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कृषिवल
काजू
रसकर । स्वादिष्ट

EMPYREAN CASHEWS LIMITED

Corporate Identification Number: U74120MH2014PLC254748

Our Company was incorporated as a private limited company vide certificate of incorporation dated March 21, 2014 bearing corporate identity number U74120MH2014PTC254748 issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently pursuant to a special resolution passed at the Extra Ordinary General Meeting dated November 08, 2021 our Company was converted from a private limited company to a public limited company and consequently the name of our Company was changed to 'Empyrean Cashews Limited' and a fresh certificate of incorporation dated November 22, 2021 bearing corporate identification U74120MH2014PLC254748 number was issued by the Registrar of Companies, Mumbai, Maharashtra. For further details please see section titled 'History and Certain Corporate Matters' beginning on page no 112 of the Prospectus.

Registered Office: 1309, Lodha Supremus Powai, Saki Vihar Road, opposite MTNL office, Powai, Mumbai - 400072, Maharashtra.
Contact Person: Rahul Suresh Gawande, Company Secretary and Compliance Officer
Tel No.: 91 8779558264 | **Email:** cs@krishival.com | **Website:** www.krishival.com

PROMOTER OF OUR COMPANY: APARNA MORALE BANGAR, NANA PARAKASH MHASKE AND ANANT PANDURANG KULKARNI

THE ISSUE

INITIAL PUBLIC ISSUE CONSISTING OF FRESH ISSUE OF UPTO 52,47,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF EMPYREAN CASHEWS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 37/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 27/- PER EQUITY SHARE) AGGREGATING UPTO ₹ 1,941.39 LAKHS (THE "ISSUE") OF WHICH UP TO 2,64,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E., NET ISSUE OF 49,83,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 37/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 27/- PER EQUITY SHARE AGGREGATING TO ₹ 1,843.71 LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50 % AND 25.18% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE SEE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 221 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)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS ISSUE IS AT LEAST 25.00% 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(2) OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE SEE SECTION TITLED "ISSUE PROCEDURE" ON PAGE 230 OF THE PROSPECTUS.

ISSUE

OPENS ON: MONDAY, MARCH 21, 2022
CLOSES ON: WEDNESDAY, MARCH 23, 2022

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS ₹ 37/- PER EQUITY SHARE, I.E., '3.7' TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 3,000 EQUITY SHARES

ASBA*

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

*Application 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 further details check section on ASBA below.

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



UPI – Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTAs. Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors are required to ensure that the Bank Account used for bidding is linked to their PAN.

Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to compulsorily apply through the ASBA process. ASBA has to be availed of by all investors. Further as per SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, all Retail Individual Investors can also apply through Unified Payments Interface ("UPI"). The investor is required to fill the Application form and submit the same to the relevant SCSB or the Registered Brokers at Broker Center or the RTA or the CDP. The SCSB will block the amount in the account as per the authority contained in Application form and undertake other tasks as per the specified procedure. On Allotment, amount will be unblocked and account will be debited only to the extent required to be paid for Allotment of Equity Shares. Hence, there will be no need for refunds. For more details on the ASBA process, please refer to the chapter, "Issue Procedure" beginning on page 230 of the Prospectus.

RISKS IN RELATION TO FIRST ISSUE: This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the equity shares is ₹10/- . The Issue Price (as determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 66 of the 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 RISKS AND RISK TO INVESTORS: 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 Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" beginning on page no. 19 of the Prospectus.

PROPOSED LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of the National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, our Company has received in-principal approval letter bearing reference number NSE/LIST/1519 dated March 11, 2022 from NSE EMERGE for using their name in the Issue document for listing our Equity Shares on the NSE EMERGE. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Prospectus was not filed with and the SEBI has not issued any observation on Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" appearing on page 215 of the Prospectus.

DISCLAIMER CLAUSE OF NSE EMERGE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE Emergeshould 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 NSE Emerge, 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 of the NSE Emerge" on page 217 of the Prospectus.

