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S.A. AANANDAN MILL LIMITED

CIN: U17116TN1996PLC036146

PROMOTERS OF THE COMPANY: ANANDAN ILAVARASU AND SUDHA ILAVARASU

Registered Office: 100, Srivilliputhur Road, Padikasuvaithanpatti Village, Mamsapuram, Rajapalayam, Virudhunagar District, Tamil Nadu 626110, India | **Mob No.:** +91 4563 233100 | **Email Id:** secretarial@saaindia.com | **Website:** www.saaindia.com | **Contact Person:** Reet Phulwani, Company Secretary and Compliance Officer

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 70,00,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF S.A. AANANDAN MILL LIMITED (“THE COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (THE “ISSUE PRICE”), (INCLUDING A PREMIUM OF ₹ [•] PER EQUITY SHARE), AGGREGATING ₹ [•] LAKHS (“THE ISSUE”), OF WHICH [•] EQUITY SHARES OF FACE VALUE OF ₹ 10/- FOR CASH AT A PRICE OF ₹ [•] EACH AGGREGATING ₹ [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE, AGGREGATING TO ₹ [•] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [•] % AND [•] % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 239 OF THE DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00/- EACH AND THE ISSUE PRICE IS ₹ [•]/- PER EQUITY SHARE.

ADDENDUM TO THE DRAFT PROSPECTUS DATED JANUARY 03, 2023: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

This addendum (“Addendum”) should read with in conjunction with the Draft Prospectus dated January 03, 2023 filed with NSE Ltd in relation to the Initial Public Issue of S.A. Aanandan Mill Limited.

In this regard, the Investor should note the following modifications to the information disclosed in the Draft Prospectus:



1. In the Outer Cover page, it shall be read as “*The Promoters of our Company are Anandan Illavarasu and Sudha Illavarasu*” and in the inside Cover page, it shall be read as “*Our Promoters: Anandan Illavarasu and Sudha Illavarasu*”.
2. In section I - General, in the Chapter titled “*Definitions and Abbreviations*”, in the table titled “*Conventional or General Terms*” on page 2 of the Draft Prospectus, the definition of Promoter/ Core Promoter has been updated.
3. In section I - General, in the Chapter titled “*Summary of Draft Prospectus*”, on page 18 of the Draft Prospectus under the heading Promoter has been updated.
4. In section I - General, in the Chapter titled “*Summary of Draft Prospectus*”, on page 19 of the Draft Prospectus under the heading “*Pre-Issue Shareholding of Promoters and Promoter Group*”, the table has been updated.
5. In section I - General, in the Chapter titled “*Summary of Draft Prospectus*”, on page 22 of the Draft Prospectus under the heading “*Weighted Average Price at which the Equity Shares were acquired by our Promoter in the one year preceding the date of the Draft Prospectus*”, has been updated.

6. In section I - General, in the Chapter titled "*Summary of Draft Prospectus*" on page 22 of the Draft Prospectus under the heading "*Average Cost of Acquisition*" and in section III – Introduction, in the Chapter titled "*Capital Structure*" on page 78 of the Draft Prospectus, the average cost of acquisition of or subscription to Equity Shares by our Promoters, has been updated.
7. In section II and Chapter titled– Risk Factor on page 23 of the Draft Prospectus, the risk factor no. 26 has been modified, risk factor no.65 has been shifted to top 30 risk factors, i.e., risk factor no.30, risk factor no.62, 66 and 70 to top 40 risk factors, accordingly, has been shifted to risk factor no. 38, 39 and 40, respectively.
8. In section III - Introduction, in the Chapter titled "*Capital Structure*" on page 74 of the Draft Prospectus under the heading "*Except for Bonus Issue made on December 16, 2022, our Company has not issued any Equity Shares at price below Issue Price within last one (1) year from the date of the Draft Prospectus*", Sudha Ilavarasu has been classified as Promoter.
9. *In section III - Introduction, in the Chapter titled "Capital Structure" beginning on page 70 of the Draft Prospectus has been updated.*
10. *In section IV – Particulars of the Issue, in the Chapter titled "Objects of the Issue" on page 85 of the Draft Prospectus has been updated.*
11. In section V – About the Company, in the Chapter titled, "Our Management" on page 153 of the Draft , under the heading "*Brief Biographies of our Directors*", it shall be read as follows:-

