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SHANTHALA FMCG PRODUCTS LIMITED

Corporate Identification Number: U51109KA2014PLC073756

Our Company was incorporated as Shanthala Traders Private Limited on February 20, 2014 under the Companies Act, 1956 with the Registrar of Companies, Bangalore bearing Registration number 073756. The name of the Company was changed to Shanthala FMCG Products Private Limited vide certificate of incorporation, consequent to change of name was issued on April 24, 2023 by the Registrar of Companies, Bangalore. The status of the Company was changed to public limited and the name of our Company was changed to Shanthala FMCG Products Limited vide Special Resolution dated June 12, 2023 pursuant to conversion of the Company into public limited Company. The fresh certificate of incorporation consequent to conversion was issued on July 10, 2023 by the Registrar of Companies, Bangalore. The Corporate Identification Number of our Company is U51109KA2014PLC073756. For further details of our Company, see "General Information" and "History and Certain Other Corporate Matters" on pages 37 and 90, respectively.

Registered Office: 7th Block, Gandhinagr Bye Pass Road, Virajpet, Kodagu - 571218, Karnataka, India; **Tel No.:** +91 82742 98999; **Email:** ipo@Shanthalafmcg.com; **Website:** www.Shanthalafmcg.com; **Contact Person:** Snehal Ravindra Bhagwat, Company Secretary and Compliance Officer.

ADDENDUM TO THE DRAFT PROSPECTUS DATED August 07, 2023: NOTICE TO INVESTORS (THE "ADDENDUM")

OUR PROMOTERS: B. MANJUNATH MALLYA, SHOBITHA MALYA AND YOGISH MALLYA

INITIAL PUBLIC OFFERING OF UP TO 17,66,400 EQUITY SHARES OF ₹10 EACH ("EQUITY SHARES") OF SHANTHALA FMCG PRODUCTS LIMITED ("SHANTHALA" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 91 PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING TO ₹ 1,607.42 LAKHS ("THE OFFER"). OF THE OFFER, 88,800 EQUITY SHARES AGGREGATING TO ₹80.81 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF 16,77,600 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN OFFER PRICE OF ₹ 91.00 PER EQUITY SHARE AGGREGATING TO ₹1,526.62 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.36% AND 25.03%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE OFFER" ON PAGE 162 OF THE DRAFT PROSPECTUS.

This is with reference to the Draft Prospectus filed by the Company with the National Stock Exchange of India Limited ("NSE"). Potential Applicants/Bidders may note the followings:

The Company has undertaken to include "Sneha Vinayak Kudva presently forming part of the Promoter Group as one of the "Promoters". Accordingly, the Draft Prospectus including the sections titled "Definitions and Abbreviations", "Summary of the Offer Document", "Risk Factors" "Capital Structure", and "Our Promoters and Promoter Group", beginning on pages 1, 12, 18, 44 and 103 of the Draft Prospectus shall stand updated accordingly.

The above additions and/ or amendments are to be read in conjunction with the Draft Prospectus, unless indicated otherwise, and accordingly their references in the Draft Prospectus stand amended pursuant to the Addendum to the Draft Prospectus. The information in the Addendum supplements the Draft Prospectus and updates the information in the Draft Prospectus, as applicable. However, please note that the Addendum does not reflect all the changes that have occurred between the date of filing of the Draft Prospectus and the date thereof, and the information included in the Draft Prospectus will be suitably updated, including to the extent stated in the Addendum to the Draft Prospectus, as may be applicable in the Prospectus, as and when filed with ROC and the Stock Exchange.

The Addendum is filed with NSE and shall be made the respective websites NSE i.e. www.nseindia.com; Lead Manager at www.focl.in and the Issuer Company at www.Shanthalafmcg.com.

All capitalized terms used in the Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**For Shanthala FMCG Products Limited
On behalf of the Board of Directors
Sd/-**

**B. Manjunath Mallya
Managing Director**

Place: Coorg

Date: September 26, 2023

LEAD MANAGER TO THE OFFER

REGISTRAR TO THE OFFER

	<p>FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chamber, Dalal Street, Fountain, Mumbai -400 001 Maharashtra, India Telephone: +91 22 4050 9999 E-mail: mb@focl.in Investor grievance e-mail: investorcomplaints@focl.in Website: www.focl.in Contact Person: Satish Sheth/ Mala Soneji SEBI Registration No.: INM000003671</p>		<p>BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India Tel. No.: +91 22 6263 8200 Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Babu Rapheal C. SEBI Registration No.: INR000001385</p>
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Shanthala FMCG Products Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has been filed the Draft Prospectus dated August 07, 2023 with NSE. The Draft Prospectus and the Addendum to the Draft Prospectus shall be available on the respective websites NSE i.e. www.nseindia.com; Lead Manager at www.focl.in and the Issuer Company at www.Shanthalafmcg.com. Potential Applicants/Bidders should note that investment in equity shares involves a high degree of risk and details relating to such risk, please see the section entitled "Risk Factors" beginning on page 24 of the Draft Prospectus. Potential Applicants/Bidders should not reply on the Draft Prospectus filed with NSE for making any investment decision.

