10-2023	31-03-228
Indian Spices & Foodstuff Exporter's Association	ISFEA-E-0081	Certification for export member of Indian Spices & Foodstuff Exporter's Association	01-04-2023	31-03-2024
Legal Entity Identifier India Ltd	3358005Z8KX25SSVDU51	Legal Entity Identifier (LEI CODE)	18-04-2023	24-04-2024
Maharashtra Shop and Establishment License	820201047/GS/Ward/ Commercial II	Allotment of Shop & Establishment- Registered Office	10-01-2022	09-01-2032
Income Tax Department	27AAJCS2037F1ZG	Allotment of Goods and Services Tax (GST)- Registered Office	01-11-2023	Valid till Cancelled
Income Tax Department	24AAJCS2037F1ZM	Allotment of Goods and Services Tax (GST)- Ahmedabad Office	21-04-2023	Valid till Cancelled
Income Tax Department	37AAJCS2037F1ZF	Allotment of Goods and Services Tax (GST)- East Godavari, Andhra Pradesh Office	17-08-2018	Valid till Cancelled
Income Tax Department	08AAJCS2037F1ZG	Allotment of Goods and Services Tax (GST)- Jodhpur Office	17-07-2018	Valid till Cancelled
Income Tax Department	19AAJCS2037F1ZD	Allotment of Goods and Services Tax (GST)- Howrah Office	25-112022	Valid till Cancelled
Income Tax Department	36AAJCS2037F1ZH	Allotment of Goods and Services Tax (GST)- Telangana Office	18-07-2018	Valid till Cancelled
Income Tax Department	33AAJCS2037F1ZN	Allotment of Goods and Services Tax (GST)- Chennai Office	26-07-2018	Valid till Cancelled
Income Tax Department	10AAJCS2037F1ZV	Allotment of Goods and Services Tax (GST)- Patna, Bihar Office	29-04-2023	Valid till Cancelled

MATERIAL INFORMATION AND DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this 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 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 206 of this Letter of Offer.

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 June 21, 2022, pursuant to Section 62 and Section 62(1)(a) of the Companies Act, 2013.

The Committee of Directors of our Company has, at its meeting held on April 08, 2024, determined the Issue Price as Rs. 25.30 per Rights Equity Share (including a premium of Rs. 24.30 per Rights Equity Share) and the Rights Entitlement as 33 Rights Equity Shares for every 98 Equity Shares held on the Record Date. The Issue Price is Rs. 25.30 per Equity Share and has been arrived at by our Company in consultation with the Lead Manager prior to determination of the Record Date.

On Application, Investors will have to pay Rs. 25.30 per Rights Equity Share, which constitutes as determined by our Board at its sole discretion.

This Letter of Offer has been approved by our Board pursuant to their resolutions dated April 08, 2024.

Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide their respective letters dated August 21, 2023 and August 08, 2023. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges- BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE190H20016 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "Terms of the Issue" on page no. 243 of this Letter of Offer.

Prohibition by SEBI and other Governmental Authorities

Our Company, our Promoters, our Promoter Group, Subsidiaries or our Directors, the persons in control of our Company and the persons in control of our Corporate Promoters have not been debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

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.

None of our other Directors or Promoters are associated with the securities market in any manner, except for Mr. Om Parkash Singal bearing DIN: 02585264 is a Non-Executive Independent Director of Elegant Marbles And Grani Industries Limited whose equity shares are listed on BSE Limited. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Letter of Offer.

Neither our individual Promoters nor any of our Directors have been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 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 our Promoters, Subsidiaries, Group Companies and Directors have been categorized or identified as wilful defaulters and/ or Defaulters or Fraudulent Borrowers by any bank or financial institution or

consortium.

Confirmation under the Companies (Significant Beneficial Ownership) Rules, 2018

As on the date of this 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 and NSE. For the purpose of this Issue, the Designated Stock Exchange shall be BSE.

