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SONALIS CONSUMER PRODUCTS LIMITED

Corporate Identification Number: U15490MH2022PLC378461

Our Company was originally incorporated as “Sonalis Consumer Products Limited” on March 15, 2022, as a public limited company under the provisions of the Companies Act, 2013 pursuant to Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs. The Corporate Identification Number of our Company is U15490MH2022PLC378461. For further details of our Company, see “*General Information*” and “*History and Certain Corporate Matters*” on pages 45 and 105, respectively of the Prospectus.

Registered Office: Unit No. 16, Ground Level, Loft & Basement, Sethia Industrial Estate, Tungareshwar Phata Vasai East Palghar Thane, Maharashtra- 410208, India;

Tel. No.: +91-98676 11444; **Email:** cs@appetitefood.in; **Website:** www.appetitefood.in;

Contact Person: Ms. Ankita Chopra, Company Secretary.

PROMOTERS OF THE COMPANY: MS. SONALI NILESH KOCHAREKAR AND MS. SMITA SHASHIKANT SHAH

THE ISSUE

INITIAL PUBLIC OFFERING OF UP TO 9,44,000 EQUITY SHARES OF ₹ 10/- EACH (“EQUITY SHARES”) OF SONALIS CONSUMER PRODUCTS LIMITED (“ISSUER” OR THE “COMPANY”) FOR CASH AT A PRICE OF ₹ 30/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 283.20 LAKHS (“THE ISSUE”), OF WHICH UPTO 52,000 EQUITY SHARES AGGREGATING TO ₹ 15.60 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 8,92,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 30/- PER EQUITY SHARE AGGREGATING TO ₹ 267.60 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 47.22% AND 44.62%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 170 OF THE PROSPECTUS.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI (ICDR) REGULATIONS”), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE “ISSUE PROCEDURE” ON PAGE 179 OF THE PROSPECTUS.

ISSUE**OPENS ON WEDNESDAY, JUNE 7, 2023****CLOSES ON FRIDAY, JUNE 9, 2023****FIXED PRICE ISSUE AT ₹ 30/- PER EQUITY SHARE****THE ISSUE PRICE OF ₹ 30/- IS THREE TIMES OF THE FACE VALUE.**

MINIMUM LOT SIZE	4,000 EQUITY SHARES FOR RETAIL INDIVIDUAL INVESTORS
	4,000 EQUITY SHARES AND IN MULTIPLES OF 4,000 EQUITY SHARES THEREAFTER FOR NON RETAIL INVESTORS

ASBA***Simple, Safe, Smart way of Application - Make use of it!!!**

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Mandatory in Public Issues from January 01, 2016**No cheque will be accepted.**

UPI now available in ASBA for Retail Investors, whose application sizes are up to 2.00 lakhs, applying through Registered Brokers, DPs, & RTAs. Applicants to ensure PAN is updated in Bank Account being blocked by ASBA Bank. List of Banks supporting UPI is also available on SEBI at www.sebi.gov.in




For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section “*Issue Procedure*” beginning on page 179 of the Prospectus. The process is also available on the website of AIBI and Stock Exchange in the General Information Document. ASBA forms can be downloaded from the website of BSE and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.

The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange

LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an approval letter dated May 25, 2023 from BSE for using its name in the Offer Document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE.

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, the Prospectus was furnished to SEBI in soft copy. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire “*Disclaimer Clause of SEBI*” beginning on 164 of the Prospectus.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited (“BSE”) should not in any way be deemed or construed that the contents of the Prospectus or the Price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause pertaining to BSE .

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
		
<p>Expert Global Consultants Private Limited 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110 034, India Telephone: 011 4509 8234 Email: ipo@expertglobal.in Website: www.expertglobal.in Investor grievance email: compliance@expertglobal.in Contact Person: Mr. Gaurav Jain SEBI registration number: INM000012874 CIN: U74110DL2010PTC205995</p>	<p>PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra, India Telephone: 022 2301 2518 / 8261, Email/ Investor Grievance E-mail ID: support@purvashare.com Website: www.purvashare.com Contact Person: Mr. Rajesh Shah/ Ms. Purva Shah/ Ms. Deepali Dhuri SEBI Registration Number: INR000001112 CIN: U67120MH1993PTC074079</p>	<p>SONALIS CONSUMER PRODUCTS LIMITED Ms. Ankita Chopra & Mr. Shivang Shashikant Shah Address: Unit No. 16, Ground Level, Loft & Basement Sethia Industrial Estate, Tungreshwar Phata Vasai East Palghar Thane, Maharashtra- 410208, India. Telephone: +91-98676 11444 E-mail: cs@appetitefood.in Website: www.appetitefood.in CIN: U15490MH2022PLC378461</p>

Applicants can contact the Compliance Officer or the LM or the Registrar to the Issue in case of any Pre- Issue or Post- Issue related problems, such as non-receipt of Allotment Advice or credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds etc.

