



CHEMCURX ENTERPRISES LIMITED

Our Company was incorporated as “Chemcrux Enterprises Limited” at Vadodara, Gujarat as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 15, 1996 bearing Corporate Identification Number U01110GJ1996PLC029329 and Certificate of Commencement of Business dated August 08, 1996 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. For details of Incorporation and Registered office of our Company, please refer to chapter titled ‘General Information’ and ‘Our History and Certain Other Corporate Matters’ beginning on page 60 and 156 respectively of this Draft Prospectus.

Registered Office: T-7, National Plaza, R. C. Dutt Road, Vadodara - 390 007, Gujarat, India

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Contact Person: Alpesh S. Makwana, Company Secretary and Compliance Officer

Email: companysec@chemcrux.com **Website:** www.chemcrux.com **CIN:** U01110GJ1996PLC029329

PROMOTERS OF OUR COMPANY: SANJAYBHAI MARATHE AND GIRISH SHAH

THE ISSUE

PUBLIC ISSUE OF 13,36,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”) OF CHEMCURX ENTERPRISE LIMITED (THE “COMPANY”) FOR CASH AT A PRICE OF RS. 18.00 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 8 PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING RS. 240.48 LAKHS (“THE ISSUE”) OF WHICH 72,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH FOR CASH AT A PRICE OF RS. 18.00 PER EQUITY SHARE, AGGREGATING RS. 12.96 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 12,64,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 18.00 PER EQUITY SHARE, AGGREGATING RS. 227.52 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.06% AND 25.61% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 18 IS 1.8 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to the chapter titled “Issue Procedure” beginning on page 266 of this Draft Prospectus. A copy will be delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME (“SEBI (ICDR) REGULATIONS”). For further details please refer the chapter titled ‘The Issue Information’ beginning on page 259 of this Draft Prospectus.

RISKS IN RELATION TO FIRST ISSUE

This being the first public Issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10 and the Issue price of Rs. 18 per Equity Share is 1.8 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled ‘Basis for Issue Price’ beginning on page 99 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares Issued 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 Draft Prospectus. **Specific attention of the investors is invited to the section titled ‘Risk Factors’ beginning on page 17 of this Draft Prospectus.**

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to the Issuer and this Issue, which is material in the context of this Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

LISTING

The Equity Shares of our Company offered through this Draft Prospectus are proposed to be listed on the SME platform of BSE Limited (“BSE”). In terms of the Chapter XB of the SEBI (ICDR) Regulations 2009, as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in this issue document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this issue, SME Platform of the BSE Limited shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE

PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED
406-408, Keshva Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra, India
Tel: +91 22 6194 6725
Fax: +91 22 2659 8690
Website: www.pantomathgroup.com
Email: ipo@pantomathgroup.com
Investor Grievance Id: ipo@pantomathgroup.com
Contact Person: Saahil Kinkhabwala
SEBI Registration No: INM000012110



REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED
E/2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (East)
Mumbai-400072, Maharashtra, India
Tel: + 91 22 40430200
Fax: +91 22 28475207
Email: ipo@bigshareonline.com
Investor Grievance Email: investors@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Babu Raphael
SEBI Registration Number: INR000001385



ISSUE PROGRAMME

ISSUE OPENS ON [●]

ISSUE CLOSES ON [●]

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States of America 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and 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.