Sudha Ilavarasu, aged 48 years, is the Promoter and Joint Managing Director of our Company. She holds a Bachelor's Degree in English Literature from Sri Parasakthi College for Women, Courtallam and is associated with our Company since the year 2000. She possesses 22 years of experience in handling Human Resources, Retail business, Building Maintenance functions apart from establishing Ethical practices amongst the workers, Environmental and Corporate Social responsibilities of the Company and continues to do so.
12. In section V – About the Company, the Chapter titled, "*Our Business*", the disclosure with respect to the depot at Kolkata, West Bengal on page 118 of the Draft Prospectus and the details under the heading 'Properties' on page 140 of the Draft Prospectus has been updated.
13. In section V – About the Company, the Chapter titled, "*Our Promoter and Promoter Group*", has been updated.
14. In section VII – Legal and other Information, the Chapter titled, "*Outstanding Litigations and Material Developments*", disclosure of the facts of the FIR bearing number 86 of 2022 and the chargesheet bearing number FR-88 of 2022 prepared in the matter under the heading "*Jai Hind and A. Ilavarasu v The state of Tamil Nadu and Muniyasamy*" under the headings "*Litigation involving our Directors - Litigation filed against our Directors – Criminal Proceedings*" and "*Litigation involving our Promoters - Litigation filed against our Promoters – Criminal Proceedings*" has been updated.
15. In section VII – Legal and other Information, the Chapter titled, "*Government and Other Approvals*", disclosure of factory license bearing No. VNR03397 under the headings "*Other Business Approvals*" has been updated on page 227 of the Draft Prospectus.

The above is to be read conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges.

All capitalised terms used in this Addendum shall unless the context otherwise requires, have the same meanings as ascribed in the Draft Prospectus.

	<p>LEAD MANAGER TO THE ISSUE Fedex Securities Private Limited B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle - (East), Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249; Investor Grievance Email: mb@fedsec.in; Website: www.fedsec.in ; Contact Person: Saipan Sanghvi SEBI Registration No.: INM000010163</p>		<p>CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1, Club House Road Chennai TN 600 002, India Tel No: 044 40020700 (5 lines) E-mail Id: priya@cameoindia.com Website: www.cameoindia.com Contact Person: Ms. K Sreepriya SEBI Registration No: INR000003753</p>
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COMPANY SECRETARY AND COMPLIANCE OFFICER

Name: Reet Phulwani

Address: Plot No.3, New Joshi Colony, Brahmpuri Jaipur 302 002 Rajasthan.

Tel No: +91 4563 233100

Email: secretarial@saaindia.com

S.A. AANANDAN MILL LIMITED

On behalf of the Board of Directors

Sd/-

Anandan Ilavarasu

Managing Director

DIN: 02443124

Date: March 20, 2023

Place: Rajapalayam

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SECTION - I – GENERAL
DEFINITION AND ABBREVIATIONS

CONVENTIONAL OR GENERAL TERMS

Term	Description
Promoter / Core Promoter	Anandan Ilavarasu and Sudha Ilavarasu

SUMMARY OF DRAFT PROSPECTUS

PROMOTERS

The Promoters of our Company are Anandan Ilavarasu and Sudha Ilavarasu.

PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Particulars	Pre-Issue	
	Number of Shares	Percentage (%) holding
Anandan Ilavarasu	1,03,51,211	63.39
Sudha Ilavarasu	67,802	0.42
Total (A)	1,04,19,013	63.81%
K Ramasubramanian	167	Negligible
I Shilpaa	167	Negligible
Arjun Kalasalingam	167	Negligible
Sachin Aanandh	167	Negligible
Shilpa Impex Pte Ltd	59,10,347	36.19
Total (B)	59,11,015	36.19%
Total (A+B)	1,63,30,028	100.00

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THE DRAFT PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of the Draft Prospectus.

