

LETTER OF TRANSMITTAL

Date: August 14, 2024

To,
The Board of Directors,
Shri Ahimsa Naturals Limited
E-94, RIICO Industrial Area, Bagru,
Ext. Bagru-303007, Jaipur, Rajasthan, India

Srujan Alpha Capital Advisors LLP
824 & 825, Corporate Avenue, Sonawala Road,
Goregaon, Mumbai
Maharashtra - 400 064
Contact Person: Jinesh Doshi
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Dear Sir

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Shri Ahimsa Naturals Limited (the "**Company**") and Offer for Sale by the Promoter Selling Shareholder (the "**Offer**" or "**IPO**")

1. I, Nemi Chand Jain, son of Mool Chand Jain, aged 71 years and residing at 202, Upsana Apartment, E-14, Bihari Marg, Banipark, Shastri Nagar, Jaipur- 302016, Rajasthan, India, holder of PAN number ACKPJ9805C, (the "**Promoter Selling Shareholder**") have been informed by the Company of the proposed initial public offering of its Equity Shares, including an offer for sale (the "**Offer for Sale**" and together with the fresh issue of Equity Shares (Fresh Issue) by the Company, the "**Offer**"), through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013. The Promoter Selling Shareholder has also been informed by the Company that the Board of directors of the Company (the "**Board**") has, pursuant to a resolution dated June 11, 2024 approved the Offer and the shareholders have approved the Fresh Issue by way of a special resolution adopted pursuant to Section 62 (1)(c) of the Companies Act, 2013, the Shareholders Meeting held on July 03, 2024.
2. The Promoter Selling Shareholder currently holds 74,05,300 Equity Shares re-presenting 38.72% of the pre-Offer Equity Share capital of the Company
3. The Promoter Selling Shareholder gives his consent for the following in relation to the Offer:
 - a) to offer up to 10,00,000 Equity Shares (the "**Offered Shares**") held by the Promoter Selling Shareholder, in the Offer subject to the approval of the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such premium per Equity Share as may be fixed and determined by the Company and the Promoter Selling Shareholder in consultation with the BRLM to the Offer to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law,
 - b) for including my name as a Promoter Selling Shareholder in addition to the other details as required under the SEBI ICDR Regulation and other applicable law ("**Promoter Selling Shareholder Statements**") in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus Abridged Prospectus along with other corresponding offer documents and marketing material (collectively referred to as "**Offer Documents**") with SEBI/the Stock Exchanges/Registrar of Companies and other regulatory authorities, as may be required, in respect of the Offer, and
 - c) for lock-in of his entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sales from the date of allotment in the Offer fine a period of six months or as required under applicable law subject to his minimum promoters contribution being locked-in for a period of eighteen months from the date of allocation in the Offer in accordance with the SEBI ICDR Regulations.
4. The Promoter Selling Shareholder confirms and represents the following in relation to the Offer that:

Nemi Chand Jain

- a) he is the legal and beneficial owner of the Offered Shares and has full title to the Offered Shares of the Company, which are currently held and are free and clear of all pledge, charges, liens and encumbrances
 - b) the Offered Shares are fully paid up and in dematerialized form and the Promoter Selling Shareholder or his custodian shall not initiate any change of the Offered Shares to a non-dematerialised form till the date of allotment in the Offer;
 - c) the Offered Shares, being included in the Offer have been held by the Promoter Selling Shareholder for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus by the Company with SEBI or were issued to the Promoter Selling Shareholder under a bonus issue (out of free reserves and/or share premium existing as at the end of the previous financial year) on Equity Shares held for a period of one year preceding the date of the Draft Red Herring Prospectus and (i) such bonus Equity Shares were issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the Draft Red Herring Prospectus is filed with SEBI, and (ii) such bonus Equity Shares not being issued by utilisation of revaluation reserves or unrealized profits of the Company;
 - d) the Offered Shares have been subscribed and are held in full compliance with all applicable laws and regulation, not requiring any approval or consent and without breach of any agreement, law or regulation
 - e) neither he nor any entity with which he is or was associated, as a promoter, director or person in control has been debarred or prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities, in either case under any order or direction passed by SEBI or any other securities market regulator, other authority or court / tribunal or outside India;
 - f) no action of investigation has been initiated, including show cause notices, by SEBI or in other regulatory authority, whether in India or otherwise, against him;
 - g) neither he, nor any entity with which he is or was associated as a Promoter, Director or person in control has been identified as a wilful defaulter by the Reserve Bank of India or other governmental authority or bank or financial institutions
 - h) that no payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise shall be made by him in the Offer to any persons who make an application in the Offer and/or who receive allotments in the Offer,
 - i) that he has not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer,
 - j) that he is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
5. Subject to clause 11 hereof, the Promoter Selling Shareholder confirms the above representations on the date hereof and undertakes to maintain the confirmation valid until the date of completion of the listing of the Equity Shares and acknowledges and agrees that the Company, the BRLM, the legal counsel to the Company and legal counsel to the BRLM may rely on the truth and accuracy of the representation contained herein. The Promoter Selling Shareholder hereby indemnifies and agrees to keep indemnified, saved, defended and harmless, the Company, the BRLM, the legal counsel to the Company and the legal counsel in the BRLM, their respective promoters, affiliates, associates, directors or officers in the event of any loss being incurred by such persons, as a result of the breach of any of the above representations and confirmations being made in relation to the Offered Shares.
6. The Promoter Selling Shareholder undertakes the following in relation to the Offer
- a) not to sell, transfer dispose of in any manner or create any lien, charge or encumbrance on the Offered Shares and hereby also undertake to take such steps as may be required to more that the above shares are available for the Offer for Sale, including without limitation converting the Offered Shares into dematerialized form and notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Offered Shares as required by the BRLM in the Offer
 - b) does not require any approvals pertaining to the Offer for Sale including from the Reserve Bank of India or any Administrative Ministry/Department empowered to grant government approval for foreign investment under the Foreign Direct Investment Policy and rules and regulations made under the Foreign Exchange Management Act, 1999, as applicable;
 - c) he shall comply with the regulatory restrictions, in India or otherwise, as applicable to him on publicity and comply with the requirements of the memorandum on the publicity restrictions circulated by the BRLMs/Legal counsel appointed for the Offer;
 - d) he shall execute and become a party to the Offer Agreement, Registrar Agreement, Syndicate Agreement, Escrow Agreement as may be applicable, Share Escrow Agreement and the Underwriting Agreement and any other agreements or documents executed customarily in relation to the Offer as may be required.