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

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1) of the SEBI ICDR Regulations, to the extent applicable and our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue. **BSE is the Designated Stock Exchange for the purpose of the Issue.**

Compliance with 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 SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Letter of Offer with Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the website of Stock Exchanges-NSE and BSE; and
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 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, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are made in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. THE LEAD MANAGER, VIVRO FINANCIAL

SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 23, 2023 WHICH READS AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE LETTER OF OFFER OF THE SUBJECT ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - a. THE LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
 - b. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - c. THE MATERIAL DISCLOSURES MADE IN THE LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. BESIDE OURSELVES, ALL INTERMEDIARIES NAMED IN THE LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE, SUCH REGISTRATION IS VALID – COMPLIED WITH.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE.
5. WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING LETTER OF OFFER WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE LETTER OF OFFER – NOT APPLICABLE.
6. ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION,

HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE LETTER OF OFFER – NOT APPLICABLE.

7. ALL APPLICABLE PROVISIONS OF SEBI ICDR REGULATIONS, WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE – NOT APPLICABLE.
8. NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERSTO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE TO THE EXTENT APPLICABLE.
9. THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION – COMPLIED WITH TO THE EXTENT APPLICABLE.
10. FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE LETTER OF OFFER:
 - a. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER, EXCLUDING SUPERIOR RIGHTS EQUITY SHARES, WHERE AN ISSUER HAS OUTSTANDING SUPERIOR RIGHTS EQUITY SHARES – COMPLIED WITH (THE COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND
 - b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI –COMPLIED WITH.
11. WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED FOR COMPLIANCE.
12. IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THE SEBI ICDR REGULATIONS, 2018 – NOT APPLICABLE.
13. NONE OF THE INTERMEDIARIES NAMED IN THE LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY – COMPLIED WITH.
14. THE ABRIDGED LETTER OF OFFER CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – COMPLIED WITH.

15. ALL MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THE LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN- COMPLIED WITH AND NOTED FOR COMPLIANCE.
16. AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY – COMPLIED WITH.

THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.

Disclaimer from our Company and Lead Manager

Our Company and the Lead Manager accept no responsibility for statements made other than in this 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 this Issue will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable law, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares, and are relying on independent advice/evaluation as to their ability and quantum of investment in the Issue. Our Company, the Lead Manager and their directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Cautions

Our Company and the Lead Manager shall make all 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 Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This 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 Letter of Offer is current only as at its date.

Disclaimer with respect to the jurisdiction

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

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE and NSE 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 the Issue will trade after the listing thereof.

Disclaimer Clause of the BSE

As required, a copy of this Letter of Offer has been submitted to BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Letter of Offer is set out below:

“BSE Limited (“the **Exchange**”) has given, vide its letter reference no. LOD/ RIGHT/VK/FIP/507/2023-2024 dated August 21, 2023 permission to this Company to use the Exchange’s name in this Letter of Offer as one of the stock exchanges on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- (i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- (ii) warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- (iii) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company 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 for any other reason whatsoever.”

Disclaimer of the NSE

As required, a copy of the Letter of Offer has been submitted to NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of the Letter of Offer, is as follows:

As required, a copy of the letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter reference No. NSE/LIST/35346 dated August 08, 2023 permission to the Issuer to use the Exchange’s name in the letter of offer as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized the letter of offer 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 letter of offer 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 the letter of offer; nor does it warrant that this Issuer’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.

Selling Restrictions

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form and the issue of Rights Entitlements and Rights Equity Shares on a rights basis to any persons in certain

jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Common Application Form and the Employee Application Form (as applicable) may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue of Equity Shares: (a) to the Eligible Equity Shareholders who are outside the United States in offshore transactions in reliance on Regulation S located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions; and (b) to the Eligible Employees, and will dispatch the Letter of Offer, Abridged Letter of Offer, Common Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders and the Employee Application Form to the Eligible Employees, who have provided an Indian address to our Company and who have made a request in this regard.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer, Abridged Letter of Offer and Application Form or any other material relating to our Company, the Rights Equity Shares, Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges.