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CAPITAL STRUCTURE

Build-up of our Promoters' shareholding in our Company

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price / Acquisition Price / Transfer price per Equity Share (in ₹)	Nature Of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
March 29, 2023	Acquired*	100	10	25.09	Cash	0.00	0.00
May 27, 2023	Acquired by way of Gift**	1,71,325	10	Nil	Other than Cash	3.47	2.56
July 18, 2023	Bonus Allotment	11,99,975	10	Nil	Other than Cash	24.33	17.92
September 05, 2023	Transfer ***	(180000)	10	75.00	Cash	-3.65	-2.69
Total – C		11,91,400				24.16	17.79

*Transfer from B Manjunath Mallya to Sneha Vinayak Kudva.

**Transfer from B Manjunath Mallya to Sneha Vinayak Kudva by way of Gift.


***Transfer to Mr. Ramnath Patil- 30000 Equity Shares, Mrs. Sarita Patil-20000 Equity Shares; Mr. Saeed Attar-20000 Equity Shares; Mrs. Kanchan Karad-20000 Equity Shares; Mr. Shrirsh Adarwad-10000 Equity Shares; Mrs. Prerena Adarwad-10000 Equity Shares; Mr. Mihir Narvekar-10000 Equity Shares; Mr. Mukesh Thumar-10000 Equity Shares; Mr. Dharamraj Mahale-10000 Equity Shares; Mr. Devang Trivedi-10000 Equity Shares; Mr. Jigar Trivedi-10000 Equity Shares; Mr. Amit Langote--10000 Equity Shares; Mr. Ratanlal Agrawal-10000 Equity Shares

OUR PROMOTERS AND PROMOTER GROUP

Individual Promoter:

4. Sneha Vinayak Kudva

Details of our Promoters

	<p>Sneha Vinayak Kudva, aged 46 years is the Promoter. She has done Bachelor of Business Management from Mangalore University. She has 15 years of experience in accounts and administration. She has been working as Chief Financial Officer at Virtuous Capital Limited for last 15 years. Other than shareholder she has no role in the activities of Shanthala.</p> <p>As on date of the Draft Prospectus, Sneha Vinayak Kudva holds 11,91,400 Equity Shares representing 24.16% of the pre-issue paid-up share capital of our Company.</p>
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Declaration: We confirm that the PAN, bank account number and passport number and other applicable details of our Promoters will be submitted to NSE on whose EMERGE Platform the Equity Shares are proposed to be listed at the time of filing this Draft Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form part of the Promoter Group:

A. Individuals forming part of Promoter Group:

Relationship	Sneha Vinayak Kudva
Father	B. Pundalika Mallya
Mother	Sharada Malya
Spouse	Vinayak Kudva
Brother	B. Manjunath Mallya; Yogish Mallya
Sister	Vidhya Kamath
Son	Hrishikesh Kudva
Daughter	Anushri Kudva
Spouse's Father	Deceased
Spouse's Mother	Vasanthi Kudva
Spouse's Brother	Santosh Kudva
Spouse's Sister	-

B. Entities forming part of Promoter Group:

Companies

Virtuous Capital Limited

LLPs

Nil

Partnership Firms

Nil

H.U.F.

Nil

Proprietary concern

Nil

DECLARATION

We/ I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Addendum to Draft Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or the rules made, or regulations or guidelines issued thereunder, as the case may be. We/ I further certify that all the disclosures and statements made in this Addendum are true and correct.

Name and designation	Signature
B. Manjunath Mallya <i>Chairman & Managing Director</i>	Sd/-
Shobitha Malya <i>Executive Director</i>	Sd/-
Smita Arjun Patil <i>Independent Director</i>	Sd/-
Ravikant Moreshwar Mhatre <i>Independent Director</i>	Sd/-
Shivani Shivshankar Tiwari <i>Independent Director</i>	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Yogish Mallya

Sd/-

Place: Coorg

Date: September 26, 2023