Shareholder's name

- e) Offered Shares shall be offered to the successful applicants within the specified time which shall be determined by the Company in consultation with the BRLM;
- f) he shall deliver the Offered Shares as offered by him in the Offer on an escrow account at least two days prior to the filing of the Prospectus with the Registrar of Companies;
- g) he shall pay all such fees and expenses in relation to the Offer, as may be mutually agreed on the Offer Agreement ("**Promoter Selling Shareholder Offer Expenses**") and as may be required to be borne by the Promoter Selling Shareholder as per Companies Act, 2013 and the rules made thereunder. The Promoter Selling Shareholder also confirms then adequate funds will be made available the Registrar to the Offer for refunds, as may be mutually agreed upon in the Offer Agreement;
- h) he shall not sell or transfer the Offered Shares during the period starting from the date of filing of the Company's Draft Red Herring Prospectus the concerned Stock Exchange(s), except in accordance with the SEBI ICDR Regulations, until such time that the lock-in remains effective. Any transactions in the Equity Shares by him from the date of filing of the Draft Red Herring Prospectus until the listing and trading of the Equity Shares on the stock exchanges would be reported to the BRLMs and the concerned stock exchanges within 24 hours of such transaction
- i) that neither he nor his affiliates or any person acting on his behalf has taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Shares for to the Offer
- j) transfer of Equity Shares pursuant to the Offer or refunds shall be made within 6 days from the Offer Closing Date, and that details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund shall be provided on or prior to such date;
- k) he shall pay interest of 15% per annum if transfer of Equity Shares pursuant to the Offer has not been made or refund orders have not been dispatched within 6 days from the Offer Closing Date;
- l) all monies received shall be kept in a separate book account in a scheduled bank and shall be utilized for adjustment against the transfer of securities only where the securities have been permitted to be dealt with on all the stock exchanges where the Equity Shares are to be listed. If permission to list and obtain official quotation of the Equity Shares offered in the Offer is not granted by any of the relevant stock exchange(s), he shall forthwith repay such monies to the applicants together with interest, in accordance with applicable law;
- m) funds required for making rounds to unsuccessful applicants as per the mode(s) disclosed in the Company's offer document(s) shall be made available to the Registrar to the Offer by him; and
- n) appropriate instructions will be issued for dispatch of the refund orders or allotment advice to the successful Applicants within the time specified under applicable law

7. The Promoter Selling Shareholder acknowledges the following in relation to the Offer

- a) the participation in the Offer by offering the Offered Shares in voluntary and further acknowledges that it does not create any obligation on the Company to purchase any Offered Shares from the Promoter Selling Shareholder;
- b) the proceeds from sale of the Offered Shares would be held in escrow and shall be remitted to the Promoter Selling Shareholder only after deduction of the proportionate expenses and after final listing and trading approvals of the Equity Shares have been received from the Stock Exchanges;
- c) the BRLM, the Company and their respective directors, officers, employees, shareholders and affiliates are not responsible and shall have no liability for decisions with respect to pricing, timing of the Offer, tax obligations, postal/courier delays, invalid/faulty/incomplete applications/bank account details unless such an act is a direct consequence of wilful misconduct, gross negligence or fraud of the Company and the respective BRLMs as the case may be. Furthermore, the BRLMs shall not be liable to refund the monies paid to them as fees or reimbursement of out-of-pocket expenses, unless the breach is caused due the wilful misconduct, gross negligence or fraud of that respective BRLM; and
- d) the final price at which the Equity Shares will be offered to investors in the Offer shall be finalized by the Company in consultation with the BRLM and the Promoter Selling Shareholder or within any revision, modification or amendment of the price agreed to by the Company in consultation with the BRLM and the Promoter Selling Shareholder.

8. The Promoter Selling Shareholder also acknowledges, agrees and undertakes he shall not have recourse to the proceeds of the Offer for Sale in the Offer until the final listing and trading approvals from all Stock Exchanges where listing is proposed, have been obtained.