Accordingly, the Issue Shares and the Rights Entitlement may not be offered or sold, directly or indirectly, and none of this Letter of Offer, the Abridged Letter of Offer and the Application Form or any offering materials or advertisements in connection with the Rights Equity Shares, Rights Entitlement may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form must be treated as sent for information purposes only.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Rights Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the receipt of this Letter of Offer 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 of any time subsequent to this date or the date of such information.

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 Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who 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.

NOTICE TO INVESTORS IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD OR RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT (“**REGULATIONS**”) AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR.

Neither our Company, nor any person acting on behalf of our Company, 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 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 Letter of Offer.

Any person who acquires the Rights Entitlements or the Issue Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that it is not and that at the time of subscribing for the Issue Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Issue Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, 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 Issue 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 outside the United States and such person is eligible to subscribe for the Issue Shares under applicable securities laws and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or 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 Issue Shares in respect of any such Application Form.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing

This Letter of Offer is being filed with Stock Exchanges and SEBI, as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously while filing this

Letter of Offer with the Designated Stock Exchange, do an online filing with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the SEBI circular bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and with the Stock Exchanges. 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

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. 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. Big Share Services Private Limited is our Registrar and Share Transfer Agent to the Issue. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 30 days from the date of receipt of the complaint.

Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, 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 243 of this Letter of Offer. Investors may contact the Company Secretary and Compliance Officer and/ the Registrar at the below mentioned details for any pre Issue/ post-Issue related matters such as on-receipt of Letters of Allotment / demat credit/ Refund Orders etc.

Registrar to the Issue

Name	: BIGSHARE SERVICES PRIVATE LIMITED
Address	: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra
Tel No.	: +91 22 62638200
Email Id	: rightsissue@bigshareonline.com
Investor Grievance Email Id	: investor@bigshareonline.com
Contact Person	: Mr. Vijay Surana
Website	: www.bigshareonline.com
SEBI Registration No.	: INR000001385

Company Secretary and the Compliance Officer of our Company

Name	: MS. KHYATI BIPIN JOBANPUTRA
Address	: Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli-400013, Mumbai, Maharashtra, India
Tel No.	: +91 22 24999021/ 22
Email Id	: companysecretary@sakumaexportsltd.com
Website	: www.sakumaexportsltd.com

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 www.bigshareonline.com. Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (rightsissue@bigshareonline.com / +91 91 22 62638200).

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this 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. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI ICDR Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

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' beginning on page no. 250 of this Letter of Offer.

Investors are requested to note that application in this issue can only be made through ASBA.

The Rights Entitlement on the Securities, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Securities to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Securities pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("SEBI – Rights Issue Circular"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.

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 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 Listing 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 Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

Important:

I. Dispatch and availability of Issue materials:

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send/ dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights 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 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.

Further, this Letter of Offer will be provided by the Registrar 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 e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this 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:

- (i) Our Company at www.sakumaexportsltd.com;
- (ii) The Registrar at www.bigshareonline.com;
- (iii) The Lead Manager at www.focl.in;
- (iv) The Stock Exchanges at www.nseindia.com;

Eligible Equity Shareholders who have not received the CAF may apply, along with the requisite application money, by using the CAF available on the websites above, or on plain paper, with the same details as per the CAF available online.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.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 link for the same shall also be available on the website of our Company (i.e., www.sakumaexportsltd.com).

Further, our Company 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.

Please note that neither our Company nor the Registrar nor the Lead Manager 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.

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 is being 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 and as permitted under the 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, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. 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 or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). 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 makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email addresses and an Indian address to our Company.

II. Process of making an 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 the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Procedure for Application through the ASBA Process” on page no. 246 of this Letter of Offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 255.

