



# Addendum to the Draft Prospectus

Dated: August 02, 2024

Please read Section 26 & 28 of Companies Act, 2013

Fixed Price Issue

## KHYATI GLOBAL VENTURES LIMITED

Corporate Identity Number is U67190MH1993PLC071894

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
54 Juhu, Supreme Shopping Centre, Gulmohar Cross Road no. 9, JVPD Scheme, Juhu, Mumbai- 400049, Maharashtra	Charu Srivastava Company Secretary and Compliance Officer	Email: <a href="mailto:info@kgv.co.in">info@kgv.co.in</a> Telephone: +91 22-26255959	<a href="http://www.kgv.co.in">www.kgv.co.in</a>

### THE PROMOTERS OF OUR COMPANY

Ramesh Rughani, Chandrika Rughani, Khyati Rughani, Aditi Raithatha and Hiren Raithatha

### DETAILS OF ISSUE

TYPE	FRESH ISSUE SIZE (IN LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue and OFS	Fresh Issue of Upto 10,50,000 Equity Shares aggregating [●] Lakhs	Offer For Sale of Upto 8,00,000 Equity Shares aggregating [●] Lakhs	Total Issue of Up to 18,50,000 Equity Shares aggregating [●] Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹10.00 Crores

### DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT	AVERAGE COST OF ACQUISITION ON FULLY DILUTED BASIS* (IN ₹ PER EQUITY SHARE)
Ramesh Rughani	Promoter	Up to 4,25,000 Equity Shares aggregating ₹ [●] Lakhs	3.97
Chandrika Rughani	Promoter	Up to 3,75,000 Equity Shares aggregating ₹ [●] Lakhs	2.12

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each and the Issue Price is [●] times the face value. The Issue Price (determined and justified by our Company and the Selling Shareholders in consultation with the Lead Manager) as stated under "Basis of Issue Price" beginning on page no. 74 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investment 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 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 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 this Draft Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 23 of this Draft Prospectus.

### COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus 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 Draft Prospectus 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 makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholders accepts responsibility for and confirms that the statements made or confirmed such Selling Shareholders in this Draft Prospectus to the extent of information about himself as a Selling Shareholders and in the context of the Offer for Sale. The Selling Shareholders further assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

### LISTING

The Equity Shares Issued through this Draft Prospectus is proposed to be listed on the SME Platform of BSE Limited ("BSE"). Our Company has received an in-principle approval letter dated [●] from BSE for using its name in this issue document for listing our shares on the SME Platform of the BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be BSE Limited ("BSE").

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



**ARYAMAN FINANCIAL SERVICES LIMITED**  
60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg Fort, Mumbai – 400 001  
Tel No.: +91 22 6216 6999  
Email: [ipo@afsl.co.in](mailto:ipo@afsl.co.in)  
Website: [www.afsl.co.in](http://www.afsl.co.in)  
Investor Grievance Email: [feedback@afsl.co.in](mailto:feedback@afsl.co.in)  
Contact Person: Rocky Shyamal/ Harsha Lohia  
SEBI Registration No. INM000011344



**BIGSHARE SERVICES PRIVATE LIMITED**  
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093  
Tel. No.: +91 22 6263 8200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
Investor Grievance Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Contact Person: Babu Rapheal  
SEBI Registration No.: INR000001385

### ISSUE OPENS ON

### ISSUE CLOSES ON

[●]

[●]



## Addendum to the Draft Prospectus

Dated: August 02, 2024

Please read Section 26 & 28 of Companies Act, 2013

Fixed Price Issue

### KHYATI GLOBAL VENTURES LIMITED

Our Company was incorporated as Khyati Advisory Services Limited on May 10, 1993 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra bearing Registration number 071894. Our Company was granted its certificate for commencement of business on June 10, 1993 by the RoC. The status of the Company was changed to Private limited and the name of our Company was changed to Khyati Impex Private Limited and fresh certificate of incorporation was issued on November 24, 2021. Further name of our company was changed to Khyati Advisory Services Private Limited and fresh certificate of incorporation consequent of name change was issued on April 4, 2022. Further the status of the Company was changed to Public limited and the name of our Company was changed to Khyati Advisory Services Limited and fresh certificate of incorporation consequent to conversion was issued on May 06, 2022. Further name of our company was changed to Khyati Global Ventures Limited vide a Special Resolution dated March 05, 2024 and fresh certificate of incorporation was issued on April 26, 2024 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U67190MH1993PLC071894. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter —History and Certain Corporate Matters on page no. 117 of this Draft Prospectus.

