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Initial public offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").



(Please scan the QR code to view the RHP)



GANESH CONSUMER PRODUCTS LIMITED

Our Company was originally incorporated as a private limited company under the name Ganesh Wheat Products Private Limited at Kolkata, West Bengal under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 9, 2000, issued by the RoC. Subsequently, our Company acquired the business of M/s Ganesh Flour Mills, a sole proprietorship firm pursuant to a Business Transfer Agreement. Subsequently, pursuant to a resolution passed by our Shareholder's in the extraordinary general meeting held on December 24, 2010, the name of our Company was changed from Ganesh Wheat Products Private Limited to Ganesh Grains Private Limited. To reflect the principal object and the kind of business activities to be carried out by our Company and consequently, a fresh certificate of incorporation dated January 4, 2011, was issued by the RoC to our Company. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by the Shareholder's in the extraordinary general meeting held on January 28, 2011, and the name of our Company was changed to Ganesh Grains Limited, and a fresh certificate of incorporation dated February 5, 2011, was issued to our Company by the RoC. Subsequently, pursuant to a resolution passed by our Shareholder's in the extraordinary general meeting held on July 13, 2024, the name of our Company was changed from Ganesh Grains Limited to Ganesh Consumer Products Limited, to reflect the true nature of Company's business and a fresh certificate of incorporation dated August 12, 2024, was issued by the Registrar of Companies, Central Processing Centre. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters - Brief history of our Company" on page 276 of the red herring prospectus dated September 16, 2025 ("RHP") filed with the RoC.

Corporate Identity Number: U15111WB2000PLC091315; Website: www.ganeshconsumer.com

Registered Office: 88, Burtola Street, Kolkata, 700 007, West Bengal, India. Corporate Office: Trinity Tower, 63, Toppia Road (South), 3rd Floor, Kolkata, 700 046, West Bengal, India. Contact Person: Narendran Mahtra, Company Secretary and Compliance Officer, Telephone: +91 336 6336633; Email: investors@ganeshconsumer.com

NOTICE TO INVESTORS AND ADDENDUM TO THE RHP DATED SEPTEMBER 16, 2025 (THE "ADDENDUM")

This is in relation to the red herring prospectus dated September 16, 2025 ("RHP") filed by the Company with the RoC and submitted thereafter with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (together with BSE Limited, "Stock Exchanges") in connection with the Offer. Potential bidders may note the following:

- Our Company has received intimations dated September 17, 2025 from India Business Excellence Fund II ("IBEF-II"), that it has transferred an aggregate of 1,818,663 Equity Shares of face value of ₹10, representing 5.00% of the pre-Offer paid-up Equity Share capital of our Company ("Sale Shares") on a fully diluted basis at a price of ₹322.00 per equity share, as follows:
- | S. No. | Transferor | Transferee | Date of transfer | Number of Equity Shares transferred | Percentage of pre-Offer Share Capital on a fully diluted basis | Total consideration (in ₹ million) |
|--------|-----------------------------------|--------------------------------------|--------------------|-------------------------------------|--|------------------------------------|
| 1. | India Business Excellence Fund II | Singularity Equity Fund I | September 17, 2025 | 909,331 | 2.50 | 292.80 |
| 2. | India Business Excellence Fund II | Subikam Ventures (I) Private Limited | September 17, 2025 | 909,332 | 2.50 | 292.80 |
- Please note that the Sale Shares do not form part of the Equity Shares proposed to be offered for sale by IBEF-II in the Offer for Sale. Further, the Sale Shares shall be subject to lock-in in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable, in the hands of the transferee.
 - As a result of the transfer of the Sale Shares, IBEF-II shareholding in our Company has reduced from 3,066,724 Equity Shares, representing 8.40% of the pre-Offer paid-up Equity Share capital of our Company (on a fully diluted basis), to 12,38,061 Equity Shares, representing 3.40% of the pre-Offer paid-up Equity Share capital of our Company (on a fully diluted basis) which are offered for sale in the Offer for Sale. Accordingly, the disclosures in relation to the pre-Offer shareholding of IBEF-II, in the sections "Summary of the Offer Document" and "Capital Structure" (beginning on pages 26 and 94 of the RHP, respectively, as on the date of this Addendum, stands modified, to the extent applicable.
 - As a result of the transfer of the Sale Shares, average cost of acquisition of Equity Shares by our Selling Shareholders in "Cover page", stands modified as below:

NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹10 OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARES OF FACE VALUE OF ₹10 (IN ₹)*
Manish Mimani	Promoter Selling Shareholder	1,341,132	9.39
Madhu Mimani	Promoter Selling Shareholder	145,494	Nil
India Business Excellence Fund II	Investor Selling Shareholder	1,238,061	Nil
India Business Excellence Fund IIA	Investor Selling Shareholder	5,933,646	93.04

*As certified by Singh & Co., Chartered Accountants by way of their certificate dated September 18, 2025.