Please note that one single Application Form shall be used by 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 holding shares in physical form as on Record Date and 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 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 apply for the Equity Shares by 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 authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

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.

Applicants should note that they should very carefully 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). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “Terms of the Issue - Grounds for Technical Rejection” on page 252. Our Company, the Lead Manager, 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 SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and 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 *“Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”* beginning on page 248.

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:

- i. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- v. renounce its Rights Entitlements in full.

Making of an Application Through The ASBA Process

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. 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 authorising 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 authorisation 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 the 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 2, 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.

The Lead Manager, 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.

Do's for Investors applying through ASBA:

- a) 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.
- b) 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.
- c) 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.
- d) Ensure that you have authorised 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.
- e) 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.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) 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.
- h) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

- (a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- (b) Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), and 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.
- (c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.
- (d) Do not submit Application Form using third party ASBA account.
- (e) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

Making an Application on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. 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 Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

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 SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Sakuma Exports Limited;
2. 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);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total Application Money paid at the rate of Rs. 25.30 per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. 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 and branch of the SCSB with which the account is maintained;
13. 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;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. 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

16. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager 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 the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights 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. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with 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 acknowledge that we, the Lead Manager, its 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 www.bigshareonline.com.

Our Company, Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of 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 dematerialised 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 www.bigshareonline.com.

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 remaining procedure for Application shall be same as set out in “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” beginning on page 248.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. 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 Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional 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 Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of the Issue - Basis of Allotment*” beginning on page 264.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional General instructions for Investors

- a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. 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 this 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.

- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 248.
- d) Applications should be 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 authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. 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 Stock Exchanges.
- e) 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, Lead Manager or the Registrar.
- f) 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. Further, in case of Application in joint names, each of the joint Applicants should sign the Application Form.
- g) 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. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID 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. Therefore, 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. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail 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 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, Registrar or the Lead Manager 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) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) 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.
- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) 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, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

- k) 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.
- l) All communication in connection with Application for the Equity Shares, including any change in contact details 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 number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details 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 in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical application
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.
- t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to the Company, Lead Manager, 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.

- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.
- g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i) 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).
- j) 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.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the application Form and this Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors.
- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts.
- o) 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.
- p) 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 and QPs) or other jurisdictions where the offer and sale of the 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) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).
- s) Payment from third party bank accounts.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. 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.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure – Intention and extent of participation by our Promoter and Promoter Group*” on page 51 of the Letter of Offer.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is May 13, 2024, i.e., Issue Closing Date. Our Board or any committee thereof 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 Exchanges 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 our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the heading “*Terms of the Issue- Basis of Allotment*” on page 264.

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 Stock Exchanges.

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.

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 recognised 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 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 issue of the Rights Equity Shares to Restricted Investors will also require 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 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.

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.

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.

Our Board 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 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 ASB. 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 4 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.

III. Credit of Rights Entitlements in dematerialised account

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 Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.sakumaexports.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for 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 INE190H20016. The said ISIN all remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

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 Exchanges 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.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, 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 Issue.

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.bigshareonline.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

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 Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “Sakuma Exports Limited-Demat Escrow Account”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) 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 (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

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 our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by May 13, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 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 our Company or the Registrar account is active to facilitate the aforementioned transfer.

IV. Renunciation An Trading Of Rights Entitlement

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounce (s) as well.

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 Exchanges or through an off-market transfer.

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 two Working Days prior to Issue Closing Date, will not be able to renounce their Right Entitlements.

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 Exchanges; or (b) through an off-market transfer, during the Renunciation Period. 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. **The Lead Manager and 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.

1. 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 Exchanges 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 Exchanges under ISIN INE190H20016 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the StockExchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are 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 April 25, 2024 to May 07, 2024 (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 INE190H20016 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 and NSE 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 stockbroker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

2. 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 dematerialised 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 Renounees 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 INE190H20016, 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.

