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# MOTHER NUTRI FOODS LIMITED

CIN: U51909GJ2022PLC128485



(Please scan this QR Code to view the Prospectus.)

Our company was originally incorporated and registered as a private limited company under Companies Act, 2013 in the name and style of 'Mother Nutri Foods Private Limited' vide certificate of incorporation dated January 06, 2022 issued by the Registrar of Companies, Central Registration Centre. Our Company was incorporated with an intent to acquire the running business of "M/s. Mother Nutri Foods", a partnership firm. Subsequently the said partnership firm was acquired through an Agreement to sale dated April 01, 2022. Pursuant to a resolution of our Board dated January 13, 2024 and a resolution of our shareholders dated January 15, 2024, our Company was converted into a public limited company under the Companies Act, and consequently the name of our Company was changed to "Mother Nutri Foods Limited", and a fresh certificate of incorporation dated February 01, 2024 issued by Registrar of Companies, Central Processing Centre. For further details regarding the change of name, please see section titled "History and Certain Corporate Matters" on page 131.

Registered Office: Survey No 276/1, opp. Petrol pump Mahuva-Bhavnagar road, at Otha, Mahuva, Bhavnagar - 364295, Gujarat, India;  
Tel No: +91 99744 14123; E-mail: [cs@mothernutrifoods.com](mailto:cs@mothernutrifoods.com); Website: [www.mothernutrifoods.com](http://www.mothernutrifoods.com); Contact Person: Richa Kachhawaha, Company Secretary and Compliance Officer

**PROMOTERS OF OUR COMPANY: CHINTAN RAJNIKANT THAKAR, UMESHBHAI KANTILAL SHETH, RAJNIKANT INDUBHAI THAKAR, PARTH UMESHKUMAR SHETH, NAYNABEN RAJNIKANT THAKAR AND VANDNABEN U SHETH**

**THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF BOMBAY STOCK EXCHANGE LIMITED ("BSE SME PLATFORM").**

## BASIS OF ALLOTMENT

INITIAL PUBLIC OFFER OF 33,84,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF MOTHER NUTRI FOODS LIMITED ("OUR COMPANY" OR "THE ISSUER") AT A PRICE OF ₹ 117/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 107/- PER EQUITY SHARE) FOR CASH, AGGREGATING TO ₹ 3,959.28 LAKHS ("OFFER") COMPRISING OF A FRESH ISSUE OF 27,07,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- BY OUR COMPANY AGGREGATING TO ₹ 3,167.42 LAKHS ("FRESH ISSUE") AND AN OFFER FOR SALE OF 6,76,800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("OFFER FOR SALE") BY UMESHBHAI KANTILAL SHETH, AGGREGATING TO ₹ 791.86 LAKHS ("PROMOTER SELLING SHAREHOLDER", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDER, THE "OFFERED SHARES"). THE OFFER INCLUDES 2,43,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ 117/- PER EQUITY SHARE FOR CASH, AGGREGATING TO ₹ 285.01 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 31,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ 117/- PER EQUITY SHARE FOR CASH, AGGREGATING TO ₹ 3,674.27 LAKHS IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND NET OFFER WILL CONSTITUTE 27.00% AND 25.05% RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**PRICE BAND: ₹ 111.00/- TO ₹ 117.00/- PER EQUITY SHARE OF FACE VALUE ₹ 10.00/- EACH**

**OFFER PRICE: ₹ 117.00/- PER EQUITY SHARE OF FACE VALUE ₹ 10.00/- EACH. THE OFFER PRICE IS 11.70 TIMES OF THE FACE VALUE.**

**ANCHOR INVESTOR OFFER PRICE: ₹ 117.00/- PER EQUITY SHARE. THE OFFER PRICE IS 11.70 TIMES OF THE FACE VALUE.**

**BID / OFFER PERIOD**

**ANCHOR INVESTOR BIDDING DATE WAS: TUESDAY, NOVEMBER 25, 2025**

**BID/OFFER OPENED ON: WEDNESDAY, NOVEMBER 26, 2025**

**BID/OFFER CLOSED ON: FRIDAY, NOVEMBER 28, 2025**

### RISKS TO INVESTORS

- Our Equity Shares have never been traded publicly and may experience price and volume fluctuations following the competition of the offer. Further our equity shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the offer price or at all.
- The Merchant Banker associated with the Issue has handled 5 public issue out of which 1 public issues was closed below the issue price on the listing day.