Name	Number of Shares	Weighted Average Cost of Acquisition per Equity Share (in ₹)
Anandan Ilavarasu	41,52,881	Nil
Sudha Ilavarasu	67,802	Nil

**As Certified by the Grandmark & Associates, Statutory Auditors vide their certificate dated March 17, 2023.*

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as at the date of the Draft Prospectus is:

Name	Average Cost of Acquisition per Equity Share (in ₹)
Anandan Ilavarasu	5.99
Sudha Ilavarsu	5.99

**As Certified by the Grandmark & Associates, Statutory Auditors vide their certificate dated March 17, 2023.*

SECTION - II - RISK FACTORS

The risk factor no. 26 has been modified

26. This Draft Prospectus does not contain details of one of our Promoter Group.

“Our Promoter, i.e., Anandan Ilavarasu is estranged from his sibling, A Arunmoli and there are ongoing litigation between our Promoter and A. Arunmoli. Our Company and Promoter had requested Mr. A Arunmoli, brother of our Promoter, Mr. Anandan Ilavarsu, and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations, to provide information, confirmations and undertakings in respect of himself and his relevant entities as members of the Promoter Group. Our Promoter Mr. Anandan Ilavarsu took his best efforts to get his details by reaching him over calls, whatsapp messenger and had also sent him letter.

Given that Mr. A Arunmoli is unwilling to provide any information and affirmations as required under the SEBI ICDR Regulations in relation to the Mr. A Arunmoli Promoter Group as members of the Promoter Group, our Company has included disclosures pertaining to the Mr. A Arunmoli, Promoter Group based on and limited only to the extent of information publicly available from the websites of certain government authorities, Affidavit furnished by Anandan Ilavarasu and other public databases, in the section titled “*Our Promoters and Promoter Group*” beginning on page 170 of the Draft Prospectus, in order to comply with the requirements of the SEBI ICDR Regulations. To such extent, the disclosures pertaining to the Mr. A Arunmoli Promoter Group, as members of the Promoter Group of our Company included in this Draft Prospectus may be limited in the context of requirements of the SEBI ICDR Regulations.”

Further, the Company hereby confirmed that they have not made an application to SEBI under regulation 300 for disassociation of Mr. A Arunmoli from promoter group.

The risk factor no.65 has been shifted to top 30 risk factors, i.e., risk factor no.30

30. We have entered into certain related party transactions and may continue to do so in the future.

Our Company has entered into transactions with our Promoters, Directors, Group Companies and Promoter Group. While we believe that most of such transactions have been conducted at arm’s length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Such related party transactions may potentially involve conflicts of interest. Furthermore, it is likely that we enter into related party transactions in the future as well.

There can be no assurance that such transactions, individually or in aggregate, will always be in the best interests of our Shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition. For details on the transactions entered by us, see the chapter titled “*Restated Financial Statements*”.

The risk factor no.62 has been shifted to top 40 risk factors, i.e., risk factor no.38

38. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval, which may restrict our ability to respond to any change in our business or financial condition and thereby, may adversely affect our business and results of operations.

Our Company intends to use Net Proceeds raised pursuant to the Issue in the manner set out in the chapter titled “*Objects of the Issue*”. In accordance with Section 27 of the Companies Act, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of Shareholders of our Company through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, 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. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the 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 re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

The risk factor no.66 has been shifted to top 40 risk factors, i.e., risk factor no.39

39. Our individual Promoters have provided personal guarantees to certain loan facilities availed by us, repayment of amounts due or termination of the facilities.

Our individual Promoters have provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

The risk factor no.70 has been shifted to top 40 risk factors, i.e., risk factor no.40

40. The success of our business and operations are dependent upon certain quality certifications which are valid for a limited time period. An inability to renew such certifications in a timely manner, or at all, may adversely affect our business and prospects.