SECTION I – GENERAL DEFINITION AND ABBREVIATION

In this Draft Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

Company Related Terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of Chemcrux Enterprises Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Bankers to the Company	Such banks which are disclosed as Bankers to the Company in the chapter titled " <i>General Information</i> " on page 60 of this Draft Prospectus.
Board of Directors/ the Board / our Board	The Board of Directors of Chemcrux Enterprises Limited, including all duly constituted Committee(s) thereof.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Alpesh Makwana
"Chemcrux Enterprises Limited" or "Chemcrux", "CEL" or "the Company", or "our Company" or "we", "us", "our", or "Issuer" or the "Issuer Company"	Unless the context otherwise requires, refers to Chemcrux Enterprises Limited, a public limited Company incorporated under the Companies Act, 1956
Director(s)	Director(s) of Chemcrux Enterprises Limited, unless otherwise specified
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of our Company of face value of Rs. 10 each fully paid up unless otherwise specified in the context thereof
Group Companies	Such Companies as are included in the chapter titled ' <i>Our Group Companies</i> ' beginning on page 178 of this Draft Prospectus
ISIN	International Securities Identification Number. In this case being INE298W01016.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Peer Reviewed Auditor	Independent Auditor having a valid Peer Reviewed Certificate in our case being Naresh & Co., Chartered Accountants
Promoter Group	Includes such persons and entities are constituting our promoter group in terms of Regulation 2(1) (zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled " <i>Our Promoter and Promoter Group</i> " beginning on page 174 of this Draft Prospectus.
"Promoter" or "our Promoter"	Promoter of our Company being Sanjaybhai Marathe and Girish Shah
Registered Office	The Registered office of our Company situated at T-7, National Plaza, R. C. Dutt Road, Vadodara- 390007, Gujarat, India.
RoC / Registrar of Companies	The Registrar of Companies, Gujarat, Ahmedabad located at ROC Bhavan ,Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat, India
Shareholders	Shareholders of our Company
"Statutory Auditor" / "Auditor"	The Statutory Auditor of our Company, being Naresh & Co., Chartered Accountants.
"you", "your" or "yours"	Prospective investors in this Issue

Issue Related Terms

Term	Description
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Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allot/ Allotment/ Allotted	Unless the context otherwise requires, issue and/ allotment of Equity Shares of our Company pursuant to the Issue to successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company through ASBA in terms of the Draft Prospectus. (All the applicants should make application through ASBA only).
Application	An indication to make an offer during the Issue Period by an Applicant pursuant to submission of an Application Form, to subscribe for or purchase our Equity Shares at Issue Price, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Collecting Intermediaries / Designated Intermediaries	<ol style="list-style-type: none"> 1. an SCSB, with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member), if any 3. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') 4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form, whether physical or electronic, in terms of which the Applicant shall make an application to subscribe to the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all Applicants to make application authorizing a SCSBs to block the application amount in the ASBA Account maintained with such SCSBs.
ASBA Account	Account maintained by an ASBA applicant with SCSBs which will be blocked by such SCSBs to the extent of the appropriate Application Amount and as defined in the Application Form.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Surat.
Banker(s) / Refund Banker to the Issue/Public Issue Banker(s)	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account and Refund Account will be opened and in this case being HDFC Bank
Basis of Allotment	The basis on which the Equity Shares will be allotted to successful applicants under the issue and which is described in the chapter titled "Issue Procedure" beginning on page 266 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link:- http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=6

Term	Description
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Accounts to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the issue is closed, following which the equity shares shall be allotted to the successful applicants in terms of this Draft Prospectus.
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
Designated Stock Exchange	SME Exchange of BSE Limited
Draft Prospectus	The Draft Prospectus dated January 12, 2017 issued in accordance with Section 26 of the Companies Act, 2013 and filed with BSE under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.

Term	Description
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.
Issue Agreement	The agreement dated January 10, 2017 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which issue closes for subscription; in this case being [●]
Issue Opening Date	The date on which issue opens for subscription; in this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The price at which Equity Shares are being issued and allotted by our Company under this Draft Prospectus being Rs. 18 per Equity Share of face value of Rs. 10 each fully paid.
Issue Proceeds	Proceeds to be raised by our Company through this Issue being Rs 240.48 lakhs, for further details please refer chapter title “ <i>Objects of the Issue</i> ” beginning on page 93 of this Draft Prospectus.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 13,36,000 Equity Shares of face value Rs. 10 each fully paid of Chemcrux Enterprise Limited for cash at a price of Rs. 18 per Equity Share (the “ <i>Issue Price</i> ”) (including a premium of Rs. 8 per Equity Share) aggregating up to Rs.240.48 Lakhs.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited
LM / Lead Manager	The Lead Manager for the Issue being Pantomath Capital Advisors Private Limited, SEBI registered Category I Merchant Banker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The reserved portion of 72,000 Equity Shares of face value of Rs. 10 each fully paid at an Issue Price of Rs. 18 /- each to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated January 10, 2017 between our Company, Lead Manager and Market Maker.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 12,64,000 Equity Shares of face value Rs. 10/- each fully paid of Chemcrux Enterprise Limited for cash at a price of Rs. 18 /- per Equity Share (the “ <i>Issue Price</i> ”) aggregating up to Rs. 227.52 Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the official Gazette of India.
Non Institutional Investors or NIIs	All Applicants, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have apply for Equity