Particulars	Numbers of issues/ Issue Handled	Issue closed below issue price on listing date
SME	5	1

- Average cost of acquisition of Equity Shares held by the Promoters is mentioned below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Umeshbhai Kantilal Sheth	41,39,462	5.00
2.	Rajnikant Indubhai Thakar	36,57,148	5.00
3.	Parth Umesh Kumar Sheth	7,39,414	5.00
4.	Chintan Rajnikant Thakar	2,77,394	5.00
5.	Vandnaben U Sheth	50,000	5.00
6.	Naynaben Rajnikant Thakar	50,000	5.00

\*As certified by M/s Ratan Chandak & Co LLP, statutory auditors, vide their certificate dated November 28, 2025.

- Weighted Average cost of acquisition compared to floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (₹ 111/-)	Cap price (₹ 117/-)
Weighted average cost of acquisition of primary issuances	180	0.62	0.65
Weighted average cost of acquisition for secondary transactions	NA	NA	NA

\*As certified by M/s Ratan Chandak & Co LLP, statutory auditors, vide their certificate dated November 28, 2025.

### PROPOSED LISTING: WEDNESDAY, DECEMBER 03, 2025

(Subject to receipt of Listing and Trading approval from the BSE)

The offer is being made through the Book Building Process, in terms of Rule 19(2)(b) (if the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹ 10 lakhs; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 10 lakhs provided that the unsubscribed portion in either of such subcategories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net offer shall be available for allocation to Individual Bidders (who applies for minimum application size) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of IBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the offer through the ASBA process. For details, see "Offer Procedure" beginning on page 244 of the Prospectus.

The bidding for Anchor investors was opened and closed on Tuesday, November 25, 2025. The Company received a total of 3 Anchor Investor Application Forms from 3 Anchor Investors for 9,39,600 Equity Shares and the aggregate amount collected from applications made by such Anchor Investors was ₹ 10,99,33,200/-. For 3 Anchor Investors, a total of 9,39,600 Equity Shares were allocated under the Anchor Investor Portion at Rs 117/- per Equity Share aggregating to ₹ 10,99,33,200/-.

The offer (excluding Anchor Investor Portion) received 7,005 applications for 3,53,64,000 Equity Shares before technical rejections and after invalid bids Multiple/Duplicate/bids, UPI Mandates not accepted by investors, bids rejected under application banked but bid not registered resulting in 14.47 times subscription (including reserved portion of market maker).

The details of applications received in the offer from various categories are as under (before rejections):

SR NO	CATEGORY	NO. OF APPLICATION	NO. OF SHARES	RESERVED	NO. OF TIMES SUBSCRIPTION	ALLOTTED AMOUNT
1	MARKET MAKER	1	2,43,600	2,43,600	1.00	2,85,01,200
2	QUALIFIED INSTITUTIONAL BUYERS (EXCLUDING ANCHOR PORTION)	12	63,62,400	6,30,000	10.10	7,37,10,000
3	NON-INSTITUTIONAL INVESTORS (ABOVE 2 LAKHS AND UPTO 10 LAKHS)	604	26,76,000	1,58,400	16.89	1,85,32,800
4	NON-INSTITUTIONAL INVESTORS (ABOVE 10 LAKHS)	1,189	1,36,04,400	3,13,200	43.44	3,66,44,400
5	INDIVIDUAL INVESTORS	5,199	1,24,77,600	10,99,200	11.35	12,86,06,400
	<b>Total</b>	<b>7,005</b>	<b>3,53,64,000</b>	<b>24,44,400</b>	<b>14.47</b>	<b>28,59,94,800</b>

#### Final Demand

A summary of the final demand as per BSE as on the Bid/Offer Closing Date at different Bid Prices is as under:

SR NO	BID PRICE	SHARES	% TO TOTAL	CUMULATIVE TOTAL	CUMULATIVE % TO TOTAL
1	111	1,86,000	0.42	1,86,000	0.42
2	112	34,800	0.08	2,20,800	0.50
3	113	13,200	0.03	2,34,000	0.53
4	114	4,800	0.01	2,38,800	0.54
5	115	46,800	0.11	2,85,600	0.64
6	116	44,400	0.10	3,30,000	0.74
7	117	4,42,40,400	99.26	4,45,70,400	100.00
	<b>TOTAL</b>	<b>4,45,70,400</b>	<b>100.00</b>		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange - BSE on Monday, December 01, 2025.