**Registered Office:** 54 Juhu, Supreme Shopping Centre, Gulmohar Cross Road no. 9, JVPD Scheme, Juhu, Mumbai- 400049, Maharashtra.

**Tel No.:** +91 22-26255959; **Email:** [info@kgv.co.in](mailto:info@kgv.co.in); **Website:** [www.kgv.co.in](http://www.kgv.co.in)

**Contact Person:** Charu Srivastava, Company Secretary and Compliance Officer.

**Our Promoters:** Ramesh Rughani, Chandrika Rughani, Khyati Rughani, Aditi Raithatha and Hiren Raithatha

#### ADDENDUM TO THE DRAFT PROSPECTUS DATED MAY 30, 2024: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

INITIAL PUBLIC OFFER OF UP TO 18,50,000 EQUITY SHARES OF ₹ 10 EACH (“EQUITY SHARES”) OF KHYATI GLOBAL VENTURES LIMITED (“KGYL” OR THE “COMPANY”) FOR CASH AT A PRICE OF ₹ [●] PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), CONSISTING OF FRESH ISSUE OF UP TO 10,50,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS AND AN OFFER FOR SALE OF UP TO 8,00,000 EQUITY SHARES COMPRISING OF UP TO 4,25,000 BY RAMESH RUGHANI AND UP TO 3,75,000 BY CHANDRIKA RUGHANI (“THE PROMOTER SELLING SHAREHOLDERS” OR “THE SELLING SHAREHOLDERS”) AGGREGATING TO ₹ [●] LAKHS (“OFFER FOR SALE”), OF WHICH UP TO 94,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY AGGREGATING MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THAN THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UP TO 17,56,000 EQUITY SHARES OF ₹10 EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.16% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY

#### THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NII and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled “Issue Information” beginning on page no. 201 of this Draft Prospectus.

#### Potential Bidders may note the following:

Potential Bidders may note that in order to assist the Bidders to get a complete understanding of the updated information, the updated relevant portions of the sections titled “Summary of Issue Document”, “Risk Factors”, “Our Business”, “Financial Statements” and “Outstanding Litigation And Material Developments” on page number 1, 3, 7, 11 and 9 respectively have been included in this Addendum.

The abovementioned changes are to be read in conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements the Draft Prospectus and updates the information in the Draft Prospectus, as applicable. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the Draft Prospectus and the date hereof and accordingly does not include all the changes and/or updates that will be included in the Prospectus. Please note that all other details / information included in the Draft Prospectus will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchange. Investors should not rely on the Draft Prospectus or this Addendum for any investment decision, and should read the Prospectus, as and when it is filed with the RoC, SEBI, and the Stock Exchange before making an investment decision with respect to the Issue. The above is to be read in 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 Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Prospectus.

<b>Place:</b> Mumbai <b>Date:</b> August 02, 2024	<b>On behalf of Khyati Global Ventures Limited</b> <b>Sd/-</b> <b>Charu Srivastava</b> <b>Company Secretary and Compliance Officer</b>
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#### LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



**ARYAMAN FINANCIAL SERVICES LIMITED**  
 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg  
 Fort, Mumbai – 400 001  
**Tel No.:** +91 22 6216 6999  
**Email:** [ipo@afsl.co.in](mailto:ipo@afsl.co.in)  
**Website:** [www.afsl.co.in](http://www.afsl.co.in)  
**Investor Grievance Email:** [feedback@afsl.co.in](mailto:feedback@afsl.co.in)  
**Contact Person:** Rocky Shyama/ Harsha Lohia  
**SEBI Registration No.** INM000011344

**BIGSHARE SERVICES PRIVATE LIMITED**  
 Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,  
 Mahakali Caves Road, Andheri (East) Mumbai – 400093  
**Tel. No.:** +91 22 6263 8200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Contact Person:** Babu Rapheal  
**SEBI Registration No.:** INR000001385

ISSUE OPENS ON

ISSUE CLOSES ON

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## SECTION II - SUMMARY OF ISSUE DOCUMENT

### A. Summary of Industry

We operate in FMCG products, Food Stuff, Pharmaceutical products, Household products and Handicraft Goods Industry. For more details, please refer chapter titled “Industry Overview” beginning on page 81 of this Draft Prospectus.