Our manufacturing facility is certified from most reputed global certification agencies and having certificates such as OEKO-TEX, Fair Trade Certificate, Cotton Made in Africa, Scope Certificate etc. For further information, see the chapter titled “*Government and other Approvals*”.

As a trend in international market, our international customers purchase products from manufacturers based upon their certifications granted by global certification agencies. If we fail to comply with the requirements for applicable certifications, or if we are otherwise unable to obtain or renew such certifications in the future, in a timely manner, or at all, we may fail to retain purchase orders from our international customers which may lead to loss of our business, financial condition and revenue. We may also incur significant costs to upgrade our facilities and manufacturing processes. The occurrence of any such event could have an adverse effect on our business, results of operations, financial condition and cash flows in addition to reputational damage.

SECTION - III –INTRODUCTION

CAPITAL STRUCTURE

2. Except for Bonus Issue made on December 16, 2022 , our Company has not issued any Equity Shares at price below Issue Price within last one (1) year from the date of the Draft Prospectus.

Date of Issue/ Allotment	Total Equity shares Allotted	Face Value (₹)	Issue Price (₹)	Name of Allottees	No. of Shares Allotted	Promoters/ Promoters Group	Reason for Allotment
December 16, 2022	65,51,568	10	N. A.	Anandan Ilavarasu	41,52,881	Promoter	Bonus Issue
				Sudha Ilavarasu	27,202	Promoter	
				Shilpa Impex Pte Ltd.	23,71,217	Promoter Group	
				K Ramasubramanian	67	Promoter Group	
				I Shilpaa	67	Promoter Group	
				Arjun Kalasalingam	67	Promoter Group	
				Sachin Aanandan	67	Promoter Group	

8. The share holding pattern of our Promoters, Promoter Group and Public before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue*	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
Promoter (A)				
Anandan Ilavarasu	1,03,51,211	63.39%	[●]	[●]
Sudha Ilavarasu	67,802	0.42%	[●]	[●]
Total (A)	1,04,19,013	63.81%	[●]	[●]
Promoter Group (B)				
K Ramasubramanian	167	Negligible	[●]	[●]
I Shilpaa	167	Negligible	[●]	[●]
Arjun Kalasalingam	167	Negligible	[●]	[●]
Sachin Aanandh	167	Negligible	[●]	[●]
Shilpa Impex Pte Ltd	59,10,347	36.19%	[●]	[●]
Total (B)	59,11,015	36.19%	[●]	[●]
Public (C)				
Total (A+B+C)	1,63,30,028	100.00	[●]	[●]

**Subject to finalization of Basis of Allotment*

16. History of the Equity Share capital held by our Promoters

As on the date of the Draft Prospectus, our Promoters hold 1,04,19,013 Equity Shares, equivalent to 63.81% of the issued, subscribed and paid-up Equity Share capital of our Company.

b. Capital built-up of our Promoter, Sudha Ilavarsu

Name of the Promoter: Sudha Ilavarasu							
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (In ₹)	Issue Price / Average Acquisition Price per Equity Share (In ₹)	Reason / Nature of Allotment	Percentage of the pre-issue capital (in %)	Percentage of the post-issued capital (in %)
March 03, 2000	150	Cash	100.00	100.00	Further Issue	0.02	[●]
March 23, 2009	3,910	Cash	100.00	100.00	Further Issue	0.40	[●]
<i>Pursuant to our Shareholders' resolution dated June 26, 2022, each fully paid-up Equity Share of our Company having face value of ₹ 100 each was subdivided into Equity Share of face value ₹ 10 each. Therefore, 4060 equity shares of our Company of face value of ₹ 10 each were sub-divided into 40,600 Equity Share of face value ₹ 10 each</i>							
December 16, 2022	27202	Other than Cash	10.00	N.A.	Bonus Issue	0.17	[●]
Total	67802					0.42	