V. Mode of payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA.

In case of Application through ASBA facility, the Investor agrees to block the Application Money with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the Application Money, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Application Form.

Payment by stock invest

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 Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. 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. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. 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.
3. 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.
4. 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.
5. 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.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

VI. Basis for this Issue and Terms of 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 of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “**The Issue**” beginning on page 37.

Face Value

Each Rights Equity Share will have the face value of Re 1.00.

Issue Price

The Rights Equity Share is being offered at a price of Rs. 25.30 per Rights Equity Share (including a premium of Rs. 24.30 per Rights Equity Share) in this Issue. On Application, Investors will have to pay Rs. 25.30 per Rights Equity Share.

The Issue Price for Rights Equity Shares has been arrived at by our Company at its board meeting held on April 08,

2024 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 33 rights Equity Shares for every 98 Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

Fractional Entitlements

The Right Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 33 Right Equity Shares for every 98 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 98 Equity Shares or is not in the multiple of 98 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 Equity Share 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 holds 97 Equity Shares, such Equity Shareholder will be entitled to 32 Right Equity Shares and will also be given a preferential consideration for the Allotment of 1 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 3 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 Share, 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

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this 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 Listing Regulations, and the guidelines, notifications and regulations issue 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 Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

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 Exchanges. 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 formalities 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-principal approval from the NSE through letter bearing reference number NSE/LIST/35346 dated August 08, 2023 and BSE through letter bearing reference number LOD/RIGHT/VK/FIP/507/2023-24 dated August 21, 2023. Our Company will apply to the Stock Exchange for final approvals 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.

For an applicable period, the trading of the Rights Equity Shares would be suspended under the applicable law. The

process of corporate action for crediting the fully paid -up Rights Equity Shares to the Investors' demat accounts, may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call Notice.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 532713) and NSE (Script Code: SAKUMA) under the ISIN: INE190H01024. 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 Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within eight 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 eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and our Promoter Group

For details of the intent and extent of subscription by our Promoters and the Promoter Group, see "Capital Structure – Intention and extent of participation by our Promoters and Promoter Group" on page 51 of the Letter of Offer.

Rights of Holders of Rights Equity Shares of our Company

Subject to applicable laws, Rights Equity Shareholders shall have the following rights in proportion to amount paid-up on the Rights Equity Shares:

- 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 holding Equity Shares in physical form;
- 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, unless prohibited / restricted by 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.

VII. 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 dematerialised mode is one Equity Share.

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 dematerialised 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 DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised 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 shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send / dispatch the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue materials ("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 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.

Further, this Letter of Offer will be provided by the Registrar 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 e-mail 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 (i) one English national daily newspaper; (ii) one Hindi language national daily newspaper; and (iii) one Marathi language daily newspaper (Marathi being the regional language of Mumbai, where our Registered Office is situated) and/or, will be sent by post or electronic transmission or other permissible mode to the addresses of the Eligible Equity Shareholders provided to our Company. This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

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, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either

in full or part thereof in favour of a person named by them; or (iii) apply for the 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 Entitlement 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 rightsissue@bigshareonline.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 email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or 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. Investors can access this 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, Lead Manager and the Stock Exchanges. Our Board 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 and Lead Manager.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at rightsissue@bigshareonline.com.

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 OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 201.

Payment Schedule of Rights Equity Shares

The Issue Price of Rs. 25.30 per Rights Equity Share (including premium of 24.30 per Rights Equity Share) shall be payable on application.

VIII. Issue Schedule

PARTICULARS	SCHEDULE
Last Date for Credit of Rights Entitlements	: April 19, 2024; Friday
Issue Opening Date	: April 25, 2024; Thursday

Last Date for On Market Renunciation of Rights Entitlements#	: May 07, 2024; Tuesday
Issue Closing Date*	: May 13, 2024; Monday
Finalization of Basis of Allotment (on or about)	: May 20, 2024; Monday
Date of Allotment (on or about)	: May 21, 2024; Tuesday
Date of Credit (on or about)	: May 23, 2024; Thursday
Date of Listing (on or about)	: May 24, 2024; Friday

* 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 Renounees on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof 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 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., Tuesday, March 16, 2021 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, i.e. May 13, 2024.

