



(Please scan this QR code to view the Letter of Offer)

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 19, 2024 (“Letter of Offer”), which is available on the websites of the Registrar to the Issue, the Bank, and the stock exchanges where the Equity Shares of the Bank are listed, i.e., BSE Limited (“**BSE**”) and Metropolitan Stock Exchange of India Limited (“**MSEI**”) (together, the “**Stock Exchanges**”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

Our Company has made available, on the Registrar’s website at www.kfintech.com and the Company’s website at www.mishtann.com, the Letter of Offer, this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges at www.sebi.gov.in, www.bseindia.com, www.msei.in respectively. The Application Form is also available on the respective websites of the Company, Registrar and Stock Exchanges.



MISHTANN
FOODS LIMITED
limitless happiness...

MISHTANN FOODS LIMITED

Registered Office: B-905, Empire Business Hub,
Opp Shakti Farm, Science City Road, Sola,
Ahmedabad- 380 060, Gujarat, India;
Tel: +91 982 462 3116; **Fax:** N.A.;

E-mail: info@mishtann.com; **Website:** www.mishtann.com;

Contact Person: Shivangi Digant Shah, Company Secretary and Compliance Officer;

Corporate Identification Number: L15400GJ1981PLC004170

PROMOTER OF THE COMPANY - HITESHKUMAR GAURISHANKAR PATEL

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MISHTANN FOODS LIMITED
(THE “COMPANY” OR THE “ISSUER”) ONLY**

ISSUE DETAILS

ISSUE OF 3,32,12,903 EQUITY SHARES OF FACE VALUE ₹ 1 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 15 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 14 PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING TO ₹ 49,81,93,545 ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 RIGHTS EQUITY SHARE(S) FOR EVERY 31 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON MARCH 20, 2024 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS FIFTEEN TIMES OF THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 228 OF THE LETTER OF OFFER.

LISTING

The existing Equity Shares are listed on BSE Limited (“**BSE**”) and Metropolitan Stock Exchange of India Limited (“**MSEI**”) (together, the “**Stock Exchanges**”). Our Company has received ‘in-principle’ approvals from BSE and MSEI for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated March 01, 2024 and March 07, 2024. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE and MSEI. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to 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)(a) of the SEBI ICDR Regulations, 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 Ltd. is the Designated Stock Exchange for the Issue.

Issue Opening Date	April 02, 2024	Date of Allotment (on or about)	April 26, 2024
Last date for receiving requests for Application Form and Rights Entitlement Letter[#]	April 12, 2024	Initiation of refunds	April 29, 2024
Issue Closing Date[*]	April 16, 2024	Date of credit (on or about)	May 06, 2024
Finalising the basis of allotment with the Designated Stock Exchange	April 26, 2024	Date of listing (on or about)	May 07, 2024

**Our Board may, however, decide 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).*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

#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(s) on or prior to the Issue Closing Date.

NOTICE TO INVESTORS

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

The Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue (collectively, the "Issue Materials") will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar and the Stock Exchanges. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, including the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with Stock Exchanges for observations. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (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, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in offshore transactions outside the United States in compliance with Regulation S under the Securities Act and in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in transactions exempt from the registration requirements under Section 4(a) of the Securities Act. The offering to which the Letter of Offer relates 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 such securities, except in each case to persons in the United States who are U.S. Qualified Institutional Buyers ("QIBs"). Accordingly, you should not forward or transmit the Letter of Offer in or into the United States at any time. The Letter of Offer, and

any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, and any other Issue Materials should not distribute or send the Letter of Offer or any such documents 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 to any filing or registration requirement (other than in India). If the Letter of Offer or any other Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 254 of the Letter of Offer.

NOTICE TO INVESTORS IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH

REGULATION S UNDER THE SECURITIES ACT AND IN THE UNITED STATES TO “QUALIFIED INSTITUTIONAL BUYERS” (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) IN TRANSACTIONS EXEMPT FROM THE REGISTRATION REQUIREMENTS UNDER SECTION 4(a) OF THE SECURITIES ACT. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES 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 SUCH SECURITIES, EXCEPT IN EACH CASE TO PERSONS IN THE UNITED STATES WHO ARE U.S. QIBs. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed 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 to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” beginning on page 254 of the Letter of Offer.