Term	Description
	Shares for an amount of more than Rs. 200,000 but not including NRIs other than Eligible NRIs
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in this Issue.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013 containing , <i>inter-alia</i> , the issue size, the issue opening and closing dates and other information
Public Issue Account	The Bank Account opened with the Public Issue Banker(s) to this Issue i.e. HDFC Bank under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement	An agreement entered into on January 17, 2016 between our Company, Lead Manager, Bankers and Refund Banker to the Issue and Registrar to the Issue for collection of the application amounts on the terms and condition thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009
Refund Account	Account from which Application monies to be refunded to the applicants
Refund Bank/Refund Banker	Bank which is/are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being HDFC Bank
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & https://www1.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar / Registrar to the Issue / RTI	Registrar to the Issue being Bigshare Services Private Limited having registered office at E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400072, Maharashtra, India
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular

Term	Description
	no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/RIIs	Individual applicants (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2,00,000 in this Issue.
Revision Form	The Form used by Applicants to modify the quantity of Equity Shares in any of their Application Forms or any Previous Revision Form(s)
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Self Certified Syndicate Bank or SCSB	A Bank which is registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offers services of ASBA including blocking of bank account, a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
SME Exchange	SME Platform of the BSE Limited
SME Platform of BSE	The SME Platform of BSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Underwriter (s)	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The Agreement dated January 17, 2016 entered into between the Underwriter and our Company.
Working Days	(i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a Public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical and Industry Terms

Term	Description
ACC	American Chemistry Council
APIs	Active Pharmaceutical Ingredients
ARMs	Additional Revenue Measures
ASPIRE	A scheme for Promoting Innovation and Rural Entrepreneurs
BBB	Better Business Bureaus
BRICS	Brazil, Russia, India, Indonesia, China and South Africa
BSE	Bombay Stock Exchange
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE (Bombay Stock Exchange)
CAP	Corrective Action Plan
CEPIC	European Chemical Industry Council
CGTMSE	Credit Guarantee Trust Fund for Micro and Small Enterprises

Term	Description
CLCSS	Credit Linked Capital Subsidy Scheme
CPI	Consumer Price Index
Credit Suisse	Credit Suisse Business Analytics India
CSO	Central Statistics Office
DCPC	Department of Chemicals & Petrochemicals
DPP	Defence Procurement Policy
EMDEs	Emerging Market and Developing Economies
EMEs	Emerging Market Economies
EU	European Union
FDI	Foreign Direct Investment
FICCI	Federation of Indian Chambers of Commerce & Industry
FPI	Foreign Portfolio Investment
FY	Financial Year
GCPRI	Global Chemical Production Regional Index
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
IBEF	India Brand Equity Foundation
ICC	Indian Chemical Council
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture
MAT	Minimum Alternative Tax
M-o-M	Month-On-Month
MSECDP	Micro and Small Enterprises- Cluster Development Programme
MSMEs	Micro, Small and Medium Enterprises
MUDRA	Micro Units Development & Refinance Agency Ltd.
MYEA	Mid-Year Economic Analysis
NITI	National Institution for Transforming India
NMP	National Manufacturing Policy
OECD	Organisation for Economic Co-operation and Development
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation
PC	Pay Commission
PCPIR	Petroleum, Chemicals and Petrochemicals Investment Regions
PMEGP	Prime Minister's Employment Generation Programme
PMMY	Pradhan Mantri MUDRA Yojana
PPP	Purchasing Power Parity
R&D	Research & Development
RIRI	Rational Investor Ratings Index
SED	Strategic Engineering Division
SEZ	Special Economic Zone

Conventional and General Terms / Abbreviations

Term	Description
A.Y./AY	Assessment Year
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AoA	Articles of Association

Term	Description
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as - Category III foreign portfolio investors under the SEBI FPI Regulations
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Cm	centimetre
CMD	Chairman and Managing Director
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
CS	Company Secretary
CST	Central Sales Tax
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
F.Y./FY	Financial Year
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.