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9. The Promoter Selling Shareholder authorises the Company to deduct from the proceeds of the Offer, set-off or otherwise claim and receive from the Promoter Selling Shareholder, the Promoter Selling Shareholder Offer Expenses, as may be mutually agreed upon in the Offer Agreement.
10. The Promoter Selling Shareholder authorises the Company Secretary and Compliance Officer of the Company and the Registrar to the Offer to attend to the complaints received in the Offer.
11. The Promoter Selling Shareholder will as soon as practicable intimate the Company and the BRLM of any changes/additions to the information pertaining to it and provided as above till the date on which Equity Shares start trading on the Stock Exchanges.
12. The Promoter Selling Shareholder further authorises (i) the Company deduct from the proceeds of the Offer for Sale or otherwise claim and receive from them the expenses of the Offer to be borne by the Promoter Selling Shareholder in proportion to the Offered Shares (ii) the BRLMs to deduct from the proceeds of the Offer for Sale, set-off or otherwise claim and receive from them the amount required to be borne by the Promoter Selling Shareholder as securities transaction tax ("STT") in relation to the proceeds from the sale of the Offered Shares and pay such STT to the Government of India or their behalf.
13. The Promoter Selling Shareholder acknowledges and accepts that the BRLM, the Company and their respective directors, officers, employees, shareholders and affiliates are not responsible and shall have no liability for decision with respect to pricing, timing of the Offer, tax obligations, postal / courier delays, invalid/faulty/incomplete applications/bank account details or for any other events as detailed in the Offer Documents.
14. The Promoter Selling Shareholder confirms that no offer of the Offered Shares shall be made until the earlier of (i) the Equity Shares offered through the Prospectus are listed or until the application monies are refunded on account of non-listing, under-subscription etc. pursuant to the Offer or (ii) the Offer is postponed, withdrawn or abandoned as per the terms of the agreement(s) between the Company, the Promoter Selling Shareholder and the BRLM.
15. The Promoter Selling Shareholder confirms that the following is the build-up of his shareholding in the Company since its incorporation.

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/ Consideration per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Offer capital	% of Post-Offer capital
Mr. Nemi Chand Jain								
October 17, 1990	100	100	100	Cash	Subscription to MOA	300	0.00	[•]
April 01, 1994	3,740	100	100	Cash	Preferential Allotment	4,040	0.05	[•]
March 31, 1995	13260	100	100	Cash	Preferential Allotment	17,100	0.23	[•]
May 12, 1995	Pursuant to shareholders' resolution dated May 12, 1995, each Equity Share of our Company of face value of ₹100 each were sub-divided into 10 Equity Shares of face value of ₹10 each. Therefore the offered, paid-up and subscribed share capital of our Company was sub-divided from ₹ 40,00,000 divided into 40,000 Equity Shares of ₹100 each into ₹40,00,000 divided into 4,00,000 Equity Shares of ₹10 each.							
April 15, 1997	3,25,000	10	10	Cash	Preferential Allotment	4,96,000	6.70	[•]
#	22,000	10	10 ^a	Cash	Acquisitions by way of Transfer ⁽¹⁾	5,18,000	6.99	[•]
March 27, 2010	7,00,000	10	10	Cash	Preferential Allotment	12,18,000	16.45	[•]
August 30, 2018	3,29,300	10	30	Cash	Acquisitions by way of Transfer ⁽²⁾	15,47,300	8.09	[•]
September	2,76,000	10	29	Other than	Conversion of	18,23,300	9.53	[•]

Nemi Chand Jain

30, 2020				Cash	Preference Shares			
February 16, 2021	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽²⁾	18,25,800	9.55	[•]
February 18, 2021	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽⁴⁾	18,28,300	9.56	[•]
March 31, 2021	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽⁵⁾	18,30,800	9.57	[•]
August 27, 2021	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽⁶⁾	18,33,300	9.59	[•]
October 1, 2021	5,000	10	30	Cash	Acquisitions by way of Transfer ⁽⁷⁾	18,38,300	9.61	[•]
November 25, 2021	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽⁸⁾	18,40,800	9.62	[•]
March 29, 2022	2,50,000	10	32	Other than Cash	Conversion of Loan	20,90,800	10.93	[•]
April 25, 2022	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽⁹⁾	20,93,300	10.94	[•]
July 8, 2022	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽¹⁰⁾	20,95,800	10.96	[•]
March 28, 2023	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽¹¹⁾	20,98,300	10.97	[•]
April 17, 2023	5,000	10	30	Cash	Acquisitions by way of Transfer ⁽¹²⁾	21,03,300	11.00	[•]
April 19, 2023	2,500	10	30	Cash	Acquisitions by way of Transfer ⁽¹³⁾	21,05,800	11.01	[•]
January 12, 2024	5,000	10	30	Cash	Acquisitions by way of Transfer ⁽¹⁴⁾	21,10,800	11.04	[•]
March 23, 2024	52,77,000	10	Nil	Other than Cash	Bonus offer in the ratio of five (5) Equity Shares for every two (2) Equity Shares held	73,87,800	38.63	[•]
May 18, 2024	2,500	10	40	Cash	Acquisitions by way of Transfer ⁽¹⁵⁾	73,90,300	38.64	[•]
May 28, 2024	2,500	10	40	Cash	Acquisitions by way of Transfer ⁽¹⁶⁾	73,92,800	38.65	[•]
August 9, 2024	12,500	10	Nil	Other than Cash	Transfer of Bonus Shares from escrow suspense account, resultant to the acquisition by way of transfer dated May 18, 2024 & May 28, 2024 [^]	74,05,300	38.72	[•]
Sub-total (A)						74,05,300	38.72	[•]

[^] Bonus Shares declared by the Company on March 23, 2024, towards original holdings of Mr. Binay Kumar Gangwal.

& Jagabandhu Daw, (collectively termed as "Transferors") kept in escrow suspense account of the Company, were duly transferred to my demat account on August 09, 2024 pursuant to communication by the Transferors.

⁽²⁾ Details of acquisition of shares by way of transfer of 22,000 Equity Shares as under:

The share transfer deeds, share certificates relating to this transfer are not traceable.