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, (A) in the United States when the buy order is made (other than persons in the United States who are U.S. QIBs) or (B) outside India or the United States, and not a corporate Shareholder acquiring the Rights Entitlements or Rights Equity Shares in compliance with laws of such other jurisdiction. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or any other jurisdiction where it would be illegal to make an offer under the Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Issue Materials only to Eligible Equity Shareholders (i) who have provided an Indian address to our Company and (ii) to foreign corporate or institutional Shareholders in Identified Jurisdictions. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Letter of Offer, that (i) it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made and (a) is either in India or (b) is in an Identified Jurisdiction (other than the United States) and a corporate Shareholder acquiring the Rights Entitlements or Rights Equity Shares in compliance with laws of its jurisdiction, or (ii) it is a U.S. QIB in the United States, and in each case is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States (unless the Application Form is submitted by a limited number of U.S. QIB in the United States); or (ii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or Allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Rights Equity Shares in terms of the Letter of Offer, 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 the Letter of Offer or the date of such information. The contents of the Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of

Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, our Company or its affiliates are not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations. The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions. The Issue Materials are 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.

GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the 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 in the Issue 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 the Letter of Offer. Specific attention of the investors is invited to the section titled “ <i>Risk Factors</i> ” on page 23 of the Letter of Offer.	
Name of the Registrar to the Issue and contact details	<p>KFin Technologies Limited Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. Telephone: +91 406 716 2222 Toll Free number: 1800 309 4001 Email: mishtann.rights@kfintech.com Website: www.kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Contact Person: M Murali Krishna SEBI Registration No.: INR000000221</p>
Name of Auditors	M/s J.M. Patel & Bros., Chartered Accountants
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.
Banker to the Issue	<p>HDFC Bank Limited Lodha - I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai – 400042, Maharashtra Telephone: +91 022-30752914 / 28 / 29 Email: siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com, tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com</p>

1. Primary Business of our Company

We are engaged in the business of processing and packaging of fast moving consumer goods, such as Basmati rice and wheat and marketing and selling of pulses and salt. We are primarily involved in the business of processing and marketing of un-branded Basmati rice in the domestic market. We process and market different grades of Basmati rice of varies sizes, flavors and fragrance. We categorize our Basmati rice into three major categories, raw Basmati rice, sella Basmati rice and steam Basmati rice. Due to our longstanding market presence and quality products, we have been able to curate a presence in all our Basmati rice categories. We market and sell raw Basmati rice under the name “*Pristino*” and “*Snowflake*”, sella Basmati rice under the name “*Mahabat*” and “*Shahryar*” and steam Basmati rice under the name “*Jacinth*” and “*Jasper*”. In addition to Basmati rice, our Company has also forayed into procurement, storage, sorting, packaging and distribution of wheat pulses and edible salt

through a third party manufacturer. Our Company procures finished pulses and edible salt from third party manufacturer and markets and distributes them. We market and sell our wheat under the name “I♥Wheat”. In addition to the above, our Company in the year 2022 launched a new product under the name “Mishtann RockSalt”, which is one of our organic products.

2. Summary of Objects of the Issue

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

(in ₹ Lakhs)

Sr. No.	Particulars	Estimated Amount
1.	Gross Proceeds from the Issue*	4,981.94
2.	Less: Issue related expenses**	250.00
Net Proceeds from the Issue		4,731.94

*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

** To be determined at the time of filing the Letter of offer.

3. Requirement of Funds and Utilisation of Net Proceeds

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

(in ₹ Lakhs)

Sr. No.	Particulars	Estimated Amount*
1.	To augment the existing and incremental working capital requirement of our Company	3,691.94
2.	General Corporate Purposes*	1,040.00
Net proceeds from the Issue**		4,731.94

* Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.

** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio

4. Means of Finance

The funding requirements mentioned above are based on inter alia our Company’s internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on 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, costs of commodities, interest or exchange rate fluctuations. 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.

5. Name of Monitoring Agency - Not applicable

6. Shareholding Pattern

- 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/mishtann-foods-ltd/mishtann/539594/shareholding-pattern/> and on the website of the MSEI at: <https://www.msei.in/XBRLViewer/frmSHPSummary?Symbol=MISHTANN&qtrid=124.00&recId=5291>
- Statement showing shareholding pattern of the Promoter 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=539594&qtrid=118.00&QtrName=June%202023> and on the website of the MSEI at: <https://www.msei.in/XBRLViewer/frmSHPViewCategoryWiseSummaryProm?Symbol=MISHTANN&qtrid=124.00&recId=5291>
- Statement showing holding of Equity Shares of persons belonging to the category “Public” including 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=539594&qtrid=118.00&QtrName=June%202023> and on the website of the MSEI at: <https://www.msei.in/XBRLViewer/frmSHPViewCategoryWiseSummaryPublic?Symbol=MISHTANN&qtrid=124.00&recId=5291>

For more details please refer to the section titled “Capital Structure” beginning on page 88 of the Letter of Offer.