BASIS OF ISSUE PRICE: The Issue Price is determined by the Company, in consultation with the Lead Manager. The financial data presented in chapter "Basis of Issue Price" on page 66 of the Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page no. 19 and 143 respectively of the Prospectus.



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

MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION OF THE COMPANY: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 112 of the Prospectus and Clause 3(A) of the Memorandum of Association of our Company is a material document for inspection in relation to the Issue.

LIABILITY OF MEMBERS: The Liability of members of Company is Limited.

CAPITAL STRUCTURE: Authorized Share Capital: ₹20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹10/- each. Pre-Issue Capital: ₹14,54,81,410/- divided into 1,45,48,141 Equity Shares of ₹10/- each. Post Issue Capital: Proposed Post Issue Capital: ₹19,79,51,410/-divided into 1,97,95,141 Equity Shares of ₹10/- each.

Name of the signatory to the Memorandum of Association of the Company and the number of Equity Shares held: Aparna Arun Morale (5,000 Equity Shares), Nana Parakash Mhaske (5,000 Equity Shares)and Anant Pandurang Kulkarni (Nil)

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 SYSTEMATIX GROUP Investments Re-defined SYSTEMATIX CORPORATE SERVICES LIMITED The Capital, A-Wing, No. 603-606 6th Floor, Plot No. C-70, G-Block Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Maharashtra Tel No.: +91 22 6704 8000 Fax: +91-22-6704 8022 Website: www.systematixgroup.in Email: mb.ip@systematixgroup.in Investor Grievance Id: investor@systematixgroup.in Contact Person: Manish Tejwani/Jinal Sanghvi SEBI Registration No: INM000004224	 PURVA SHAREISTRY (INDIA) PRIVATE LIMITED 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai - 400 011, Maharashtra Tel: + 91 22 23012518/8261 Fax: + 91 22 23012517 Website: www.purvashare.com Email: support@purvashare.com; Investor Grievance Id: support@purvashare.com Contact Person: Rajesh Shah/Purva Shah/ Deepali Dhuri SEBI Registration No: INR000001112	 EMPYREAN CASHEWS LIMITED Rahul Suresh Gawande 1309, Lodha Supremus Powai, Saki Vihar Road, Opposite MTNL office, Powai, Mumbai - 400072, Maharashtra Tel No.: +91 8779558264 Email: cs@krishival.com Website: www.krishival.com Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre- issue or post- issue related problems, such as non-receipt of letters of allotment, non- credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

AVAILABILITY OF APPLICATION FORMS: Application Form can be obtained from the Registered Office of Company, **Empyrean Cashews Limited**, Tel: 91 8779558264; Corporate Office of the Lead Manager: **Systematix Corporate Services Limited**, Email: **mb.ip@systematixgroup.in**, Tel No.: **91 22 6704 8000**; Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDP Locations for participating in the Issue. Application Forms will also be available on the websites of the Stock Exchange and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchange and SEBI.

AVAILABILITY OF PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus shall be available at the website of Stock Exchange atwww.nseindia.com, the website of the Lead Manager at www.systematixgroup.inand the website of the Issuer Company at www.krishival.com.

BANKER TO THE ISSUE & SPONSOR BANK: Axis Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated March 14, 2022.

For **EMPYREAN CASHEWS LIMITED**

Sd/-

Mrs. Aparna Morale Bangar
Managing Director
DIN: 05332039

Place: Mumbai
Date: March 19, 2022

Empyrean Cashews Limited is proposing, subject to market conditions and other considerations, public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Mumbai. The Prospectus is available on the website of the Lead Manager at www.systematixgroup.in;the website of the NSE Emerge i.e. www.nseindia.com and website of the Issuer Company at www.krishival.com.

Investor should read the Prospectus carefully, including the Risk Factors on page 19 of the Prospectus before making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside Indiaand may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.