- Allocation to Individual Investors (After Rejections):** The Basis of Allotment to the Individual Investors, who have bid at or above the Offer Price of ₹ 117/- per equity shares, was finalized in consultation with BSE. The category was subscribed by 11.18 times i.e., for 1,22,88,000 Equity Shares. Total number of shares allotted in this category is 10,99,200 Equity Shares to 458 successful applicants. The category wise details of the Basis of Allotment are as under:

Sr No	Category	No. of applications received	% of Total	Total No. of Equity Shares Applied	% of Total	No. of Equity Shares Allotted Per Bidder	Ratio	Total No. of Equity Shares Allotted
1	2,400	5,120	100.00	1,22,88,000	100.00	2,400	06:67	10,99,200
	<b>Total</b>	<b>5,120</b>	<b>100.00</b>	<b>1,22,88,000</b>	<b>100.00</b>			<b>10,99,200</b>

- Allocation to Non-Institutional Investors (Above 2 lakhs & Upto 10 lakhs) (After Rejections):** The Basis of Allotment to Other than Individual Investors, who have bid at Offer Price of ₹ 117/- per equity shares or above, was finalized in consultation with BSE. The category was subscribed by 16.72 times i.e., for 26,48,400 Equity Shares. The total number of shares allotted in this category is 1,58,400 Equity Shares to 44 successful applicants. The category wise details of the Basis of Allotment are as under:

Sr No	Category	No. of applications received	% of Total	Total No. of Equity Shares Applied	% of Total	No. of Equity Shares Allotted Per Bidder	Ratio	Total No. of Equity Shares Allotted
1	3,600	479	80.23	17,24,400	65.11	3600	35:479	1,26,000
2	4,800	11	1.84	52,800	1.99	3600	01:11	3,600
3	6,000	6	1.01	36,000	1.36	3600	00:00	-
4	7,200	11	1.84	79,200	2.99	3600	01:11	3,600
5	8,400	90	15.08	7,56,000	28.55	3600	07:90	25,200
	<b>Total</b>	<b>597</b>	<b>100.00</b>	<b>26,48,400</b>	<b>100.00</b>			<b>1,58,400</b>

- Allocation to Non-Institutional Investors (Above 10 lakhs) (After Rejections):** The Basis of Allotment to Other than Individual Investors, who have bid at Offer Price of ₹ 117/- per equity shares or above, was finalized in consultation with BSE. The category was subscribed by 43.34 times i.e., for 1,35,75,600 Equity Shares. The total number of shares allotted in this category is 3,13,200 Equity Shares to 87 successful applicants. The category wise details of the Basis of Allotment are as under:

Sr No	Category	No. of applications received	% of Total	Total No. of Equity Shares Applied	% of Total	No. of Equity Shares Allotted Per Bidder	Ratio	Total No. of Equity Shares Allotted
1	9,600	1,129	95.19	1,08,38,400	79.84	3600	83:1129	2,98,800
2	10,800	4	0.34	43,200	0.32	3600	00:00	-
3	12,000	8	0.67	96,000	0.71	3600	01:08	3,600
4	13,200	2	0.17	26,400	0.19	3600	00:00	-
5	16,800	10	0.84	1,68,000	1.24	3600	01:10	3,600
6	18,000	1	0.08	18,000	0.13	3600	00:00	-
7	19,200	6	0.51	1,15,200	0.85	3600	00:00	-
8	21,600	1	0.08	21,600	0.16	3600	00:00	-
9	27,600	1	0.08	27,600	0.20	3600	00:00	-
10	50,400	5	0.42	2,52,000	1.86	3600	00:00	-
11	85,200	12	1.01	10,22,400	7.53	3600	01:12	3,600
12	86,400	6	0.51	5,18,400	3.82	3600	01:60	3,600
13	4,28,400	1	0.08	4,28,400	3.16	3600	00:00	-
	<b>TOTAL</b>	<b>1,186</b>	<b>100.00</b>	<b>1,35,75,600</b>	<b>100.00</b>			<b>3,13,200</b>

- Allocation to QIBs excluding Anchor Investors (After Rejections):** The Basis of Allotment to QIBs, who have bid at Offer Price of ₹ 117/- per Equity Shares or above, was finalized in consultation with BSE. The category was subscribed by 10.09 times i.e., for 63,62,400 Equity shares. The total number of shares allotted in this category is 6,30,000 Equity Shares to 12 successful applicants. The category wise details of the Basis of Allotment are as under:

CATEGORY	FIS/BANKS	MFS	IC'S	NBFC'S	AIF	FPC	VC'S	TOTAL
ALLOTMENT	-	-	-	-	67,200	5,62,800	-	6,30,000

- Allocation to Anchor Investors (After Rejections):** The Company in consultation with the BRLM has allotted 9,39,600 Equity Shares to Three(3) Anchor Investors at Anchor Investor Offer Price of ₹ 117/- per Equity Shares in accordance with the SEBI ICDR Regulations. The category wise details of the Basis of Allotment are as under:

Category	FIS/Banks	MFS	IC'S	NBFC'S	AIF	FPC	Others	Total
Anchor	-	-	-	-	-	9,39,600	-	9,39,600

- Allocation to Market Maker:** The Basis of Allotment to Market Maker who have bid at Offer Price of ₹ 117/- per Equity Shares or above, was finalized in consultation with BSE. The category was subscribed by 1.00 times i.e., for 2,43,600 Equity shares. The total number of shares allotted in this category is 2,43,600 Equity Shares. The category wise details of the Basis of Allotment are as under:

Category	No. of applications received	% of Total	Total No. of Equity Shares applied in this Category	% of Total	No. of Equity Shares allocated/ allotted per Applicant	Ratio	Total Number of shares allotted	Surplus/ Deficit
2,43,600	1	100	2,43,600	100	2,43,600	1	2,43,600	0

The Board of Directors of the Company at its meeting held on December 01, 2025 has approved the Basis of Allocation of Equity Shares as approved by the Designated Stock Exchange viz. BSE and has authorized the corporate action for offer of the Equity Shares to various successful applicants. The Allotment Advice Cum Refund Intimation will be dispatched to the address of the investors as registered with the depositories. Further, instructions to the SCSBs have been dispatched mailed for unlocking of funds and transfer to the public issue Account on or before December 01, 2025 and payment to non-syndicate broker has been issued on December 01, 2025. In case the same is not received within ten days, investors may contact the registrar to the offer at the address given below. The Equity Shares allotted to the successful allottees shall be uploaded on December 02, 2025 for credit in to the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company is in the process of obtaining the Listing and Trading approval from BSE and the trading of Equity shares is expected to commence on December 03, 2025.

Note: All capitalized terms used and not defined herein shall have the respective meanings assigned to them in the prospectus dated November 28, 2025 filed with the Registrar of companies, Ahmedabad at Gujarat ("RoC").

#### Notice to Investors

Corrigendum to Prospectus dated November 28, 2025

In chapter Basis of Offer on page 97 under sub head "Weighted Average Cost of Acquisition at Cap Price" the amount for Cap price shall be read as 0.65 instead of 1.05 and the date of certificate from M/s Ratan Chandak & Co LLP statutory auditors shall be read as November 28, 2025 instead of November 20, 2025

#### INVESTORS, PLEASE NOTE

The details of the allotment made would also be hosted on the website of the Registrar to the Offer, **Bigshare Services Private Limited** at [investor@bigshareonline.com](http://investor@bigshareonline.com). All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/ Sole Bidder Serial number of the ASBA form, number of Equity Shares bid for, Bidder DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and copy of the Acknowledgment Slip received from the Designated Intermediary and payment details at the address given below:

#### Bigshare Services Private Limited

Address: S6-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai - 400 093

Telephone: 022 - 6263 8200

E-mail: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

Investor Grievance E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Contact Person: Aniket Seebag

SEBI registration number: INR000001385

Place: Gujarat

Date: December 02, 2025

**THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF MOTHER NUTRI FOODS LIMITED.**

**Disclaimer:** Mother Nutri Foods Limited is proposing, subject to market conditions, public issue of its equity shares and had filed the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat. The Prospectus is available on the website of the Book Running Lead Manager at [ib.marwadichandranagroup.com](http://ib.marwadichandranagroup.com), website of the BSE i.e., [www.bseindia.com](http://www.bseindia.com) and website of Issuer Company at [www.mothernutrifoods.com](http://www.mothernutrifoods.com); Investors should note that investment in Equity Shares involves a high degree of risk. For details, investors shall refer to and rely on the Prospectus including the section titled "Risk Factors" beginning on page 27 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 Regulation S 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.

On behalf of Board of Directors

For, Mother Nutri Foods Limited

Sd/-

Chintan Rajnikant Thakar

Chairman & Managing Director

DIN: 09346153

THE BUSINESS PROSPECTS OF MOTHER NUTRI FOODS LIMITED.