For details, see “General Information - Issue Schedule” on page 49.

IX. Basis of Allotment

Subject to the provisions contained in this 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:

- a) 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 Renounee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) 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 (b) 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
- c) 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 (a) and (b) 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.
- d) Allotment to Renounees 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 (a), (b) and (c) 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.
- e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making

Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) 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 us 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.

X. Allotment Advice or Refund/ Unblocking of ASBA Accounts

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret 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 Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 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/locked 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. 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.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. 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.

XI. 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:

- a) Unblocking amounts blocked using ASBA facility.
- b) 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 centres 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 centres 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.
- c) National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“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.
- d) 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.
- e) 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.
- f) 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.
- g) 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.

XII. Allotment Advice or Demat Credit of Securities

The demat credit of securities 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 (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE, 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 HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated October 10, 2005 with NSDL and an agreement dated December 12, 2005 with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES 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 holding Equity Shares in physical form/ 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. Renounees 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.

XIII. 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 securities; 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 securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1million 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 upto three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 million 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 lakhs or with both.

XIV. Utilization of Issue Proceeds

Our Board declares that:

- a. All monies received out of this Issue shall be transferred to a separate bank account;
- b. Details of all monies utilized out of this Issue referred to under (A) shall be disclosed under an appropriate separate head in the balance of our Company indicating the purpose for which such monies had been utilized; and
- c. Details of all unutilized monies out of this Issue referred to under (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.

XV. Undertakings by our Company

Our Company undertakes the following:

- 1) The complaints received in respect of this 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 all Stock Exchanges where the Equity Shares are to be listed will be taken within the time limit specified by 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 Investor within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money 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.

XVI. Investor Grievances, Communication And Important Links

1. Please read this 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 Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.

2. All enquiries in connection with this 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 super scribed “Sakuma Exports Limited – Rights Issue” on the envelope and postmarked in India or in the email) to the Registrar at the following address:

Name : **BIGSHARE SERVICES PRIVATE LIMITED**
Address : Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra
Tel No. : +91 22 6263 8200
Email Id : rightsissue@bigshareonline.com
Investor Grievance Email : investor@bigshareonline.com
Contact Person : Mr. Vijay Surana
Website : www.bigshareonline.com
SEBI Registration No. : INR000001385

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.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 22 62638200.

This Issue will remain open for a minimum 7 days. However, our Board or duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening 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.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (OCBs) have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

RESTRICTIONS ON PURCHASES AND REALES

General Eligibility and Restrictions

No action has been taken or will be taken to permit a public offering of the Rights Entitlements or the Issue Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer, its accompanying documents or any other material relating to our Company, the Rights Entitlements or the Equity Shares in any jurisdiction where action for such purpose is required, except that this Letter of Offer will be filed with SEBI and the Stock Exchanges.

The Rights Entitlements and Issue Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States (other than to persons in the United States who are U.S. QIBs and QPs).

The Rights Entitlements or the Equity Shares may not be offered or sold, directly or indirectly, and none of this Letter of Offer, its accompanying documents or any offering materials or advertisements in connection with the Rights Entitlements or the Equity Shares may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Equity Shares, applying for excess Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Equity Shares.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Equity Shares, or who purchases the Rights Entitlements, or the Equity Shares shall do so in accordance with the restrictions in their respective jurisdictions.

United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly within the United States except pursuant to an applicable exemption from, or a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Rights Entitlements and Rights Equity Shares referred to in this Letter of Offer are being offered in offshore transactions outside the United States in compliance with Regulations under the US Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. Neither receipt of this Letter of Offer, nor any of its accompanying documents constitutes an offer of the Rights Entitlements or the Rights Equity Shares to any Eligible Equity Shareholder other than the Eligible Equity Shareholder who has received this Letter of Offer and its accompanying documents directly from our Company or the Registrar.