7. Board of Directors

Sr. No.	Name	Designation	Other Directorships
1.	Hiteshkumar Gaurishankar Patel	Chairman and Managing Director	i. Wilshire Nutrifooods Limited; ii. Celtis Commodities Limited; iii. Appleton Cereals Limited; iv. Acoustic Eco Foods Limited; v. Mishtann Agrifooods Private Limited.
2.	Navinchandra Dahyalal Patel	Whole-time Director and Chief Financial Officer	i. Celtis Commodities Limited; ii. Appleton Cereals Limited; iii. Acoustic Eco Foods Limited; iv. Mishtann Agrifooods Private Limited.
3.	Keval Manuprasad Bhatt	Non-Executive Director	Companies Nil Limited Liability Partnerships i. Cvaz Tyres And Tubes LLP
4.	Bhumi Jayantkumar Gor	Independent Director	<i>Nil</i>
5.	Rajnish Pathak	Independent Director	i. Vinny Overseas Limited; and ii. Adjia Technologies Limited.
6.	Ashish Agarwal	Independent Director	Companies: i. Premier Bars Limited; ii. Dhyaani Tile and Marblez Limited; iii. Adjia Technologies Limited; and iv. Roopyaa Finbizz Limited. LLP: i. Durakart Dealtrade LLP; and ii. Bhawtarini Vanijya LLP.

For further details, see “Our Management” beginning on page 123 of the Letter of Offer.

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

9. Consolidated Financial Statements

Following are the details as per the Limited Reviewed Financial Information for the Nine months period ended on December 31, 2023 and Nine-months period ended December 31, 2023 and December 31, 2022 and Restated Financial Information as at and for the Financial Years ended on March 31, 2023, 2022 and 2021:

(₹ in Lakhs)

S. No.	Particulars	As of and for the Nine-months period ended		As of and for the Financial Years ended		
		December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	10,000	10,000	10,000.00	5,000.00	5,000.00
2.	Net Worth	17463.92	10043.88	14,282.33	9,822.83	6,914.74
3.	Revenue from operations	94286.28	48149.12	65,038.52	49,857.92	35,107.13
4.	Profit after Tax	24938.90	3573.21	4,484.50	2,928.09	29.53
5.	Earnings per Share	2.49	0.36	0.448	0.293	0.003
6.	Net Asset Value per equity share	1.87	1.36	1.43	1.96	1.38
7.	Total borrowings	5406.38	6012.48	5,449.85	3,485.64	4,811.14

For further details, please refer the section titled “Financial Information” on page 139 of the Letter of Offer.

10. Internal Risk Factors

The below mentioned are top 10 risk factors as per the Letter of Offer:

1. The Central Goods and Services Tax, Commissionerate, Gandhinagar had initiated an investigation against our Company and our Promoter, Chairman and Managing Director, Mr. Hiteshkumar Gaurishankar Patel, on the grounds of evasion of payment of Goods and Services Tax, which also lead to the arrest of our Promoter. Post conclusion of the investigation, the Central Goods and Services Tax, Commissionerate, Gandhinagar has filed a criminal complaint against our Company and our Promoter before the Additional Chief Metropolitan Magistrate, Ahmedabad. In the event any adverse orders are passed against our Company or our Promoter, or if an order directing the arrest of our Promoter is passed, it would have a significant impact on our business, results of operations and financial condition.
2. The Securities and Exchange Board of India has undertaken a disciplinary action against our Company in the preceding five years. Further, the Securities and Exchange Board of India has initiated an investigation against our Company, which is currently ongoing. Any adverse outcome in the investigation, could have a material impact on our business operations, financial condition and the reputation of our Company.
3. We are significantly dependent upon Mishtann Shoppee India Private Limited and Button Industries Private Limited for a significant portion of our revenue. 99.27% of our revenue was contributed by the aforementioned customers, during the Fiscal ended March 31, 2023. Any decrease in revenues or sales from such customers may adversely affect our business and results of operations.
4. We highly depend on our raw materials and two of our key suppliers who help us procure the same. Our inability to obtain raw material in a timely manner, in sufficient quantities could adversely affect our operations, financial condition and/or profitability.
5. There are significant differences between the Audited Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021.
6. Our Company has entered into a memorandum of understanding dated December 27, 2021 with the Government of Gujarat, as part of Investment Promotion Activity for Vibrant Gujarat Summit 2022, to manufacture Grain Based Ethanol at Sabarkantha. Our Company proposes to set up a new Grain Based Ethanol in accordance with the memorandum of understanding to manufacture Grain Based Ethanol. We cannot assure you that the proposed manufacturing unit will become operational as scheduled, or at all, or operate as efficiently as planned. If we are unable to commission our new manufacturing unit in a timely manner or without cost overruns, it may adversely affect our business, results of operations and financial condition.
7. As of March 31, 2023, 50.23% of our revenue is earned from the sale of Salt and 49.26% from the sale of Basmati Rice compared to 97.07% of our revenue is earned from only sale of Basmati rice in Fiscal 2022. Our Company is reliant on the demand for both Basmati rice and Salt for a significant portion of our revenue. Any downturn in the agro-commodity industry leading to reduction in demand for our products or an inability to increase or effectively manage our sales could have an adverse impact on our Company's business and results of operations.
8. Our Company is dependent on our third party manufacturer for manufacturing of pulses, iodized salt and rock salt in accordance with the specification and quality standards prescribed by our customers. We have engaged only one third party manufacturer and we have not entered into any formal contract with the said manufacturer. Any failure on part of such manufacturer to meet their obligations could adversely affect our business, financial condition and results of operation.
9. Our operating projects are located in eleven states in India and expanding into other states poses risks.
10. A complaint has been filed by Rameshbhai Laxmanbhai Patel against our Company before the Securities and Exchange Board of India ("SEBI") which is currently pending. In the event any adverse proceedings are initiated against our Company, it would adversely affect our business, results of operations and financial condition.