### L. Summary of Related Party Transactions

Our Company has entered into certain transactions with our related parties including our Promoters, Promoters Group, Directors and their relatives as mentioned below:

(₹ in lakhs)

Particulars	For the period ended Dec 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Promoter &amp; KMP &amp; their relatives</b>				
Loan Taken	247.70	5.00	25.00	60.00
Loan Given	228.93	6.51	25.00	-
Director Remuneration	77.25	109.50	67.50	39.67
Salary	62.25	84.00	54.00	20.47
Rent	8.64	11.52	11.52	19.32
Purchases of trading goods	192.04	210.20	18.64	27.30
Sale of trading goods and product	261.86	114.97	81.22	36.06
Rent (Income)	9.00	2.40	9.60	17.10
Royalty Income	39.53	-	-	-
Interest Income	-	-	2.90	13.57
Interest Expenses	-	-	2.60	0.60
Advances taken	630.04	545.02	1,116.55	775.44
Advances given	773.30	665.38	1,150.71	767.12
Fresh Share Issued	-	-	66,000	-
Sale of shares	-	-	75.90	-
<b>Promoter Group (Entities)</b>				
Purchases of trading goods	42.66	17.36	607.33	0.57
Sale of trading products	-	-	2.17	34.13
Rent (Income)	9.00	13.20	12.00	-
Advances taken	180.38	191.05	771.45	57.55
Advances given	226.95	509.77	343.95	41.50
Expenses	-	-	12.37	-
<b>Balances at the end</b>				
<b>Due to Promoter &amp; KMP &amp; their relatives</b>				
Remuneration payable	10.73	-	-	0.05
Salary Payable	1.52	-	-	-
Rent Payable	4.32	2.00	2.77	3.05
Trade Payable	24.05	20.44	-	-
Security Deposit	20.00	20.00	20.00	20.00
Loans	18.77	-	1.51	61.51
Advances taken	5.84	18.71	146.47	180.63
Advances given	76.68	-	-	-
<b>Due to Promoter Group Co</b>				
Trade Payable	-	26.55	-	-
Advances taken	12.13	58.70	370.01	-
Advances given	-	-	-	57.49

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*We have entered into related party transactions which are at an arm's length basis from time to time with our promoters, directors and group companies. Related party transactions involved in our company are explained below:*

- Our company has obtained unsecured loans which are currently interest free from our directors. Further, our directors may be interested in interest earned on such loans in the future or repayment of the same. Outstanding of such loan as on December 31, 2023 is Rs. 18.77 lakhs.*
- We have obtained unsecured loan from our promoter group entities in the past. Furthermore, it is likely that we will enter related party transactions in the future.*
- We have entered into leave and license agreement for our office no 58 and 50 at Juhu Supreme Shopping Centre, Mumbai for office use with our promoters which costs us a monthly rent of ₹ 0.96 lakhs.*
- In addition, our Promoter Group Entities are interested in purchases, sales, rent, royalty income and other transaction in course of business operation. In the due course of business, our company receives and gives advances for day-to-day business transaction with our promoter group entities.*
- Some of our Directors (including our Promoter) and Key Management Personnel are interested in our Company for normal remuneration, rent or benefits and reimbursement of expenses.*
- Our Company has also issued shares through conversion of loan via Rights issue to our promoters and directors.*

*For further information, please refer "Note 24 - Related Party Transactions" in the chapter titled "Financial Statements as Restated" beginning from page no. 145 of this Draft Prospectus.*