Representations, Warranties and Agreements by Purchasers

Each person outside of the United States by accepting the delivery of this Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “purchaser”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the US Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/ or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements

- and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.
2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any “directed selling efforts” in the United States (as such term is defined in Regulations).
 3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
 4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of its jurisdiction of residence.
 5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
 6. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment, and further, that no U.S. federal or state or other agency has made any finding or determination as to the fairness of any such investment or any recommendation or endorsement of any such investment.
 7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with SEBI and the Stock Exchange); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements or the Rights Equity Shares which it may acquire, or any beneficial interests there in, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations. The purchaser agrees to notify any transferee to whom it subsequently reoffers, resells, pledges or otherwise transfers the Rights Entitlements and the Rights Equity Shares of the restrictions set forth in the Letter of Offer under the heading **“Restrictions on Purchases and Resales”**.
 8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.
 9. Neither the purchaser nor any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below), and will have had a reasonable opportunity to ask questions of and receive answers from officers and representatives of our Company concerning the financial condition and results of operations of our Company and the purchase of the Rights Entitlements or the Rights Equity Shares, and any such questions have been answered to its satisfaction; (iv) will have possessed and reviewed all information that it believes is necessary or appropriate in connection with an investment in the Rights Entitlements and the Rights Equity Shares; (v) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgment, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, the Lead Manager or its affiliates (including any research reports) (other than, with respect to our Company and

any information contained in this Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

10. Without limiting the generality of the foregoing, the purchaser acknowledges that (i) the Rights Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited and the National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; (ii) our Company does not expect or intend to become subject to the periodic reporting and other information requirements of the Securities and Exchange Commission; and (iii) neither our Company nor any of its affiliates, nor the Lead Manager or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements or the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
11. The purchaser understands that the Exchange Information and this Letter of Offer have been prepared in accordance with content, format and style which is either prescribed by SEBI, the Stock Exchange or under Indian laws, which differs from the content, format and style customary for similar offerings in the United States. In particular, the purchaser understands that (i) our Company's financial information contained in the Exchange Information and this Letter of Offer have been prepared in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and not in a manner suitable for an offering registered with the U.S. SEC, and (ii) this Letter of Offer does not include all of the information that would be required if our Company were registering the Issue of the Rights Entitlements and the Rights Equity Shares with the U.S. SEC, such as a description of our business and industry, detailed operational data, our management's discussion and analysis of our financial condition and results of operations and audited financial statements for prior years.
12. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company; and (ii) none of the Lead Manager or any of its affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Manager or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by any of them or their affiliates.
13. The purchaser will not hold our Company, the Lead Manager or their affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information.

SECTION VIII – OTHER INFORMATION

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 two years prior to the date of this 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 documents for inspection referred to hereunder, will be made available at our Registered Office between 10:30 a.m. to 5:00 p.m. on all working days from the date of this Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Registrar Agreement dated April 01, 2024 between our Company and the Registrar to the Issue.
2. Issue Agreement dated April 08, 2024 between our Company and the Lead Manager.
3. Bankers to the Issue Agreement dated April 02, 2024 among our Company the Registrar to the Issue and the Bankers to the Issue.
4. Monitoring Agency Agreement dated April 08, 2024 between our Company and the Monitoring Agency.