For further details, see "*Risk Factors*" beginning on page 23 of the Letter of Offer.

11. Summary of Outstanding Litigations

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors and our Subsidiary is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigation	Aggregate amount involved (₹ in lakhs)
Company						
By our Company	3	1	-	-	1	11,202.86
Against our Company	1	Nil	2	13	5	49.81
Directors[^]						
By our Directors	4	Nil	-	-	1	Not quantifiable
Against our Directors	3	Nil	Nil	Nil	Nil	Not quantifiable
Promoter						
By our Promoter	4	Nil	-	-	1	Not quantifiable
Against our Promoter	3	Nil	Nil	Nil	Nil	Not quantifiable
Subsidiary						
By our Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil

#To the extent quantifiable.

[^]These matters pertain to our Promoter, Chairman and Managing Director, Mr. Hiteshkumar Gaurishankar Patel.

For further details, please refer the chapter titled “Outstanding Litigation and Material Developments” on page 207 of the Letter of Offer.

12. Terms of the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Master Circular and the ASBA Circulars, all Investors desiring to make an Application in the 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.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in the 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 “- Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 240 of the Letter of Offer.

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 the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights 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 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 “- *Grounds for Technical Rejection*” on page 236 of the Letter of Offer.

Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the 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 the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 232 of the Letter of Offer.

Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have 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.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. 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 the Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, our directors, 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.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Making of an Application by Eligible Equity Shareholders 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 the Issue on plain paper in case of non-receipt of Application Form as detailed above and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. In such cases of non-receipt of the Application Form through 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 the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, the Stock Exchanges.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising 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.

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/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Mishtann Foods 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. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on RecordDate)/DP and Client ID;
4. 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 Equity Shares applied for pursuant to the Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹15 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. 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;
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

All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 254, of the Letter of Offer and shall include the following:

“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 254 of the Letter of Offer.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”

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, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Rights Entitlement Ratio: The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 Rights Equity Shares for every 4 Equity Shares held as on the Record Date.

Fractional Entitlement: The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 Rights Equity Shares for every 31 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 31 Rights Equity Shares or not in the multiple of 31, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.

For example, if an Eligible Equity Shareholder holds 31 Equity Shares, such Equity Shareholder will be entitled to 1 Equity Share and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 31 Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Renunciation of Rights Entitlements: The 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.

Application for Additional Rights Equity Shares: Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*-Basis of Allotment*" on page 247 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

13. Minimum Subscription: Our Promoter *vide* his letter dated August 24, 2023 (the "**Subscription Letter**") has undertaken to: (a) subscribe to the full extent of his Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in his favour; and (b) subscribe for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue. Further, the objects of the Issue involve financing other than financing of capital expenditure for a project.

14. Availability of offer document of the immediately preceding public issue or rights issue for inspection:

We have not made any public or rights issue immediately preceding the issue.

15. Any other important information as per the Issuer: Nil

DECLARATION BY THE BANK

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

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name and Designation	Signature
Hiteshkumar Gaurishankar Patel <i>Chairman and Managing Director</i> Place: Ahmedabad, Gujarat	Sd/-
Navinchandra Dahyalal Patel <i>Whole-time Director and Chief Financial Officer</i> Place: Himmatnagar, Gujarat	Sd/-
Keval Manuprasad Bhatt <i>Independent Director</i> Place: Ahmedabad, Gujarat	Sd/-
Bhumi Jayantkumar Gor <i>Independent Director</i> Place: Ahmedabad, Gujarat	Sd/-
Rajnish Pathak <i>Independent Director</i> Place: Kolkata, West Bengal	Sd/-
Ashish Agarwal <i>Independent Director</i> Place: Howrah, West Bengal	Sd/-

Date: February 29, 2024