Term	Description
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FIs	Financial Institutions
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
Ft	Foot
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
I. T. Act	The Income Tax Act, 1961, as amended.
ICAI	Institute of Chartered Accountants of India
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations/Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
INR	Indian National Rupee
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page of this Draft Prospectus
KVA	Kilovolt-ampere
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
LM	Lead Manager
Ltd.	Limited
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non Banking Finance Company
Net Worth	The aggregate of the paid up share capital, share premium account, and

Term	Description
	reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NI Act	Negotiable Instruments Act, 1881
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident (External) Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt.	Private
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Sec	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise

Term	Description
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	SME Platform of BSE Limited
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TNW	Total Net Worth
TRS	Transaction Registration Slip
U.S. GAAP	Generally accepted accounting principles in the United States of America
u/s	Under Section
UIN	Unique Identification Number
UOI	Union of India
US/ U.S. / USA/United States	United States of America
USD or US\$ or \$	United States Dollar, the official currency of the United States of America
UV	Ultraviolet
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
WDV	Written Down Value
WTD	Whole-time Director
YoY	Year over year

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 309 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled “*Financial Statements*” beginning on page 181 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the section titled “*Risk Factors*” beginning on page 17 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 102 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 221 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page 181 this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on April 1 of each year and ends on March 31 of the next year. All references to a particular fiscal year are to the 12 month period ended March 31st of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page 181 of this Draft Prospectus.

CURRENCY OF PRESENTATION

In this Draft Prospectus, references to “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion / bn./ Billions’ means ‘one hundred crores’.

INDUSTRY AND MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Draft Prospectus have been obtained from publically available information, Industry Sources and Government Publications.

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified by the Lead Managers or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors*” on page 17 of this Draft Prospectus. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENT

This Draft Prospectus contains certain “forward-looking statements”. These forward looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in the Industry which we operate;
- Factors affecting the Industry in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Changes in government policies and regulatory actions that apply to or affect our business.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 17 and 221 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Prospectus. Neither we, our Directors, Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

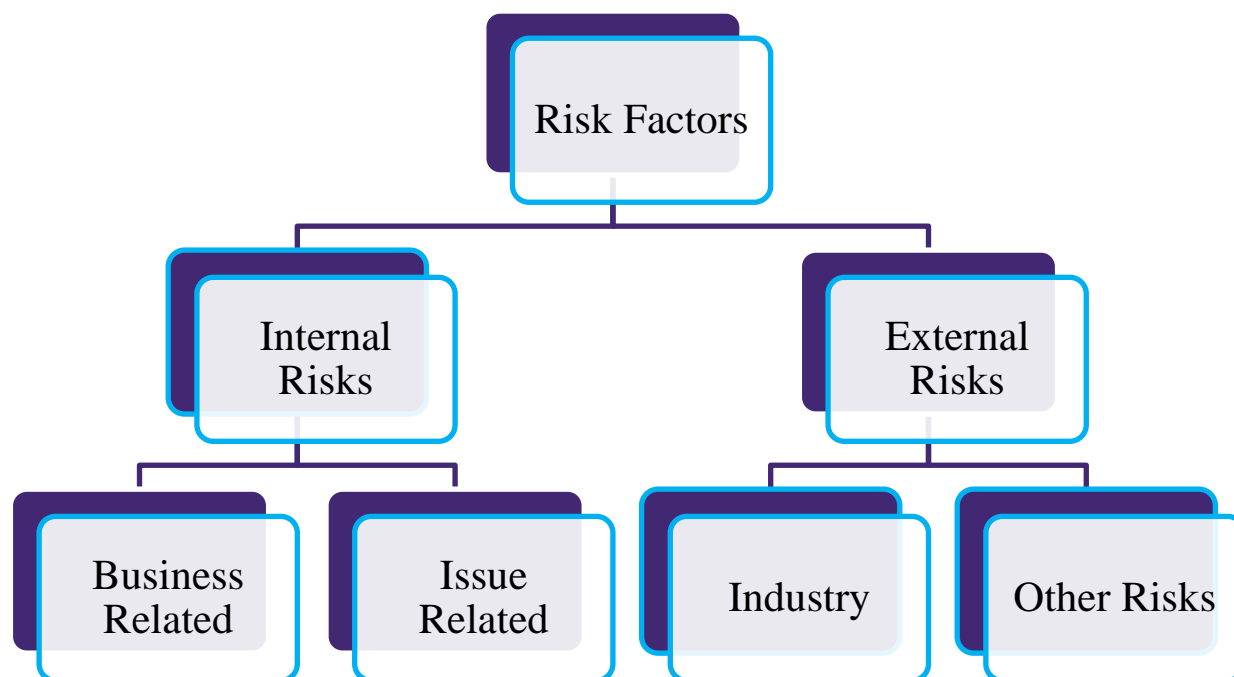
To obtain a better understanding, you should read this section in conjunction with the chapters titled “*Our Business*” beginning on page 133, “*Our Industry*” beginning on page 105 and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 221 respectively, of this Draft Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “*Definitions and Abbreviation*” beginning on page 3 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