B. 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 dated August 31, 2005 under the name of “Sakuma Exports Limited”.
3. Copy of the Resolutions passed by our Board dated June 21, 2022 approving the Rights Issue and other related matters.
4. Copy of the Resolutions of our Board dated February 23, 2023 approving and adopting the Draft Letter of Offer.
5. Copy of the Resolution of our Committee of Directors dated April 08, 2024, finalizing the terms of the Issue including approving the Letter of Offer, Issue Price, Record Date and the Rights Entitlement Ratio.
6. Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Internal Auditor, Bankers to our Company, Bankers to the Issue, Lead Manager, Legal Advisor to the Issue, Monitoring Agency and the Registrar to the Issue for inclusion of their names in this Letter of Offer to act in their respective capacities.
7. Consent letter dated February 14, 2023, from our Statutory Auditors, namely, M/s M. L. Sharma & Co., Chartered Accountants, to include its name in this Letter of Offer, as an “expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the 2023 and 2022 Audited Consolidated Financial Statements, and the reports issued by them, and the statement of special tax benefits dated February 14, 2023, included in this Letter of Offer.
8. Copy of Audit Consolidated Financial Statement (Report) of our Company for the financial year 2023 and 2022 and Limited Review report for the period of December 31, 2023.
9. Copy of Annual reports of our Company for the financial years 2023, 2022, 2021, 2020 and 2019.
10. Copy of Working Capital Certificate dated July 27, 2023 and February 22, 2024 issued by M/s Mehta Singhvi & Associates, Chartered Accountants included in this Letter of Offer.
11. Copy of Business Process wise break-up on Standalone Financial Statements Certificate dated July 26, 2023 and February 21, 2024 issued by M/s Mehta Singhvi & Associates, Chartered Accountants included in this Letter of Offer.

12. Copy of Liquidity Ratios Certificate dated March 26, 2024 issued by Mehta Singhvi & Associates, Chartered Accountants included in this Letter of Offer.
13. Copy of Statement of Tax Benefits dated February 14, 2023 issued by M/s M. L. SHARMA & CO., Chartered Accountants, Chartered Accountants included in this Letter of Offer.
14. Copy of Prospectus in respect of the initial public offering of Equity Shares by our Company.
15. Tripartite Agreement dated October 10, 2005 between our Company, NSDL and the Registrar to the Company.
16. Tripartite Agreement dated December 12, 2005 between our Company, CDSL and Registrar to the Company.
17. In-principal approval issued by the BSE and NSE dated August 21, 2023 and August 08, 2023, respectively.
18. Due diligence certificate dated February 23, 2023, addressed to SEBI from the Lead Manager.
19. SEBI interim observation letter number SEBI/ HO/CFD/ RAC-DIL1/P/OW/2023/34663/1 dated August 25, 2023.
20. SEBI letter number SEBI/ HO/CFD/ RAC-DIL1/P/OW/2024/12556/1 dated March 28, 2024 noting the changes made in the Updated Draft Letter of Offer.
21. Indian Sugar Sector- Industry Overview report dated June 2023 prepared by ICRA Limited and their consent dated July 17, 2024 to include the extracts of the report in the Letter of Offer.

Any of the contracts or documents mentioned in this 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 reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We/ I hereby certify that no statement made in this Letter of Offer contravenes any of 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. We/ I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by Securities and Exchange Board of India, Government of India and any other competent authority in this behalf, have been duly complied with.

We/ I further certify that all disclosures made in this Letter of Offer are true and correct.

Name of the Directors	Signature
Mr. Saurabh Chander Mohan Malhotra Managing Director DIN No.: 00214500	_____ Sd/-
Ms. Shipra Malhotra Non-Executive Director DIN No.: 01236811	_____ Sd/-
Mr. Vivek Madanlal Grover Non- Executive Director DIN No.: 03594740	_____ Sd/-
Mr. Amit Shankar Amist Non-Executive Independent Director DIN No.: 05305256	_____ Sd/-
Mr. Guniteshvir Singh Sohal Additional Non-Executive Independent Director DIN No.: 07471515	_____ Sd/-
Mr. Rahul Dixit Additional Non-Executive Independent Director DIN No.: 03540131	_____ Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mr. Devesh Mishra _____ Sd/-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Khyati Bipin Jobanputra _____ Sd/-

Place: Mumbai
Date: April 08, 2024