### SECTION III- RISK FACTORS

3. *Our company derives majority of its revenue from export of its products. Loss of orders from the foreign country and change in their requirement or fall in budget will have material adverse effect on our business, financial condition and result of operation.*

Our Company has exported the food stuffs, cosmetics, Household products, pharmaceuticals and handicraft items to more than 40 countries till date. Details of Revenue from various categories for the period ended December 31, 2023, financial year 2022-23, 2021-22 and 2020-21 are as below:

(Rs in Lakhs)

Particulars	As at Dec 23	% of Revenue from Products	F.Y 2022-23	% of Revenue from Products	F.Y 2021-22	% of Revenue from Products	F.Y 2020-21	% of Revenue from Products
Food Stuffs	5,925.40	87.50%	7,215.25	87.68%	7,070.01	82.53%	6,854.55	82.95%
Pharmaceuticals	74.5	1.10%	181.87	2.21%	668.24	7.80%	537.13	6.50%
Festive, Puja and handicraft items	84.52	1.25%	94.13	1.14%	88.41	1.03%	102.47	1.24%
Household Products	126.78	1.87%	141.22	1.72%	132.62	1.55%	153.70	1.86%
Non-food FMCG Goods	561.08	8.29%	596.88	7.25%	607.83	7.10%	615.63	7.45%
<b>Total</b>	<b>6,772.28</b>	<b>100.00%</b>	<b>8,229.35</b>	<b>100.00%</b>	<b>8,567.11</b>	<b>100.00%</b>	<b>8,263.48</b>	<b>100.00%</b>

Further, our customer may experience financial or other difficulties such as force majeure events, changes in laws, economic conditions of the customer and labor problems which may result in delays to the order being received and executed. Our business is affected by the price, quality, availability and the timely delivery of the products. It may be difficult to find such large contracts from any other customers that continue to rely on us for their requirements. We have our business operation designed in a way to satisfy their requirements. We cannot assure you that we can maintain the historical levels of business from export business or that we will be able to replace such revenue from other sales in case we lose any of them.

7. *Our Company may have potential Conflicts of interest with our Promoter Group Entities as they are engaged in similar line of business.*

Our Promoters have interests in other companies and entities that may compete with us, including other Group Companies that conducts businesses of exporting FMCG products, Food Stuffs and Pharmaceuticals. Dusseldorf Pharma Private Limited, Khyati Healthcare Private Limited and Soulberry Cosmetics Private Limited are our group company and they have been authorised by its Memorandum of Associations to undertake activities which is similar to that of our Company. Our Promoters have also promoted other companies and may continue to do so. For details, please refer to the Chapter titled “Our Management” and “Our Promoters and Promoter Group” on page no 121 and 135 respectively of this Draft Prospectus.

Further, our Company has not entered into any non- compete agreement with the group companies and hence there can be no assurance of any conflict of interests which may arise in allocating or addressing business opportunities and strategies amongst our Company and our Group Companies in circumstances where our interests differ from theirs. Such a conflict of interest may have adverse effect on our business and growth. In cases of conflict, our Promoter may favour other Companies in which our Promoter has an interest. Hence, conflict of interest may occur between our business and the businesses of our Group Companies which could have an adverse effect on our business, financial condition, results of operations and prospects.

**8. In addition to normal remuneration, other benefits and reimbursement of expenses our directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company. Further our promoter has interest in our property and in past we have entered in related party transaction with them.**

Some of our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding, loan and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoters currently holds 99.97% of shareholding of our Company and will hold 64.34 % of post issue shareholding of our Company. We cannot assure you that our directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our directors will always act to resolve any conflicts of interest in our favor, thereby adversely affecting our business and results of operations and prospects.

We have entered into related party transactions which are at an arm's length basis from time to time with our promoters, directors and group companies. Some of the regular related party transactions involved in our company are explained below:

- Our company has obtained unsecured loans which are currently interest free from our directors. Further, our directors may be interested in interest earned on such loans in the future or repayment of the same. Outstanding details of such loan as on December 31, 2023 is given below:
- We have obtained unsecured loan from our promoter group entities in the past. Furthermore, it is likely that we will enter related party transactions in the future. Hence, they might be interested in interest and repayment of such loans.
- We have entered into leave and license agreement for our office no 58 and 50 at Juhu Supreme Shopping Centre, Mumbai for office use with our promoters which costs us a monthly rent of ₹ 0.96 lakhs.
- In addition our Promoter Group Entity is interested in purchases, sales and other transaction in course of business operation.