Internal Risks

Business Related

- Our Company and Director received certain Income Tax Notices which are currently pending. Any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations.*

Department of Income Tax, has issued notice to our Company for Assessment Year 2009-10 wherein they have raised certain demand from our Company on account of tax liability. Additionally, Commercial Tax Officer have raised certain demands for Assessment Year 2006-07 and 2007-08 which are currently pending. Any adverse decision in said case, may impact financials of our Company. Further, Website of Income Tax Department, displays that certain demand is outstanding against Director (Mr. Bhanubhai Vashrambhai Pate l) for assessment year 2011-12 and 2015-16. Also, website of Income Tax Department displays that demands have not been determined against Company/Directors/Promoters of our Company for certain years (against Company for Assement Years 2007-08, 2008-09 and 2016-17, against Girishkumar Champaklal Shah, Neela Sanjay Marathe and Sanjaybhai Yashwantrao Marathe for assessment Year 2008-09, against Bhanubhai Vashrambhai Patel for Assessment Year 2007-08, 2008-09 and Sidhdhi Girish Shah for assessment year 2008-09, 2016-17), in case demand is determined against our Company/Directors/Promoters, same may adversely affect business of our Company.

Further, our Company has not made declaration of undisclosed income under Section 183 of the Finance Act, 2016 read with Income Declaration Scheme, 2016 and the Income Declaration Scheme Rules, 2016. In case any adverse action is taken against the Company due to said non declaration, same may adversely affect our Company.

A brief summary of present matters pending is provided below. For further details in relation to legal proceedings involving our Company, Promoters, Directors, please see the chapter titled “Outstanding Litigation and Material Developments” on page 232 of this Draft Prospectus.

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI	Aggregate amount involved (Rs. In

						Act, 1881	lakhs)
Company							
By the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	3	Nil	Nil	Nil	33.30
Promoters							
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies: As on date of this Draft Prospectus, our Company does not have any Group Company.							
Directors other than promoters							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	2*	Nil	Nil	Nil	0.041

*amount for one out of these two litigation is not ascertainable.

Also, there is no assurance that in future, our Company, our Promoters, our Directors or Group Companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business.

- We operate our chemical business in a highly regulated sector and if we fail to comply with the regulations prescribed by the authorities of the jurisdictions in which we operate, our business, results of operations, cash flows and financial condition could be adversely affected.***

We operate in a highly regulated sector and are subject to extensive regulations and stringent registration conditions. Most of the applicable regulations are stringent and they may continue to be stricter in the future. The penalties for non-compliance with these regulations can vary from revocation or suspension of the registration to imposition of fines or confiscation. Further, we also explore opportunities and venture into new jurisdictions in which we may have limited experience and knowledge of the market. We are subject to additional risks in relation to complying with a wide variety of local laws, including restrictions on the import and export of certain chemicals. Additionally, regulatory and procedural requirements are subject to change and as a result, may, at times, be unclear or inconsistent. Consequently, there is an increased risk that we may inadvertently fail to comply with such regulations or procedures, which could lead to a variety of sanctions being imposed by the relevant authorities, as well as withholding or delay in receipt of regulatory approvals. If we fail to comply with applicable statutory, regulatory or procedural requirements for obtaining registrations in different jurisdictions, there could be a delay in the grant of registrations and consequently delay in the distribution of our products.

- The Company deals in hazardous chemicals and if the Company fails to comply with Environmental Laws and Regulations, the results of operation will be adversely affected.***

The Company is involved in manufacturing of intermediates for bulk drugs, dyes and pigments which are subject to laws and regulations related to environmental, health laws and prevailing regulations in India and abroad. Under these laws and regulations the Company is required to control its use of raw materials under specified standards and discharge of effluents which are hazardous to environment and biological lives. If the Company fails to comply with these laws and operational

regulations then it may be imposed with penalties, fines or imprisonment. As a result of the same, operations of the Company can be suspended; the manufacturing licenses/ permission granted to the Company can be withdrawn or terminated which may adversely affect the profitability of the Company.