⁽²⁾ Details of acquisition of shares by way of transfer of 3,29,300 Equity Shares as under:

Sr.	Date of Transfer	Name of	No. of Shares	Sr.	Date of Transfer	Name of	No. of Shares
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No		Transferor	Transferred	No		Transferor	Transferred
1	August 30, 2018	Sunita Devi Jain	2,500	58	August 30, 2018	Beju Mohan Agarwala	2,500
2	August 30, 2018	Jay Kumar Jain	2,500	59	August 30, 2018	Jitesh Kumar Jain	9,500
3	August 30, 2018	Asha Devi Jain	4,500	60	August 30, 2018	Shanti Devi Jain	9,500
4	August 30, 2018	Bimal Kumar Jain	2,500	61	August 30, 2018	Raj Kumar Jain	9,500
5	August 30, 2018	Sohan Lal Jain	2,500	62	August 30, 2018	Sarban Devi Jain	2,500
6	August 30, 2018	Jitendra Kumar Jain	2,500	63	August 30, 2018	Prakash Jain	2,500
7	August 30, 2018	Pradeep Kumar Jain	2,500	64	August 30, 2018	Kaushlya Devi	2,500
8	August 30, 2018	Sunil Kumar Jain	2,500	65	August 30, 2018	Kailash Chand Jain	2,500
9	August 30, 2018	Manju Devi Jain	2,500	66	August 30, 2018	Prabhu Deyal Yadav	2,500
10	August 30, 2018	Padam Chand Jain	2,500	67	August 30, 2018	Arun Kumar Agarwala	2,500
11	August 30, 2018	Shanti Devi Jain	2,500	68	August 30, 2018	Sobha Chand Jain	3,000
12	August 30, 2018	Kanchan Devi Jain	4,500	69	August 30, 2018	Indu Jain	3,000
13	August 30, 2018	Shanti Lal Jain	4,500	70	August 30, 2018	Rohit Jain	4,000
14	August 30, 2018	Pradeep Kumar Jain	4,500	71	August 30, 2018	Gyan Chand Jain	2,500
15	August 30, 2018	Mool Chand Jain	2,500	72	August 30, 2018	Saroj Jain	2,500
16	August 30, 2018	Atma Ram Choudhary	2,500	73	August 30, 2018	Shikhar Chand Jain	2,500
17	August 30, 2018	Babita Devi Jain	4,500	74	August 30, 2018	Padam Chand Jain	2,500
18	August 30, 2018	Chanda Devi Jain	4,500	75	August 30, 2018	Shankar Lal Khemka	2,500
19	August 30, 2018	Raj Kumar Jain	2,500	76	August 30, 2018	Jainmati Jain	3,000
20	August 30, 2018	Pradeep Kumar Jain	4,500	77	August 30, 2018	Padam Chand Jain	2,500
21	August 30, 2018	Lila Devi Jain	2,500	78	August 30, 2018	Babita Khemka	2,500
22	August 30, 2018	Pradeep Kumar Jain	2,500	79	August 30, 2018	Devi Khemka	2,500
23	August 30, 2018	Pawan Kumar Jain	2,500	80	August 30, 2018	Jagdish Khemka	2,500
24	August 30, 2018	Subhash Chand Jain	2,500	81	August 30, 2018	Urmila devi Jain	2,500
25	August 30, 2018	Kamila Devi Jain	2,500	82	August 30, 2018	Panna Devi	2,500
26	August 30, 2018	Vinita Jain	2,500	83	August 30, 2018	Sharmila Devi Jain	2,500
27	August 30, 2018	Parash Kumar Jain	2,500	84	August 30, 2018	Prakash Chand Jain	2,500
28	August 30, 2018	Panna Devi Jain	2,500	85	August 30, 2018	Reena Jain	2,500
29	August 30, 2018	Rahi Karna Devi Jain	2,500	86	August 30, 2018	Manju Jain	2,500
30	August 30, 2018	Deep Chand Jain	2,500	87	August 30, 2018	Mohini Devi Jodhani	2,500
31	August 30, 2018	Kiran Gangwal	2,500	88	August 30, 2018	Prakash Kumar Sarawgi	2,500
32	August 30, 2018	Mukesh Kumar Jain	2,500	89	August 30, 2018	Rajesh Kumar Jain	3,500
33	August 30, 2018	Manish Kumar Jain	2,500	90	August 30, 2018	Manoj Kumar Jain	3,500
34	August 30, 2018	Manoj Kumar Jain	2,500	91	August 30, 2018	Rajesh Kumar Jain	2,500
35	August 30, 2018	Raj Kumar Jain	2,500	92	August 30, 2018	Pankaj Kumar Jain	2,500
36	August 30, 2018	Mahaveer Prasad Jain	2,500	93	August 30, 2018	Suresh Kumar Jain	2,500
37	August 30, 2018	Mukesh Kumar Jain	2,500	89	August 30, 2018	Rajesh Kumar Jain	3,500
38	August 30, 2018	Manish Kumar Jain	2,500	90	August 30, 2018	Manoj Kumar Jain	3,500
39	August 30, 2018	Manoj Kumar Jain	2,500	91	August 30, 2018	Rajesh Kumar Jain	2,500
40	August 30, 2018	Raj Kumar Jain	2,500	92	August 30, 2018	Pankaj Kumar Jain	2,500
41	August 30, 2018	Mahaveer Prasad Jain	2,500	93	August 30, 2018	Suresh Kumar Jain	2,500
42	August 30, 2018	Jay Kumar Jain	2,500	94	August 30, 2018	Suresh Kumar Jain	2,500