17. All the Equity Shares allotted to the Promoters as given above were fully paid up as on the date of such allotment. Further, none of the shares have been pledged with any bank/ financial institution and/ or with anybody else.
18. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:

Name	Average Cost of Acquisition per Equity Share (in ₹)
Anandan Ilavarasu	5.99
Sudha Ilavarsu	5.99

SECTION - IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

As of the date of the Draft Prospectus, we operate and manage 2 (Two) stores (“MBOs”) with a retail business area of about 11,110 sq. ft. and 1 (One) wholesale store spread across an area of about 9402 sq. ft., all stores located in Chittoor, Andhra Pradesh. We intend to utilize the portion of the Net Proceeds towards setting up of the New Store in Chennai that would become operational in the Financial Year 2024. The premises for the proposed New Store is owned by our Promoter, Anandan Ilavarasu and will be taken on long-term lease. The details of the New Store proposed to be opened are set forth in the table below:

Location	Address of the Store	Document Executed*	Date of the document executed	Name of the Lessor	Plot Area (Sq. ft.)	Period of Lease	Salient features of the document
Chennai	100, G.N. Chetty Road, T. Nagar, Chennai - 600 017	Lease Agreement	December 29, 2022	Anandan Ilavarasu	6,400	25 years	Deposit – Nil Rent – 415.00 / sq.ft. per month of potential FSI of 19700 sq.ft.

**The Company will enter into long term lease agreement on or before March 31, 2023*

SECTION V: ABOUT THE COMPANY

BUSINESS OVERVIEW

Our Company also maintains a depot at Kolkata, West Bengal which we use for storage of our products for the purpose of catering to our north eastern customers. The Kolkata Depot is a Sales Point for the Company. The premises belongs to our Kolkata Agent and the agent works purely on commission basis vis-à-vis the orders procured by him.

Properties

The Company operates through following properties on leasehold/ ownership basis:

Sr. No	Location	Type	Purpose Used	Owner / lessor	Period	Consideration involved (Rs.)
1.	110, Srivilliputtur Road, Mamsapuram Village, Padikkasuvaithanpatti, Srivilliputtur Taluk, Virudhunagar District, TN 626 110	Owned	Manufacturing facilities – Main spinning plant	S. A. Aanandan Mill Limited	NA	NA
2.	Survey no. 87, Govindapuram Village, Dharapuram Taluk, Tiruppur District TN	Owned	Generation of Wind Power	S. A. Aanandan Mill Limited	NA	NA
3.	15/87A, THATCO Colony, Sundarapandiam, TN 626 126	Owned	Post-spinning process	S. A. Aanandan Mill Limited	NA	NA
4.	24/25, Pillaimar Middle Street, Sundarapandiam, Tamil Nadu – 626126	Leased	Post-spinning process	Mr. A Ilavarasu	from Mar 12, 2004 to Mar 11, 2034 (30 years)	Rs. 1,44,000/- per month
5.	SF no. 10/1, Mamsapuram, Srivilliputtur Taluk Tamil Nadu - 626110	Leased	Storage of raw materials	Mr. A Balasubramaniam	From Nov 01, 2022 to Sep 30, 2023 (11 months)	Rs. 10,000/- per month
6.	Door no. 663, Melapatnam Karisalkum Village, Rajapalayam Taluk	Leased	Spinning preparation for alternative fibres	Mr. A Balasubramaniam	From Apr 01, 2020 to Mar 31, 2023 (3 years)	Rs. 33,000/- per month
7.	18-784, Church Street, Chittoor AP	Leased	Retail Showroom – Ananda Textiles & Read mades	Mr. A Ilavarasu	From Apr 01, 2019 to Mar 31, 2029 (10 years)	Rs. 1,50,000/- per month
8.	18-934 & 18-935, Chittoor Town High Road, Chittoor District AP	Leased	Retail Showroom – Ananda Lifestyle	Mr. Prabakar Reddy, Mr. A Anil Kumar &	From Jul 24, 2014 to Jul 24, 2023 (9 years)	Rs. 1,25,000/- per month