We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition.

A summary statement of the related party transactions is as follows:

Particulars	For the period ended Dec 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Promoter &amp; KMP &amp; their relatives</b>				
Loan Taken	247.70	5.00	25.00	60.00
Loan Given	228.93	6.51	25.00	-
Director Remuneration	77.25	109.50	67.50	39.67
Salary	62.25	84.00	54.00	20.47
Rent	8.64	11.52	11.52	19.32
Purchases of trading goods	192.04	210.20	18.64	27.30
Sale of trading goods and product	261.86	114.97	81.22	36.06
Rent (Income)	9.00	2.40	9.60	17.10
Royalty Income	39.53	-	-	-
Interest Income	-	-	2.90	13.57
Interest Expenses	-	-	2.60	0.60
Advances taken	630.04	545.02	1,116.55	775.44
Advances given	773.30	665.38	1,150.71	767.12

Particulars	For the period ended Dec 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Fresh Share Issued	-	-	66,000	-
<b>Promoter Group (Entities)</b>				
Purchases of trading goods	42.66	17.36	607.33	0.57
Sale of trading products	-	-	2.17	34.13
Rent (Income)	9.00	13.20	12.00	-
Advances taken	180.38	191.05	771.45	57.55
Advances given	226.95	509.77	343.95	41.50
Expenses	-	-	12.37	-
<b>Balances at the end</b>				
<b>Due to Promoter &amp; KMP &amp; their relatives</b>				
Remuneration payable	10.73	-	-	0.05
Salary Payable	1.52	-	-	-
Rent Payable	4.32	2.00	2.77	3.05
Trade Payable	24.05	20.44	-	-
Security Deposit	20.00	20.00	20.00	20.00
Loans	18.77	-	1.51	61.51
Advances taken	5.84	18.71	146.47	180.63
Advances given	76.68	-	-	-
<b>Due to Promoter Group Co</b>				
Trade Payable	-	26.55	-	-
Advances taken	12.13	58.70	370.01	-
Advances given	-	-	-	57.49

We have entered into related party transactions which are at an arm's length basis from time to time with our promoters, directors and group companies. Related party transactions involved in our company are explained below:

- Our company has obtained unsecured loans which are currently interest free from our directors. Further, our directors may be interested in interest earned on such loans in the future or repayment of the same. Outstanding of such loan as on December 31, 2023 is Rs. 18.77 lakhs.
- We have obtained unsecured loan from our promoter group entities in the past. Furthermore, it is likely that we will enter related party transactions in the future.
- We have entered into leave and license agreement for our office no 58 and 50 at Juhu Supreme Shopping Centre, Mumbai for office use with our promoters which costs us a monthly rent of ₹ 0.96 lakhs.
- In addition, our Promoter Group Entities are interested in purchases, sales, rent, royalty income and other transaction in course of business operation. In the due course of business, our company receives and gives advances for day-to-day business transaction with our promoter group entities.
- Some of our Directors (including our Promoter) and Key Management Personnel are interested in our Company for normal remuneration, rent or benefits and reimbursement of expenses.
- Our Company has also issued shares through conversion of loan via Rights issue to our promoters and directors.

**20. Our Warehouse, Guest House and some of our some of our business offices are not owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.**

Our Offices located at Office No 50 and 58, on the 2<sup>nd</sup> floor, Gulmohar Cross Road No.9, JVPD Scheme, Mumbai 400049, is on lease hold basis. Additionally, our guest house located at Flat No. 103, 1<sup>st</sup> floor of Vikram Apartment, Janki Vikram, C.H.S.L., Juhu Church Road, Juhu, Mumbai-400049 is on leasehold basis. Further, our warehouse located at W-160, TTC Industrial Area, Pawane MIDC, Navi Mumbai 400710, Maharashtra is on leasehold basis. Details of the leasehold properties are as below:

Sr. No.	Name of the Licensor	Details of the Property	Term of Lease	Valid up to	Lease Amount	Purpose
1.	M/s. Quality	W-160, TTC Industrial	36 Months	August	Rs.2,60,000/-per	Warehouse



Sr. No.	Name of the Licensor	Details of the Property	Term of Lease	Valid up to	Lease Amount	Purpose
	Wire Products	Area, Pawane MIDC, Navi Mumbai 400710, Maharashtra	commencing from September, 01 2021	31, 2024	month for first year and 5% increase thereafter	
2.	Khyati Rughani, Ramesh Rughani and Chandrika Rughani	Office no.58, on the 2 <sup>nd</sup> floor, Gulmohar Cross Road No.9, JVPD Scheme, Mumbai 400049.	60 Months commencing from March, 01, 2024	February 29, 2029.	Rs. 21,000/- per month	Office use
3.	Mitali Chowhan and Piyali Warner	Flat No. 103, 1 <sup>st</sup> floor of Vikram Apartment, Janki Vikram, C.H.S.L, Juhu Church Road, Juhu, Mumbai-400049.	36 Months commencing from May, 15 2022	May 15, 2025.	Rs.80,000/- per month for first year and 5% increase thereafter and Security Deposit of 2.4 lakhs	Guest House
4.	Khyati Rughani	Office no.50, on the 2 <sup>nd</sup> floor, Gulmohar Cross Road No.9, JVPD Scheme, Mumbai 400049.	60 Months commencing from September, 28 2020	September 27, 2025	Rs. 75, 000 per month	Office use

We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for our infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

**23. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our operational standards and processes, and improper use of confidential information. Our company has not faced Employee misconduct, errors or fraud till date. We cannot assure you that we will not face such instance in the future. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

## SECTION VI – ABOUT OUR COMPANY

### OUR BUSINESS

#### *Our Strengths*

#### **Diverse range of Product in our Portfolio**

Our Company deals in various product in the categories of Food stuffs, Non-Food FMCG Products, Pharmaceuticals, Household products, festive, Pooja and Handicraft items. Our company deals with Indian brands used worldwide such as Everest, Parle G, MDH, Fortune, Aashirvaad, Gowardhan, Balaji Wafers, Haldiram's, Himalaya, Dove, Colgate, Unilever, Godrej, etc and locally manufactured products. Few products are procured from manufacturer or vendor directly while rest are purchased from vendors dealing in the product. While the local products such as flour, spices, grains, pulses of various types, etc are procured in bulk packaging and then are re packaged in customised pack. Our Company even provides private label facility on the products as required by our customers. Each brand in our portfolio has a differentiated value proposition that enables us to acquire new users with distinct needs and preferences and address any additional requirements of our existing user base. We also continuously focus on enhancing the goods we deal in to increase the range of products. Our team conducts detailed research on an ongoing basis to locate the best product sources, in relation to both quality and price. We have an extensive network of suppliers and we endeavour to source our products from regions where they are widely available or manufactured to minimise our procurement costs. We operate a standardised procurement system and procure most of our products on a purchase-order basis ensuring procurement flexibility at competitive prices. Details of revenue from our products for period ended December 31, 2023, financial year 2022-23, 2021-22 and 2020-21 are as below:

(Rs in Lakhs)

Particulars	As at Dec 23	% of Revenue from Products	F.Y 2022-23	% of Revenue from Products	F.Y 2021-22	% of Revenue from Products	F.Y 2020-21	% of Revenue from Products
Food Stuffs	5,925.40	87.50%	7,215.25	87.68%	7,070.01	82.53%	6,854.55	82.95%
Pharmaceuticals	74.5	1.10%	181.87	2.21%	668.24	7.80%	537.13	6.50%
Festive, Puja and handicraft items	84.52	1.25%	94.13	1.14%	88.41	1.03%	102.47	1.24%
Household Products	126.78	1.87%	141.22	1.72%	132.62	1.55%	153.70	1.86%
Non-food FMCG Goods	561.08	8.29%	596.88	7.25%	607.83	7.10%	615.63	7.45%
<b>Total</b>	<b>6,772.28</b>	<b>100.00%</b>	<b>8,229.35</b>	<b>100.00%</b>	<b>8,567.11</b>	<b>100.00%</b>	<b>8,263.48</b>	<b>100.00%</b>