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38	August 30, 2018	Hars Raj Jain	2,500	95	August 30, 2018	Shanti Devi Jain	2,500
39	August 30, 2018	Raj Kumar Jain	2,500	96	August 30, 2018	Madan Lal Sethi	2,500
40	August 30, 2018	Vijay Kumar Jain	2,500	97	August 30, 2018	Anubhav Jain	2,500
41	August 30, 2018	Anita Jain	3,500	98	August 30, 2018	Narag Ram Jain	2,500
42	August 30, 2018	Onkar Mal Jalewal	4,800	99	August 30, 2018	Indra Chand	2,500
43	August 30, 2018	Raj Devi Jain	2,500	100	August 30, 2018	Manak Chand Jain	2,500
44	August 30, 2018	Pramila Devi Jain	2,500	101	August 30, 2018	Sandeep Jain	2,500
45	August 30, 2018	Suman Devi Jain	2,500	102	August 30, 2018	Prakash Bhoorchand Shah	2,500
46	August 30, 2018	Mahaveer Prasad Jain	2,500	93	August 30, 2018	Suresh Kumar Jain	2,500
47	August 30, 2018	Jay Kumar Jain	2,500	94	August 30, 2018	Suresh Kumar Jain	2,500
48	August 30, 2018	Hars Raj Jain	2,500	95	August 30, 2018	Shanti Devi Jain	2,500
49	August 30, 2018	Raj Kumar Jain	2,500	96	August 30, 2018	Madan Lal Sethi	2,500
50	August 30, 2018	Vijay Kumar Jain	2,500	97	August 30, 2018	Anubhav Jain	2,500
51	August 30, 2018	Anita Jain	3,500	98	August 30, 2018	Narag Ram Jain	2,500
52	August 30, 2018	Onkar Mal Jalewal	4,800	99	August 30, 2018	Indra Chand	2,500
53	August 30, 2018	Raj Devi Jain	2,500	100	August 30, 2018	Manak Chand Jain	2,500
54	August 30, 2018	Pramila Devi Jain	2,500	101	August 30, 2018	Sandeep Jain	2,500
55	August 30, 2018	Suman Devi Jain	2,500	102	August 30, 2018	Prakash Bhoorchand Shah	2,500
56	August 30, 2018	Pushpa Devi Jain	2,500	103	August 30, 2018	Prakash Bhoorchand Shah	2,500
57	August 30, 2018	Rajesh Kumar Jain	2,500	104	August 30, 2018	Ramesh Bhoorchand Shah	2,500
58	August 30, 2018	Satya Biharna Agarwal	2,500	105	August 30, 2018	Ramesh Bhoorchand Shah	2,500
59	August 30, 2018	Hem Lata Jalewal	2,500	106	August 30, 2018	Bimla Devi Jain	2,500
60	August 30, 2018	Santosh Kumar Agarwal	2,500	107	August 30, 2018	Kailash Chand Jain	2,500
61	August 30, 2018	Babu Lal Sethi	2,500	108	August 30, 2018	Shanti Lal Bhoorchand	2,500
62	August 30, 2018	Indra Devi Jain	2,500	109	August 30, 2018	Shanti Lal Bhoorchand	2,500
63	August 30, 2018	Bubita Jain	3,500	110	August 30, 2018	Suresh Bhoorchand Shah	2,500
64	August 30, 2018	Bihari Lal Jain	2,500	111	August 30, 2018	Suresh Bhoorchand Shah	2,500
65	August 30, 2018	Sureil Kumar Jain	2,500	112	August 30, 2018	Md. Habeeb Khan	2,500
66	August 30, 2018	Suresh Kumar Jain	2,500	113	August 30, 2018	Kapoor Chand Jain	2,500
67	August 30, 2018	Rajesh Jain	2,500	114	August 30, 2018	Sushila Devi Jain	2,500

^(b) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	February 16, 2021	Sandip Jain	2,500

^(c) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	February 18, 2021	Pawan Kumar Jain	2,500

^(d) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	March 18, 2021	Usha Devi Jain	2,500

^(e) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	August 27, 2021	Swati Jain	2,500

^(f) Details of acquisition of shares by way of transfer of 5,000 Equity Shares as under:

Sr. No	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	October 1, 2021	Raj Kumar Patni	2,500

Sumit Kumar Jain

2	October 1, 2021	Bimal Kumar Patni	2,500
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^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	November 25, 2021	Kamal Jain	2,500

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	April 25, 2022	Kailash Chand Jain	2,500

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	July 8, 2022	Raj Kumar Patni	2,500

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	March 28, 2023	Arun Kumar Sharma	2,500

^(a) Details of acquisition of shares by way of transfer of 5,000 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	April 17, 2023	Latika Sharma	5,000

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	April 19, 2023	Ram Avtar Kabra	2,500

^(a) Details of acquisition of shares by way of transfer of 5,000 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	January 12, 2024	Narendra Jain	5,000

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	May 18, 2024	Binay Kumar Gangwal	2,500

^(a) Details of acquisition of shares by way of transfer of 2,500 Equity Shares as under:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1	May 28, 2024	Jagabandhu Daw	2,500

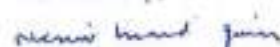
In the absence of any such communication from the side of the Promoter Selling Shareholder the above information should be taken as updated

Under the terms of this letter, the authority conferred hereby is irrevocable and would bind the successors, heirs and executors of the Promoter Selling Shareholder.