Further in case, any new regulation is imposed in this regard, the Company may have to incur additional expenditure or be required to acquire additional equipment with such specification as may be prescribed by the concerned authorities, in order to comply with such new laws or regulation.

4. *Our factory is located at Ankleshwar, wherein Union Ministry of Environment and Forests had imposed a Moratorium in past.*

Our factory is located at Ankleshwar, Gujarat; which is considered one of the most critically polluted regions in the country. Union Ministry of Environment and Forests had imposed a moratorium in past on expansions and new projects. In case, our Company faces such moratorium in up coming years, increasing capacity and/ expansion of our existing manufacturing plant would not be possible. We may have to restrict our orders and increase our operational efficiency.

5. *Our top 5 customers constitutes more than 74.88% and 82.55% of our revenue from operations for the year ended March 31, 2016 and March 31, 2015 respectively*

Our top 5 debtors contribute more than 74.88% and 82.55% of our sales for the year ended March 31, 2016 and March 31, 2015 respectively. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business. We believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers.

6. *Our revenues are significantly dependent on sale of some of our products. Any factor adversely affecting these products will negatively impact our profitability.*

We manufacture products include Lassamide, Chloro Benzoic Acid, Nitro Benzoic Acid, Meta Nitro Benzoic Acid and other intermediates. While Lassamide is our key category of product, we continuously need to introduce new products and customer specific products and any decline in revenues from these products on account of reasons beyond our control or any other factor that negatively` affects these products will adversely affect our business, financial performance and results of operations.

7. *Our dependence on imported raw materials may affect our profitability. We are also subject to risks arising from exchange rate fluctuations.*

We meet our raw material requirements by procuring them from international markets, more specifically United States of America, European Countries and China. Our dependence on imports may adversely affect our profitability in case the trade relations of India with any of countries from where raw materials are imported get strained in future or the suppliers face any sort of problems due to internal issues of producing countries.

Also significant exchange rate fluctuations may affect our Company's business as it may alter the costs of the imports significantly. The exchange rate between the rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect the Company to the extent of cost of goods rendered in foreign currency terms. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company's profitability.

8. *Our Company has not entered into any supply agreement for the major raw materials required for manufacturing of our products and are exposed to risks relating to fluctuation in global commodity prices and shortage of raw material.*

The major raw materials used in manufacturing of our products are weak nitric acid, chloro sulphuric acid, liquor ammonia, sulphuric acid etc. We do not have any long-term supply contracts with respect to raw material used in the manufacture of our products. During the period ended March 31, 2016 and March 31, 2015, raw material imported by us was 176.04 lakhs and Rs. 208.40 lakhs constituting 23.64% and 25.11% respectively of the total raw material costs. While we are not significantly dependent on any single manufacturer of such raw material, raw material costs are dependent on global commodity prices, which are subject to fluctuation. In the event the prices of such raw materials were to rise substantially or if imports were to be restricted in any manner, we may find it difficult to find alternative suppliers for our raw materials, on terms acceptable to us, and our business, results of operations and financial condition could be adversely affected.

Our suppliers may not be able to supply to us our raw materials without interruption, or may not comply with their obligations to us under our purchase agreements, if any. We may not have adequate remedies for any breach and their failure to supply us could result in a shortage of raw materials. If one of our suppliers fails or refuses to supply us for any reason, it would take a significant amount of time and expense to identify a new supplier or manufacturer. We may not be able to obtain raw material from new suppliers on acceptable terms and at reasonable prices, or at all.

9. *We have not entered into any long-term contracts with any of our customers and typically operate on the basis of purchase orders, which could adversely impact our revenues and profitability.*

We do not have any long-term contracts with our customers and any change in the buying pattern of the customers could adversely affect the business of our Company. Although we believe that we have satisfactory business relations with our customers and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability.

10. *We require Ice as an allied raw material for manufacturing chemicals.*

We require Ice for various process. Requirement of Ice is met partly by manufacturing the same in our plant and by purchasing from other suppliers around our geographical location. Availability of Ice is a major factor, as ice is to be stored in controlled temperature. We believe we take adequate measures while purchasing Ice and follow *just in time* method. Any disruption in supply of Ice or manufacturing Ice would lead to stoppage in our process which in turn would reduce our manufacturing capacity. Our revenue from operations and cash flow would significantly affect as a result of reduction in manufacturing of our products.