### PROPERTIES

#### **Leased Property:**

Sr. No.	Name of the Licensor	Details of the Property	Term of Lease	Valid up to	Lease Amount	Purpose
1.	M/s. Quality Wire Products	W-160, TTC Industrial Area, Pawane MIDC, Navi Mumbai 400710, Maharashtra	36 Months commencing from September, 01 2021	August 31, 2024	Rs.2,60,000/-per month for first year and 5% increase thereafter	Warehouse
2.	Khyati Rughani, Ramesh Rughani and Chandrika Rughani	Office no. 58, on the 2 <sup>nd</sup> floor, Gulmohar Cross Road No.9, JVPD Scheme, Mumbai 400049.	60 Months commencing from March, 01, 2024	February 29, 2029.	Rs. 21,000/- per month	Office use
3.	Mitali	Flat No. 103, 1 <sup>st</sup> floor	36 Months	May 15,	Rs.80,000/- per	Guest

Sr. No.	Name of the Licensor	Details of the Property	Term of Lease	Valid up to	Lease Amount	Purpose
	Chowhan and Piyali Warner	of Vikram Apartment, JankiVikram, C.H.S.L, Juhu Church Road, Juhu, Mumbai-400049.	commencing from May, 15 2022	2025.	month for first year and 5% increase thereafter and Security Deposit of 2.4 lakhs	House
4.	Khyati Rughani	Office no.50, on the 2 <sup>nd</sup> floor, Gulmohar Cross Road No.9, JVPD Scheme, Mumbai 400049.	60 Months commencing from September, 28 2020	September 27, 2025	Rs. 75, 000 per month	Office use

### OUR MAJOR CUSTOMERS

Our company is engaged in sales of Food stuff, Non-food FMCG products, Household Products & other items. Major part of our revenue is driven by export sales. Details of Revenue from Operation from top 5 customer and top 10 customers for the period ended December 31, 2023, financial year 2022-23 and 21-22 are given as below:

(Rs in Lakhs)

Sr. No	Particulars	Period ended Dec 31, 2023		F.Y 2022-23		F.Y 2021-22	
		Revenue	Percentage (%)	Revenue	Percentage (%)	Revenue	Percentage (%)
1	Income from Top 5 Customer	2,865.90	38.63%	3,371.31	36.33%	5,300.71	61.47%
2	Income from Top 10 Customer	4,396.50	59.26%	4,962.20	53.47%	6,410.29	64.49%

### OUR MAJOR SUPPLIERS

Details of Purchase from top 5 suppliers and top 10 suppliers for the period ended December 31, 2023 and financial year 2022-23 are given as below:

(Rs in lakhs)

Sr. No	Particulars	Period ended Dec 31, 2023		F.Y 2022-23	
		Purchase	Percentage (%)	Purchase	Percentage (%)
1	Top 5 Supplier	1021.39	15.76%	1,650.21	21.08%
2	Top 10 Supplier	1,639.95	25.30%	2,485.56	31.76%

**SECTION VII- FINACIAL INFORMATION**

**FINANCIAL STATEMENTS**

**Note-5**

5	Trade Payables	As at 31st December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	<b>Trade Payables</b>				
	(i) due to micro and small enterprises	-	-	-	-
	(ii) due to other than micro and small enterprises	1,030.23	638.29	812.04	475.24
	<b>Total</b>	<b>1,030.23</b>	<b>638.29</b>	<b>812.04</b>	<b>475.24</b>

**Trade Payable Ageing for December 31 2023**

*(Rs in lakhs)*

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	754.29	-	-
	Less than 180 Days	-	148.01	-	-
	Less than 365 Days	-	17.96	-	-
2	1-2 Years	-	109.97	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	-	<b>1,030.23</b>	-	-