The Promoter Selling Shareholder confirms that he will immediately inform the Company and the BRLM appointed as such for the purpose of the Offer, of any changes to the above information till the date when the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication, the above information should be taken updated information and the date of commencement of trading on the Stock Exchange of the Equity Shares issued pursuant to the Offer.

All capitalized terms used in this letter, unless specifically defined herein, have the meaning assigned to them in the Offer Documents, as the context requires.

Your faithfully,



Name: Nemi Chand Jain

Place: Jaipur

Cc:

Legal counsel

Chir Amrit Corporate LLP

Address: 6th Floor, 'Unique Destination',

Opp. Times of India, Tonk Road,

Jaipur-302 015, Rajasthan

Telephone: +91 9829500420

Email: ritu@chiramritlaw.com

Contact Person: Ms. Ritu Soni

Srujan Alpha Capital Advisors LLP

Registered Address: 112A, 1st floor, Arun Bazar

S.V. Road, beside Bank of India Malad (West), Mumbai – 400 064

Correspondence Address: 824 & 825, Corporate Avenue Sonawala Rd,
opposite Atlanta Centre, Sonawala Industry Estate Goregaon, Mumbai – 400 063

Telephone: +91 022 - 4603 0709

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Website: www.srujanalpha.com

Investor Grievance E-mail: partners@srujanalpha.com / jinesh@srujanalpha.com

Contact Person: Jinesh Doshi

SEBI Registration Number: INM000012829

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LETTER OF TRANSMITTAL

Date: August 14, 2024

To,
The Board of Directors,
Shri Ahimsa Naturals Limited
E-94, RIICO Industrial Area, Bagru,
Ext. Bagru-303007, Jaipur, Rajasthan, India

Srujan Alpha Capital Advisors LLP
824 & 825, Corporate Avenue, Sonawala Road,
Goregaon, Mumbai
Maharashtra - 400 064
Contact Person: Jinesh Doshi
Telephone: +91 022-46030709
E-mail: partners@surjanalpha.com

Dear Sir

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Shri Ahimsa Naturals Limited (the "**Company**") and Offer for Sale by the Promoter Selling Shareholder (the "**Offer**" or "**IPO**")

1. I, Sumitra Jain, wife of Nemi Chand Jain, aged 68 years and residing at 202, Upsana Apartment, E-14, Bihari Marg, Banipark, Shastri Nagar, Jaipur- 302016, Rajasthan, India, holder of PAN number ACKPJ9809Q, (the "**Promoter Selling Shareholder**") have been informed by the Company of the proposed initial public offering of its Equity Shares, including an offer for sale (the "**Offer for Sale**" and together with the fresh issue of Equity Shares (Fresh Issue) by the Company, the "**Offer**"), through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended the SEBI ICDR Regulations") and the Companies Act, 2013. The Promoter Selling Shareholder has also been informed by the Company that the Board of directors of the Company (the "**Board**") has, pursuant to a resolution dated June 11, 2024 approved the Offer and the shareholders have approved the Fresh Issue by way of a special resolution adapted pursuant to Section 62 (1)(c) of the Companies Act, 2013, the Shareholders Meeting held on July 03, 2024.
2. The Promoter Selling Shareholder currently holds 26,04,000 Equity Shares re-presenting 13.61% of the pre-Offer Equity Share capital of the Company
3. The Promoter Selling Shareholder hereby gives his consent for the following in relation to the Offer:
 - a) to offer up to 10,00,000 Equity Shares (the "**Offered Shares**") held by the Promoter Selling Shareholder, in the Offer subject to the approval of the Securities and Exchange Board of India ("**SEBI**"), and of any other regulatory authority, if required, for cash at such premium per Equity Share as may be fixed and determined by the Company and the Promoter Selling Shareholder in consultation with the BRLMs to the Offer to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law,
 - b) for including my name as a Promoter Selling Shareholder in addition to the other details as required under the SEBI ICDR Regulation and other applicable law ("**Promoter Selling Shareholder Statements**") in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus Abridged Prospectus along with other corresponding offer documents and marketing material (collectively referred to as "**Offer Documents**") with SEBI/the Stock Exchanges/Registrar of Companies and other regulatory authorities, as may be required, in respect of the Offer, and
 - c) for lock-in of his entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sales from the date of allotment in the Offer for a period of six months or as required under applicable law subject to his minimum promoters contribution being locked-in for a period of eighteen months from the date of allocation in the Offer in accordance with the SEBI ICDR Regulations.