Sr. No	Location	Type	Purpose Used	Owner / lessor	Period	Consideration involved (Rs.)
				Mr. A Ajith Kumar		
9.	D. No. 10-1001/2, Yadava Street, Chittoor District, Chittoor Town AP	Leased	Wholesale Showroom	RJS Sweets	From May 04, 2022 to May 03, 2034 (12 years)	Rs. 1,00,000/- per month
10.	D no. 18-663/664, Muthu Maistry Street, 1st & 2nd Floors, Chittoor Town, Chittoor District	Leased	Retail Business - Godown	A K Chockalingam	From Nov 15, 2017 to Nov 14, 2023 (6 years)	Rs. 18,300/- per month
11.	D. no. 18-739/2, 1st Floor, MM Street, Chittoor Town, Chittoor District	Leased	Retail Business - Godown	K Madhudsudhana Rao	From Mar 23, 2022 to Mar 22, 2025 (3 years)	Rs. 4,000/- month
12.	D. no. 18-991, 2nd Floor, PH Road, Chittoor Town, Chittoor District AP	Leased	Retail Business - Godown	V Chiiti Babu	From Dec 03, 2018 to Dec 02, 2024 (6 years)	Rs. 10,000/- month
13.	11, Bipin Behary Ganguly Street, Kolkota, West Bengal 700 012	Leave and License	Depot	Mr. Anant Kumar Dudhwewala	NA	NA

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

The Promoters of our Company are Anandan Ilavarasu and Sudha Ilavarasu.

As on the date of the Draft Prospectus, our Promoters holds in aggregate 63.81% Equity Shares of face value ₹10/- each, representing 1,04,19,013 Equity Shares of the issued, subscribed and paid-up Equity Share Capital of our Company. For details, see the section “*Capital Structure – Details of Shareholding of our Promoter and members of the Promoter Group in the Company – Build-up of the Promoter’s shareholding in our Company*” beginning on page 7 of the Draft Prospectus.

BRIEF PROFILE OF OUR PROMOTER IS AS FOLLOWS:

	<p>Anandan Ilavarasu - aged 51 years, is our Promoter and Chairman and Managing Director of our Company.</p> <p>Address: 37A, P.S.K Nagar, K R Nagar Post, Rajapalayam, Virudhunagar 626108 Tamil Nadu.</p> <p>Date of Birth: April 06, 1972</p> <p>PAN: ACFPA6721R</p> <p>For the Complete Profile of Anandan Ilavarasu i.e, his date of birth, personal address educational qualifications, professional experience, positions / posts held in the past and other directorships, special achievements, business and other activities, see “<i>Our Management</i>” on page Error! Bookmark not defined. of the Draft Prospectus.</p>
	<p>Sudha Ilavarasu - aged 49 years, is our Promoter and Joint Managing Director of our Company.</p> <p>Address: 37A, P.S.K Nagar, K R Nagar Post, Rajapalayam, Virudhunagar 626108 Tamil Nadu.</p> <p>Date of Birth: August 23, 1973</p> <p>PAN: BSFPS1570K</p> <p>For the Complete Profile of Sudha Ilavarasu i.e, her date of birth, personal address educational qualifications, professional experience, positions / posts held in the past and other directorships, special achievements, business and other activities, see “<i>Our Management</i>” on page Error! Bookmark not defined. of this Draft Prospectus.</p>

DECLARATION

Our Company confirms that the Permanent Account Number (PAN), Aadhar Card Number, Driving License Number, Bank Account Number(s) and Passport Number(s) of our Promoters shall be submitted to Emerge Platform of National Stock Exchange of India Limited at the time of filing this Draft Prospectus.

OTHER VENTURES OF OUR PROMOTERS

Other than as disclosed in this section “*Our Promoters and Promoter Group*” and “*Our Group Companies*” on page 12 and **Error! Bookmark not defined.** of this Draft Prospectus, our Promoters are not involved in any other ventures.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any effective change in the management and control of our Company in the five years immediately preceding the date of the Draft Prospectus.