- As a result of the transfer of Sale Shares, the disclosures in the section "Capital Structure - Equity share capital history - secondary transactions involving the Promoters, Promoter Group and Selling Shareholder" on page 104 of the RHP and "Capital Structure - Major Shareholders" on page 121 of the RHP, with respect to equity shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them, as on the date of this Addendum, stands modified as follows:

Date of Allotment / Transfer / Transmission	Name of transferor	Names of transferee	Number of equity shares transferred	Nature of consideration	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)
Selling Shareholders						
India Business Excellence Fund II						
October 7, 2016	Manish Mimani	India Business Excellence Fund II	416,116	Cash	10.00	204.27
October 7, 2016	Madhu Mimani	India Business Excellence Fund II	249,669	Cash	10.00	204.27
September 12, 2025	India Business Excellence Fund II	Manish Mimani	122,400	Cash	10.00	87.81
September 17, 2025	India Business Excellence Fund II	Singularity Equity Fund I	909,331	Cash	10.00	322.00
September 17, 2025	India Business Excellence Fund II	Subikam Ventures (I) Private Limited	909,332	Cash	10.00	322.00

Capital Structure - Major Shareholders

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis, as on the date of this Addendum, are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Manish Mimani	3,366,575	9.26
2.	India Business Excellence Fund II*	1,238,061	3.40
3.	India Business Excellence Fund IIA	5,933,646	16.31
4.	Sivaru Agro Private Limited	23,790,540	65.41
5.	Singularity Equity Fund I	909,331	2.50
6.	Subikam Ventures (I) Private Limited	909,332	2.50
	Total	36,147,485	99.38

*These Equity Shares are held by Vatra ITC (India) Limited (Trustee of Business Excellence Trust - India Business Excellence Fund II)

- As a result of the transfer of the Sale Shares, the total number of shareholders disclosed in the section "Capital Structure" on pages 120 and 121 of the RHP stand modified from 10 to 12, as on the date of this Addendum.
- As a result of the transfer of the Sale Shares, aggregate pre-Offer and post-Offer Shareholding of our Promoters, the members of our Promoter Group (other than our Promoters) and the Selling Shareholders in "Summary of the Offer Document" on pages 27 and 28 of the RHP, stands modified as below:

Aggregate pre-Offer and post-Offer Shareholding of our Promoters, the members of our Promoter Group (other than our Promoters) and the Selling Shareholders

S. No.	Name of Shareholder	Pre-Offer No. of Equity Shares of face value of ₹10	Shareholding (in %)	Post-Offer* No. of Equity Shares of face value of ₹10	Shareholding (in %)
Promoters and members of the Promoter Group					
1.	Purushottam Das Mimani	9,550	0.03	[+]	[+]
2.	Manish Mimani*	3,366,575	9.26	[+]	[+]
3.	Madhu Mimani*	194,614	0.54	[+]	[+]
4.	Manish Mimani (HUF)	21,010	0.06	[+]	[+]
5.	Sivaru Agro Private Limited	23,790,540	65.41	[+]	[+]
	Total	27,382,289	75.28	[+]	[+]
Members of the Promoter Group (other than Promoters)					
None of the members of the Promoter Group (other than the Promoters) hold Equity Shares in our Company					
Selling Shareholders (except Promoters)					
1.	India Business Excellence Fund II	1,238,061	3.40	[+]	[+]
2.	India Business Excellence Fund IIA	5,933,646	16.31	[+]	[+]
	Total	8,990,307	24.72	[+]	[+]

*To be updated post finalisation of the Offer Price.

#Also a selling shareholder.

- As a result of the transfer of the Sale Shares, aggregate pre-Offer and post-Offer shareholding of Promoters, members of the Promoter Group (other than our Promoters) and additional top 10 Shareholders in "Summary of the Offer Document" on page 28 of the RHP, stands modified as below:

Aggregate pre-Offer and post-Offer shareholding of Promoters, members of the Promoter Group (other than our Promoters) and additional top 10 Shareholders