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4. The Promoter Selling Shareholder confirms and represents the following in relation to the Offer that:
- a) She is the legal and beneficial owner of the Offered Shares and has full title to the Offered Shares of the Company, which are currently held and are free and clear of all pledge, charges, liens and encumbrances
 - b) the Offered Shares are fully paid up and in dematerialized form and the Promoter Selling Shareholder or her custodian shall not initiate any change of the Offered Shares to a non-dematerialised form till the date of allotment in the Offer;
 - c) the Offered Shares, being included in the Offer have been held by the Promoter Selling Shareholder for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus by the Company with SEBI or were issued to the Promoter Selling Shareholder under a bonus issue (out of free reserves and/or share premium existing as at the end of the previous financial year) on Equity Shares held for a period of one year preceding the date of the Draft Red Herring Prospectus and (i) such bonus Equity Shares were issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the Draft Red Herring Prospectus is filed with SEBI, and (ii) such bonus Equity Shares not being issued by utilisation of revaluation reserves or unrealized profits of the Company.
 - d) the Offered Shares have been subscribed and are held in full compliance with all applicable laws and regulation, not requiring any approval or consent and without breach of any agreement, law or regulation
 - e) neither she nor any entity with which she is or was associated, as a promoter, director or person in control has been debarred or prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities, in either case under any order or direction passed by SEBI or any other securities market regulator, other authority or court / tribunal or outside India;
 - f) no action of investigation has been initiated, including show cause notices, by SEBI or in other regulatory authority, whether in India or otherwise, against him;
 - g) neither she, nor any entity with which she is or was associated as a Promoter, Director or person in control has been identified as a wilful defaulter by the Reserve Bank of India or other governmental authority or bank or financial institutions
 - h) that no payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise shall be made by him in the Offer to any persons who make an application in the Offer and/or who receive allotments in the Offer,
 - i) that she has not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer,
 - j) that she is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
5. Subject to clause 11 hereof, the Promoter Selling Shareholder confirms the above representations on the date hereof and undertakes to maintain the confirmation valid until the date of completion of the listing of the Equity Shares and acknowledges and agrees that the Company, the BRLM, the legal counsel to the Company and legal counsel to the BRLM may rely on the truth and accuracy of the representation contained herein. The Promoter Selling Shareholder hereby indemnifies and agrees to keep indemnified, saved, defended and harmless, the Company, the BRLM, the legal counsel to the Company and the legal counsel in the BRLM, their respective promoters, affiliates, associates, directors or officers in the event of any loss being incurred by such persons, as a result of the breach of any of the above representations and confirmations being made in relation to the Offered Shares.
6. The Promoter Selling Shareholder undertakes the following in relation to the Offer
- a) not to sell, transfer dispose of in any manner or create any lien, charge or encumbrance on the Offered Shares and hereby also undertake to take such steps as may be required to ensure that the above shares are available for the Offer for Sale, including without limitation converting the Offered Shares into dematerialized form and notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Offered Shares as required by the BRLM in the Offer
 - b) she does not require any approvals pertaining to the Offer for Sale including from the Reserve Bank of India or any Administrative Ministry/Department empowered to grant government approval for foreign investment under the Foreign Direct Investment Policy and rules and regulations made under the Foreign Exchange Management Act, 1999, as applicable;

Sumitra Jain

- c) she shall comply with the regulatory restrictions, in India or otherwise, as applicable to him on publicity and comply with the requirements of the memorandum on the publicity restrictions circulated by the BRLMs/Legal counsel appointed for the Offer;
- d) she shall execute and become a party to the Offer Agreement, Registrar Agreement, Syndicate Agreement, Escrow Agreement as may be applicable, Share Escrow Agreement and the Underwriting Agreement and any other agreements or documents executed customarily in relation to the Offer as may be required.
- e) the Offered Shares shall be offered to the successful applicants within the specified time which shall be determined by the Company in consultation with the BRLM;
- f) she shall deliver the Offered Shares as offered by him in the Offer on an escrow account at least two days prior to the filing of the Prospectus with the Registrar of Companies;
- g) she shall pay all such fees and expenses in relation to the Offer, as may be mutually agreed on the Offer Agreement ("**Promoter Selling Shareholder Offer Expenses**") and as may be required to be borne by the Promoter Selling Shareholder as per Companies Act, 2013 and the rules made thereunder. The Promoter Selling Shareholder also confirms that adequate funds will be made available to the Registrar to the Offer for refunds, as may be mutually agreed upon in the Offer Agreement;
- h) she shall not sell or transfer the Offered Shares during the period starting from the date of filing of the Company's Draft Red Herring Prospectus to the concerned Stock Exchange(s), except in accordance with the SEBI ICDR Regulations, until such time that the lock-in remains effective. Any transactions in the Equity Shares by him from the date of filing of the Draft Red Herring Prospectus until the listing and trading of the Equity Shares on the stock exchanges would be reported to the BRLMs and the concerned stock exchanges within 24 hours of such transaction
- i) that neither she nor her affiliates or any person acting on his behalf has taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Shares or to the Offer
- j) transfer of Equity Shares pursuant to the Offer or refunds shall be made within 6 days from the Offer Closing Date, and that details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund shall be provided on or prior to such date;
- k) she shall pay interest of 15% per annum if transfer of Equity Shares pursuant to the Offer has not been made or refund orders have not been dispatched within 6 days from the Offer Closing Date;
- l) all monies received shall be kept in a separate book account in a scheduled bank and shall be utilized for adjustment against the transfer of securities only where the securities have been permitted to be dealt with on all the stock exchanges where the Equity Shares are to be listed. If permission to list and obtain official quotation of the Equity Shares offered in the Offer is not granted by any of the relevant stock exchange(s), she shall forthwith repay such monies to the applicants together with interest, in accordance with applicable law;
- m) funds required for making rounds to unsuccessful applicants as per the mode(s) disclosed in the Company's offer document(s) shall be made available to the Registrar to the Offer by him; and
- n) appropriate instructions will be issued for dispatch of the refund orders or allotment advice to the successful Applicants within the time specified under applicable law

7. The Promoter Selling Shareholder acknowledges the following in relation to the Offer

- a) the participation in the Offer by offering the Offered Shares in voluntary and further acknowledges that it does not create any obligation on the Company to purchase any Offered Shares from the Promoter Selling Shareholder;
- b) the proceeds from sale of the Offered Shares would be held in escrow and shall be remitted to the Promoter Selling Shareholder only after deduction of the proportionate expenses and after final listing and trading approvals of the Equity Shares have been received from the Stock Exchanges;
- c) the BRLM, the Company and their respective directors, officers, employees, shareholders and affiliates are not responsible and shall have no liability for decisions with respect to pricing, timing of the Offer, tax obligations, postal/courier delays, invalid/faulty/incomplete applications/bank account details unless such an act is a direct consequence of wilful misconduct, gross negligence or fraud of the Company and the respective BRLMs as the case may be. Furthermore, the BRLMs shall not be liable to refund the