INTEREST OF PROMOTERS

Interest in Promotion of our Company

Our Company is promoted by Anandan Ilavarasu and Sudha Ilavarasu who holds 1,03,51,211 Equity Shares and 67,802 Equity Shares, respectively, of our Company as of the date of the Draft Prospectus.

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings in our Company and the shareholding of their relatives in our Company and employment related benefits paid by our Company i.e., remuneration and reimbursement of expenses payable to them in such capacities. For further details, please refer section titled “*Capital Structure*” and “*Management*” beginning on pages 7 and **Error! Bookmark not defined.**, respectively of the Draft Prospectus.

Our Promoters are also interested in our Company to the extent of being Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities.

Our Promoter may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company and also to the extent of unsecured loans.

No sum has been paid or agreed to be paid to our Promoters and our Promoters are not interested as member of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Further, our Promoters are also Director on the board, or are shareholder, member or partner, of certain entities forming part of the Promoter Group, Group Company and other entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group, Group Company and such other entities. For the payments that are made by our Company to certain entities forming part of the Promoter Group, Group Company and other related parties, see “*Summary of Draft Prospectus– Summary of Related Party Transactions*” and “*Our Group Company*” page number 6 & **Error! Bookmark not defined.** respectively of the Draft Prospectus.

Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery.

For further details regarding the payments made by our Company to the entities mentioned above, see “*Summary of Draft Prospectus– Summary of Related Party Transactions*” on page 6 of the Draft Prospectus.

For further details, please refer section titled “*Capital Structure*”, “*Restated Financial Statement*” and “*Our Management*” on pages 7, **Error! Bookmark not defined.** and **Error! Bookmark not defined.**, respectively of the Draft Prospectus.

Interest in the properties of our Company

Except as mentioned in the chapter titled “*Business Overview*” and in the chapter titled “*Restated Financial Statement*” on page **Error! Bookmark not defined.** and **Error! Bookmark not defined.** respectively of the Draft Prospectus, none of our Promoters and Members of Promoter Group have any interest in any property acquired by or proposed to be acquired by our Company during a period of three (3) years prior to filing of the Draft Prospectus.

Other Interest

Except as mentioned in the chapter titled “*Restated Financial Statements*”, and “*Business Overview*” on page **Error! Bookmark not defined.** and **Error! Bookmark not defined.** respectively of the Draft Prospectus, our Promoters are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

INTEREST OF DIRECTORS

For further details please refer Chapter “*Our Management*” on page **Error! Bookmark not defined.** of the Draft Prospectus.

INTEREST OF GROUP COMPANY

For further details please refer Chapter “*Our Group Companies*” on page **Error! Bookmark not defined.** of the Draft Prospectus.

PAYMENT OR BENEFITS TO OUR PROMOTERS AND PROMOTER GROUP DURING THE LAST TWO YEARS

Except in the ordinary course of business and as stated in section “*Restated Financial Statements*” beginning on page **Error! Bookmark not defined.** of the Draft Prospectus, there has been no payment or benefits to our Promoters during the two (2) years preceding the date of filing of the Draft Prospectus, nor there is any intention to pay or give any benefit to our Promoters and Promoter Group as on the date of the Draft Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, see Section titled “*Business Overview*” and “*Our Management*” on page no. **Error! Bookmark not defined.** and **Error! Bookmark not defined.** respectively of the Draft Prospectus.

RELATED PARTY TRANSACTIONS

For the transactions with our Group companies, please refer to section titled “*Annexure – [●] - Related Party Transactions*” on page **Error! Bookmark not defined.** of the Draft Prospectus.

OUTSTANDING LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, please refer section titled “*Outstanding Litigation and Material Developments*” on page **Error! Bookmark not defined.** of the Draft Prospectus.