Shareholders			Post-Offer shareholding as at the date of Allotment*				
S. No.	Pre-Offer shareholding as at the date of this Addendum		At the lower end of the Price Band (₹306)		At the upper end of the Price Band (₹322)		
	Name of the Shareholder	Number of Equity Shares of face value of ₹10 each held on a fully diluted basis*	Percentage of paid-up Equity Share capital on a fully diluted basis* (in %)	Number of Equity Shares of face value of ₹10 each held on a fully diluted basis*	Percentage of paid-up Equity Shares of face value of ₹10 each held on a fully diluted basis* (in %)	Number of Equity Shares of face value of ₹10 each held on a fully diluted basis*	Percentage of paid-up Equity Share capital on a fully diluted basis* (in %)
Promoters							
1.	Purushottam Das Mimani	9,550	0.03	9,550	0.02	9,550	0.02
2.	Manish Mimani*	3,366,575	9.26	2,025,443	4.99	2,025,443	5.01
3.	Madhu Mimani*	194,614	0.54	49,120	0.12	49,120	0.12
4.	Manish Mimani (HUF)	21,010	0.06	21,010	0.05	21,010	0.05
5.	Sivaru Agro Private Limited	23,790,540	65.41	23,790,540	58.56	23,790,540	58.87

S. No.	Pre-Offer shareholding as at the date of this Addendum	Post-Offer shareholding as at the date of Allotment*				
Name of the Shareholder	Number of Equity Shares of face value of ₹10 each held on a fully diluted basis*	Percentage of paid-up Equity Share capital on a fully diluted basis* (in %)	At the lower end of the Price Band (₹306)	Percentage of paid-up Equity Share capital on a fully diluted basis* (in %)	At the upper end of the Price Band (₹322)	Percentage of paid-up Equity Share capital on a fully diluted basis* (in %)
Members of the Promoter Group (other than Promoters)						
None of the members of the Promoter Group (other than the Promoters) hold Equity Shares in our Company						
Additional top 10 shareholders (apart from Promoters and members of the Promoter Group)						
1.	India Business Excellence Fund II*	1,238,061	3.40	-	-	-
2.	India Business Excellence Fund II A*	5,933,646	16.31	-	-	-
3.	Singularity Equity Fund I	909,331	2.50	909,331	2.24	909,331
4.	Subikam Ventures (I) Private Limited	909,332	2.50	909,332	2.24	909,332
5.	Benu Gopal Bagri	200	Negligible	200	Negligible	200
6.	Sunil Chandak	200	Negligible	200	Negligible	200
7.	Anand Kumar Bardia	200	Negligible	200	Negligible	200

#Also a selling shareholder.

*Based on the Offer Price of ₹10 and subject to finalisation of the Basis of Allotment.

- As a result of the transfer of the Sale Shares, weighted average cost of acquisition of all shares transacted in the 1 year, 18 months and 3 years preceding the date of this Addendum in "Summary of the Offer Document" on page 33 of the RHP, stands modified as below:

Period	Weighted average cost of acquisition per equity share of face value of ₹10 each (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition*	Range of acquisition price per equity share - lowest price - highest price (in ₹)*
Last one year preceding the date of this Addendum	283.30	1.14	87.81 - 322.00
Last 18 months preceding the date of this Addendum*	283.30	1.14	87.81 - 322.00
Last three years preceding the date of this Addendum*	283.30	1.14	87.81 - 322.00

*As certified by Singh & Co., Chartered Accountants by way of their certificate dated September 18, 2025.

*Our Corporate Promoter, Sivaru Agro Private Limited received 23,790,540 Equity Shares of face value of ₹10 pursuant to the Promoter Scheme of Amalgamation. Out of total equity shares of 23,790,540 received by Sivaru Agro Private Limited, 8,506,567 equity shares received from Mang Mercantile Credit (P) Ltd, 8,669,261 equity shares received from Sivaru Poly Packs Private Limited and 6,614,712 equity shares received from New Age Import Private Limited, respectively. Accordingly, the same has not been considered as acquisition and hence not reported in above table. For further details, please see "Our Promoter and Promoter Group - Change in Control of our Company" on page 307 of the RHP.

- As a result of the transfer of the Sale Shares, average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders in "Cover page" and "Summary of the Offer Document" on page 34 of the RHP, stands modified as below:

Average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders

The average cost of acquisition of Equity Shares as by our Promoters and Selling Shareholders as at the date of this Addendum is set forth below:

S. No.	Name	Number of Equity Shares of face value of ₹10 each	Average cost of acquisition per Equity Share* (in ₹)
Promoters			
1.	Purushottam Das Mimani	9,550	Nil
2.	Manish Mimani*	3,366,575	9.39
3.	Madhu Mimani*	194,614	Nil
4.	Manish Mimani (HUF)	21,010	Nil
5.	Sivaru Agro Private Limited*	23,790,540	10.25
Selling Shareholders			
6.	India Business Excellence Fund II	1,238,061	Nil
7.	India Business Excellence Fund IIA	5,933,646	93.04

*As certified by Singh & Co., Chartered Accountants by way of their certificate dated September 18, 2025.