**Trade Payable Ageing for March 31 2023**

*(Rs in lakhs)*

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	433.04	-	-
	Less than 180 Days	-	94.86	-	-
	Less than 365 Days	-	0.14	-	-
2	1-2 Years	-	110.25	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	-	<b>638.29</b>	-	-

**Trade Payable Ageing for March 31 2022**

*(Rs in lakhs)*

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	434.09	-	-
	Less than 180 Days	-	318.58	-	-
	Less than 365 Days	-	0.18	-	-
2	1-2 Years	-	59.20	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	-	<b>812.04</b>	-	-

**Trade Payable Ageing for March 31 2021**

*(Rs in lakhs)*

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	227.83	-	-
	Less than 180 Days	-	229.42	-	-

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Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
	Less than 365 Days	-	14.21	-	-
2	1-2 Years	-	3.79	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	-	<b>475.24</b>	-	-

**SECTION VIII – LEGAL AND OTHER INFORMATION**

**OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

**AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS**

As of December 31, 2023, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

(Rs. in lakhs)

Particulars	Number of Creditors	Amount involved
Micro, Small and Medium Enterprise	Nil	Nil
Material Creditors	1	319.26
Other Creditor	174	710.97
<b>Total Creditors</b>	<b>175</b>	<b>1,030.23</b>

**Trade Payable Ageing for December 31 2023**

(Rs in lakhs)

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	754.29	-	-
	Less than 180 Days	-	148.01	-	-
	Less than 365 Days	-	17.96	-	-
2	1-2 Years	-	109.97	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>1,030.23</b>	<b>-</b>	<b>-</b>

**Trade Payable Ageing for March 31 2023**

(Rs in lakhs)

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	433.04	-	-
	Less than 180 Days	-	94.86	-	-
	Less than 365 Days	-	0.14	-	-
2	1-2 Years	-	110.25	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>638.29</b>	<b>-</b>	<b>-</b>

**Trade Payable Ageing for March 31 2022**

(Rs in lakhs)

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	434.09	-	-
	Less than 180 Days	-	318.58	-	-
	Less than 365 Days	-	0.18	-	-
2	1-2 Years	-	59.20	-	-
3	2-3 Years	-	-	-	-
4	More than 3 Years	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>812.04</b>	<b>-</b>	<b>-</b>

**Trade Payable Ageing for March 31 2021**

(Rs in lakhs)

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
1	Less than 45 Days	-	227.83	-	-
	Less than 180 Days	-	229.42	-	-
	Less than 365 Days	-	14.21	-	-
2	1-2 Years	-	3.79	-	-
3	2-3 Years	-	-	-	-

---

Sr No	Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
4	More than 3 Years	-	-	-	-
	<b>Total</b>	-	<b>475.24</b>	-	-

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on December 31, 2023 are also available on [www.kgv.co.in](http://www.kgv.co.in).

It is clarified that information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.

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## **SECTION XII – OTHER INFORMATION**

### **DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Ramesh Rughani**  
Chairperson and Executive Director

**Date:** August 02, 2024  
**Place:** Mumbai



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## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Hiren Raithatha**

Jt. Managing Director

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

**Sd/-**

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**Aditi Raithatha**

Jt. Managing Director

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

**Sd/-**

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**Khyati Rughani**  
Non-Executive Director

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

**Sd/-**

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**Farhaad Dastoor**

Non-Executive Independent Director

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

**Sd/-**

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**Darshan Dashani**

Non-Executive Independent Director

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION BY SELLING SHAREHOLDER**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Draft Prospectus about or in relation to himself and the Equity Shares being offered by it in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any expert or any other person(s) in this Draft Prospectus.

### **SIGNED BY THE SELLING SHAREHOLDER**

**Sd/-**

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**Ramesh Rughani**

**Date:** August 02, 2024

**Place:** Mumbai

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## **DECLARATION BY SELLING SHAREHOLDER**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Draft Prospectus about or in relation to herself and the Equity Shares being offered by it in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any expert or any other person(s) in this Draft Prospectus.

### **SIGNED BY THE SELLING SHAREHOLDER**

**Sd/-**

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**Chandrika Rughani**

**Date:** August 02, 2024

**Place:** Mumbai