Sumitra Jain

- monies paid to them as fees or reimbursement of out-of-pocket expenses, unless the breach is caused due to the wilful misconduct, gross negligence or fraud of that respective BRLM; and
- d) the final price at which the Equity Shares will be offered to investors in the Offer shall be finalized by the Company in consultation with the BRLM and the Promoter Selling Shareholder or within any revision, modification or amendment of the price agreed to by the Company in consultation with the BRLM and the Promoter Selling Shareholder.
8. The Promoter Selling Shareholder also acknowledges, agrees and undertakes she shall not have recourse to the proceeds of the Offer for Sale in the Offer until the final listing and trading approvals from all Stock Exchanges where listing is proposed, have been obtained.
 9. The Promoter Selling Shareholder authorises the Company to deduct from the proceeds of the Offer, set-off or otherwise claim and receive from the Promoter Selling Shareholder, the Promoter Selling Shareholder Offer Expenses, as may be mutually agreed upon in the Offer Agreement
 10. The Promoter Selling Shareholder authorises the Company Secretary and Compliance Officer of the Company and the Registrar to the Offer to attend to the complaints received in the Offer.
 11. The Promoter Selling Shareholder will as soon as practicable intimate the Company and the BRLM of any changes/additions to the information pertaining to it and provided as above till the date on which Equity Shares start trading on the Stock Exchanges
 12. The Promoter Selling Shareholder further authorises (i) the Company deduct from the proceeds of the Offer for Sale or otherwise claim and receive from them the expenses of the Offer to be borne by the Promoter Selling Shareholder in proportion to the Offered Shares (ii) the BRLMs to deduct from the proceeds of the Offer for Sale, set-off or otherwise claim and receive from them the amount required to be borne by the Promoter Selling Shareholder as securities transaction tax ("STT") in relation to the proceeds from the sale of the Offered Shares and pay such STT to the Government of India or their behalf.
 13. The Promoter Selling Shareholder acknowledges and accepts that the BRLM, the Company and their respective directors, officers, employees, shareholders and affiliates are not responsible and shall have no liability for decision with respect to pricing, timing of the Offer, tax obligations, postal / courier delays, invalid/faulty/incomplete applications/bank account details or for any other events as detailed in the Offer Documents.
 14. The Promoter Selling Shareholder confirms that no offer of the Offered Shares shall be made until the earlier of (i) the Equity Shares offered through the Prospectus are listed or until the application monies are refunded on account of non-listing, under-subscription etc. pursuant to the Offer or (ii) the Offer is postponed, withdrawn or abandoned as per the terms of the agreement(s) between the Company, the Promoter Selling Shareholder and the BRLM
 15. The Promoter Selling Shareholder confirms that the following is the build-up of his shareholding in the Company since its incorporation.

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Co nsiderati on per Equity Share (₹)	Nature of consideration	Nature allotment/ transfer	Cumulative number of Equity Shares	% of Pre- Issue capital (%)	% of Post- Issue capital (₹)
<i>Mrs. Sumitra Jain</i>								
July 10, 1995	10,000	10	10	Cash	Preferential Allotment	10,000	0.05	[•]
March 27, 2010	3,00,000	10	10	Cash	Preferential Allotment	3,10,000	1.62	[•]
September 30, 2020	3,14,000	10	29	Other than Cash	Conversion of unsecured loan	6,24,000	3.26	[•]
March 29, 2022	1,20,000	10	32	Other than Cash	Conversion of unsecured loan	7,44,000	3.89	[•]
March 23, 2024	18,60,000	10	Nil	Other than	Bonus offer in the	26,04,000	13.61	[•]

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				Cash	ratio of five (5) Equity Shares for every two (2) Equity Shares held			
Sub-total (C)						26,04,000	13.61	[-]

16. The weighted average price at which the equity shares of our Company were acquired by the Promoter Selling Shareholder, in the one year preceding the date of Draft Red Herring Prospectus are set forth below:

Sr. No.	Name	Number of Equity Shares acquired in the last one year preceding the date of DRHP	Weighted Average price of acquisition per Equity Share (in Rs.)
I.	Sumitra Jain	18,60,000	0.09

In the absence of any such communication from the side of the Promoter Selling Shareholder the above information should be taken as updated

Under the terms of this letter, the authority conferred hereby is irrevocable and would bind the successors, heirs and executors of the Promoter Selling Shareholder.

The Promoter Selling Shareholder confirms that she will immediately inform the Company and the BRLM appointed as such for the purpose of the Offer, of any changes to the above information till the date when the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication, the above information should be taken as updated information and the date of commencement of trading on the Stock Exchange of the Equity Shares issued pursuant to the Offer.

All capitalized terms used in this letter, unless specifically defined herein, have the meaning assigned to them in the Offer Documents, as the context requires.

Your faithfully,

Sumitra Jain

Name: Sumitra Jain

Place: Jaipur

Cc:

Legal counsel

Chir Amrit Corporate LLP

Address: 6th Floor, 'Unique Destination',

Opp. Times of India, Tonk Road,

Jaipur-302 015, Rajasthan

Telephone: +91 9829500420

Email: ritu@chiramritlaw.com

Contact Person: Ms. Ritu Soni

Srujan Alpha Capital Advisors LLP

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Contact Person: Jinesh Doshi

SEBI Registration Number: INM000012829