#Also a selling shareholder.

*For the calculation of the average cost of acquisition for the equity shares acquired by Sivaru Agro Private Limited, by way of transfer pursuant to scheme of amalgamation, we have considered the average cost of acquisition for respective transferee for the equity shares transferred.

- As a result of the transfer of the Sale Shares, disclosures in the sections "Basis for Offer Price - Weighted average cost of acquisition, Floor Price and Cap Price - c) Price per share based on the last five primary or secondary transactions" on page 158 of the RHP, stands modified as below:

Secondary acquisition/transfer:

Disclosed below are the last five secondary transactions by the Promoters, members of the Promoter Group, Promoter Selling Shareholders, or Shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Addendum:

S. No.	Name of the acquirer/transferor*	Nature of transaction	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹)
1.	Manish Mimani	Acquisition	September 12, 2025	122,400	87.81
2.	India Business Excellence Fund II	Transfer	September 15, 2025	237,600	
			September 17, 2025	1,818,663	322.00
	Weighted Average Cost				283.30

As certified by Singh & Co., Chartered Accountants pursuant to their certificate dated September 18, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "Material Contracts and Documents for inspection" on page 57-64 of the RHP.

*Our Corporate Promoter, Sivaru Agro Private Limited received 23,790,540 Equity Shares of face value of ₹10 pursuant to the Promoter Scheme of Amalgamation. Out of total equity shares of 23,790,540 received by Sivaru Agro Private Limited, 8,506,567 equity shares received from Mang Mercantile Credit (P) Ltd, 8,669,261 equity shares received from Sivaru Poly Packs Private Limited and 6,614,712 equity shares received from New Age Import Private Limited, respectively. Accordingly, the same has not been considered as acquisition and hence not reported in above table. For further details, please see "Our Promoter and Promoter Group - Change in Control of our Company" on page 307 of the RHP.

- As a result of the transfer of the Sale Shares, disclosures in the sections "Basis for Offer Price - Weighted average cost of acquisition, Floor Price and Cap Price - d) Weighted average cost of acquisition, floor price and cap price" on pages 158 and 159 of the RHP, stands modified as below:

Weighted average cost of acquisition, floor price and cap price	Weighted average cost of acquisition per Equity Share (in ₹)*	Floor Price is ₹ 306	Cap Price is ₹ 322
Weighted average cost of acquisition of primary issuance by the Company ¹⁾	N.A.	N.A.	N.A.
Weighted average cost of acquisition of secondary transactions (sale of acquisition) of Equity Shares of the Company ²⁾	N.A.	N.A.	N.A.
Since there was no primary issue or secondary transactions in last 18 months which is equivalent or more than 5% of the fully diluted paid-up Equity Share capital, the details has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoters, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Addendum irrespective of the size of transactions:			
Based on Primary secondary transactions	N.A.	N.A.	N.A.
Based on secondary transactions (sale of acquisition) of Equity Shares of the Company	283.30	1.08 times	1.14 times

*As certified by Singh & Co., Chartered Accountants pursuant to their certificate dated September 18, 2025.

Note:

- There has been no primary issuance of equity shares of the Company during the 18 months preceding the date of this Addendum.
- Our Corporate Promoter, Sivaru Agro Private Limited received 23,790,540 Equity Shares of face value of ₹10 pursuant to the Promoter Scheme of Amalgamation. Out of total equity shares of 23,790,540 received by Sivaru Agro Private Limited, 8,506,567 equity shares received from Mang Mercantile Credit (P) Ltd, 8,669,261 equity shares received from Sivaru Poly Packs Private Limited and 6,614,712 equity shares received from New Age Import Private Limited, respectively. Accordingly, the same has not been considered as acquisition and hence not reported in above table.

Risk Factor 7 in the Risk to Investor section in Price Band Advertisement dated September 16, 2025, published in the newspaper on September 17, 2025, shall be read as under:

- Low profit margin:** We have experienced low PAT Margin in the past and may continue to so in the future. Considering the nature of business of our Company, the cost of materials consumed as a percentage of our revenue from operations is significant due to which our PAT Margin was low. Our PAT Margin during the Fiscals 2025, 2024 and 2023 were also impacted by various factors, including our cost of materials consumed, finance cost, depreciation and amortization expense and other expenses. We expect to incur such expenditures in the future which could result in low PAT Margins in the future as well. Our revenue from operations, profit after tax and PAT Margin for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are set out below:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operation (in ₹ million)	8,504.62	7,590.73	6,107.51
Profit after tax (in ₹ million)	354.32	269.92	271.04
PAT margin (%)	4.17	3.56	4.44

(₹ in millions)

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