CREDIT RATING: As this is an Issue of Equity Shares there is no credit rating for this issue.

DEBENTURE TRUSTEES: This is an Issue of equity shares; hence appointment of debenture trustee is not required.

IPO GRADING: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

BASIS FOR ISSUE PRICE: The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in the section “*Basis for Issue Price*” on page 69 of the Prospectus, are based on our Company's restated financial statements. Investors should also refer to the sections titled “*Risk Factors*” and “*Summary of Financial Information*” on pages 23 and 42, respectively, to get a more informed view before making the investment decision.

BANKER TO THE ISSUE AND SPONSOR BANK: ICICI BANK LIMITED

AVAILABILITY OF APPLICATION FORMS: The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager: Expert Global Consultants Private Limited. Application Forms will be available at the selected location of registered brokers, Banker to the Issue, RTA and

Depository Participants. Application Forms can also be obtained from the Designated Branches of SCSBs, the list of which is available on the website of SEBI at www.sebi.gov.in. Application Forms can also be downloaded from the website of Stock Exchange at www.bsesme.com.

AVAILABILITY OF PROSPECTUS: Investors should note that investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Prospectus and the Risk Factor contained therein, before applying in the Issue. Full copy of the Prospectus shall be available at the website of SEBI, www.sebi.gov.in; the website of Stock Exchange- www.bsesme.com, the website of Lead Manager- www.expertglobal.in and the website of the Issuer Company-www.appetitefood.in.

RISK TO INVESTORS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section, “*Risk Factors*” on page 23 of the Prospectus.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

Main Objects of the Company as per MoA: For information on the main objects and other objects of our Company, see “*History and Certain Corporate Matters*” on page 105 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “*Material Contracts and Documents for Inspection*” on page 220 of the Prospectus.

Liability of Members as per MoA: The Liability of the members of the Company is Limited.

Capital Structure: Authorized Capital of ₹ 200.00 Lakhs consisting of 20,00,000 Equity Shares of ₹ 10/- each. Pre Issue Capital: Issued, Subscribed and Paid-up Capital ₹ 105.50 Lakhs consisting of 10,55,000 Equity Shares of ₹ 10/- each. Post Issue Capital: Issued, Subscribed and Paid-up Capital ₹ 199.90 Lakhs consisting of 19,99,000 Equity Shares of ₹ 10/- each. For details of the Capital Structure, please refer to the chapter titled “*Capital Structure*” beginning on page 53 of the Prospectus.

Names of the signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: 23,500 Equity Shares by Mrs. Sonali Nilesh Kocharekar, 23,500 Equity Shares by Mrs. Smita Shashikant Shah, 2,750 Equity Shares by Mr. Shashikant Chimanlal Shah, 120 Equity Shares by Mr. Shivang Shashikant Shah, 120 Equity Shares by Mr. Prakash Jhangiani, 5 Equity Shares by Mr. Ganjanan Vithal Chavan and 5 Equity Shares by Mr. Akshay Vitthal Bhadrike.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated May 30, 2023.

Investors should read the Prospectus carefully, including the “*Risk Factors*” on page 23 of the Prospectus before making any investment decision.

For Sonalis Consumer Products Limited

On behalf of the Board of Directors

Sd/-

Ms. Sonali Nilesh Kocharekar
Chairman & Managing Director

Place: Maharashtra

Date: May 31, 2023

SONALIS CONSUMER PRODUCTS LIMITED subject to market conditions, public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Mumbai, Maharashtra. The Prospectus shall be available on the website of SEBI at www.sebi.gov.in, the website of the Lead Manager at www.expertglobal.in, the website of the BSE i.e. www.bsesme.com, and website of the Issuer Company at www.appetitefood.in. Investors should note that investment in Equity Shares involves a high degree of risk. For details investors should refer to and rely on the Prospectus including the section titled “*Risk Factors*” beginning on page 23 of the Prospectus, which has been filed with ROC.

The Equity Shares have not been and will not be registered under the US Securities Act (the “**Securities Act**”) or any state securities law in United States and may not be Issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in the Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act of 1933.