MATERIAL GUARANTEES

Except as stated in the chapter titled “*Financial Indebtedness*” and section titled “*Restated Financial Statements*” beginning on page **Error! Bookmark not defined.** and **Error! Bookmark not defined.** of the Draft Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of the Draft Prospectus.

COMPANIES WITH WHICH OUR PROMOTERS HAS DISASSOCIATED IN THE LAST THREE (3) YEARS

Our Promoters have not disassociated themselves from any firms or companies in the last three (3) years preceding the Draft Prospectus.

CONFIRMATIONS

Our Promoters have not been declared as Wilful Defaulter or Fraudulent Borrower or Fugitive Economic offender.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been Promoters, Directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, is as under:

A. *The natural persons who are part of the Promoter Group (due to their relationships with our Promoters), other than our Promoter, are as follows:*

Relationship with Promoter	Anandan Ilavarasu	Sudha Ilavarasu
Father	Late S.A. Anandan	Balasubramaniam Arumugaperumal
Mother	Late Unnamalai Ammal	Jayamani Balasubramaniam
Brother	A Arunmoli	N.A.
Sister	M Tamilselvi Late K Malar kodi	B Praba A Radhika Anitha Shanmugavadivel B Sudharsana
Spouse	Sudha Ilavarasu	Anandan Ilavarasu
Son	Sachin Aanandh I	Sachin Aanandh I
Daughter	I Shilpaa	I Shilpaa
Spouse's Father	Balasubramaniam Arumugaperumal	Late S.A. Anandan
Spouse's Mother	Jayamani Balasubramaniam	Late Unnamalai Ammal
Spouse's Brother	N.A.	A Arunmoli
Spouse's Sister	B Praba A Radhika Anitha Shanmugavadivel B Sudharsana	M Tamilselvi Late K Malar kodi

The aforementioned persons are 'immediate relatives' of our Promoters but as such do not form part of Promoter Group of our Company.

B. **Our Promoter Group as defined under Regulation 2(1) (pp) of SEBI ICDR Regulations 2018 includes entities, companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:**

- Nachiar Spinning Mills Private Limited
- Jaya Nachiar Textile Mills Private Limited
- Nachiar Heath Care Fabrics Private Limited
- Nachiar Healthcare Fabrics Private Limited
- Shilpa Impex Pte Limited
- Apurva Textile

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of the shareholding of our Promoters and Promoter Group as on the date of the Draft Prospectus, please refer chapter titled “*Capital Structure*” on page 7 of the Draft Prospectus.

SECTION VII - LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

II. Litigation involving our Directors

A. Litigation filed against our Directors

1. Criminal Proceedings

(i) FIR filed against A. Ilavarasu and another bearing No. 86 of 2022

An FIR was filed against A. Ilavarasu and Jai Hind (collectively, "**Accused**") at Vanniyampatti Police Station under Sections 287 and 338 of the Indian Penal Code, 1860 by Muniyasamy ("**Complainant**"), a worker employed by the Company to work at its factory. On April 12, 2022, when the Complainant was working at our Company's factory premises, the Complainant's hand got stuck in a machine, owing to which his index finger, ring finger and middle finger were severed. The Complainant, in his FIR, alleged the Accused of not providing adequate safety measures and accused them of negligence. Pursuant to the said FIR a chargesheet bearing No. FR-88 of 2022 dated May 6, 2022 was filed before the Judicial Magistrate – II, Srivilliputhur. The matter is currently pending.

III. Litigation involving our Promoters

A. Litigation filed against our Promoters

1. Criminal Proceedings

(i) FIR filed against A. Ilavarasu and another bearing number 86 of 2022

For details, please see "*Litigation involving our Directors - Litigation filed against our Directors – Criminal Proceedings*"

GOVERNMENT AND OTHER APPROVALS

VI. Other Business Approvals

No	Description	Authority	Registration No.	Date of Issue	Date of Expiry
18.	Factory License	Directorate of Industrial Safety and Health	VNR03397	March 01, 2023	December 31, 2023