11. *Our Company has made non compliances and lapsed/made delay in certain filings under various Statutory Acts applicable to it in the past years.*

Our Company has made erroneous fillings and/or lapsed/delay in certain filings under various statutory acts applicable to it in the past years. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. Although they have not been furnished with any notices by the RoC any other statutory authority with respect to this non-compliance, such non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. We have in past failed to file forms for creation/ modification/ satisfaction of charge with the Registrar. Further, we have filed the return of allotment with RoC with some errors. While this could be attributed to technical lapses and human errors, our Company has appointed a whole time Company Secretary and is in the process of setting up a system to ensure that requisite filings are done within the applicable timelines.

12. *Spent Acid Recyclers Limited ("SARL"), a Company in which Sanjaybhai Marathe, our Promoter was a Director have not made compliance filings for resignation of Director as required under the Companies Act, 1956.*

Our Promoter, Sanjaybhai Marathe was on Board of Spent Acid Recyclers Limited ("SARL") and has tendered his resignation vide hand delivery on October 10, 2010. SARL have not made the required filings with the RoC. Post implementation of Companies Act, 2013, Sanjaybhai Marathe

has filed DIR 11 for resignation with a letter of different date. Any such discrepancy may lead to penalties to our Promoter in future. Any such discrepancy may lead to penalties to our Promoter in future may also lead to disqualification of him being a Director.

13. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of the approvals have expired and application for renewal has been made few of which are currently pending and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course.

The company has also applied for renewal of certain approvals i.e. i) Application for Amendment of Provisional Consent Order bearing Consent Order No. AWH-51885, ii) Application for renewal of Registration Certificate of Establishment (under Rule 6 and 8 of Bombay Shops and Establishments Act, 1948) for Registered Office, iii) Application for renewal of License to work a factory (under Factories Act, 1948 and Rules made thereunder) for Manufacturing Unit, iv) Application made to Assistant Labour Commissioner Office, Bharuch for registration of Manufacturing Unit under Contract Labour (Regulation and Abolition) Act, 1970 which applications are currently pending. Further, company is yet to apply for renewal of Membership Certificate from Ankleshwar Cleaner Process Technology Centre Limited.

In case of delay or failure to obtain the same, it could affect our business operations. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. For more information, see chapter “Government and Other Statutory Approvals” on page 238 of this Draft Prospectus.

Also, Company has not applied for registration of any logo under trademarks nor applied for any other registration of any other intellectual property, in absence of such registration Company may not be able to protect the logo/brand names under which we are doing our business and the same may affect the business of Company.

In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. The material approvals, licences or permits required for our business include trade licence, excise and tax laws, environment laws and shops and establishment licences, as applicable. See “Government and other Statutory Approvals” on page 238 of this Draft Prospectus for further details on the required material approvals for the operation of our business.

14. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms at a future date, may have an adverse effect on our operations, profitability and growth prospects.

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

Summary of our working capital position is given below:

(Rs.in Lakhs)

Particulars	For the Year ended					Sept 30, 2016
	2012	2013	2014	2015	2016	
A. Current Assets						
a. Inventories	268.38	270.39	252.30	241.83	165.65	288.72
b. Trade Receivables	233.06	174.39	255.02	228.00	358.80	463.15
c. Cash and Cash Equivalents	44.48	19.87	8.90	60.17	37.95	43.24
d. Short Term Loans & Advances	124.00	111.18	106.60	79.21	58.68	76.75
B. Current Liabilities						
a. Short Term Borrowings	313.15	207.74	224.59	139.16	192.73	238.91
b. Trade Payables	219.14	202.11	230.85	170.84	84.82	170.99
c. Other Current Liabilities	129.30	124.09	112.73	145.55	160.84	184.53
d. Short Term Provisions	4.65	-	-	26.77	36.94	36.22
Working Capital (A-B)	20.68	202.62	187.24	291.34	371.31	269.34
Inventories as % of total current assets	40.06%	46.96%	40.43%	39.46%	26.13%	32.52%
Trade receivables as % of total current assets	34.79%	30.28%	40.86%	37.20%	56.59%	52.16%

15. We do not own the land on which our manufacturing facility is located.

We do not own the land on which our manufacturing facility is located. The manufacturing facility of our Company situated at Plot No. 4712, 4713/A, 4713/B and 4714 is taken on 99 years lease from Gujarat Industrial Development Corporation by our Company. The manufacturing facility situated at certain conditions of the lease, the lessor may terminate the lease, which could have an adverse affect on our operations and there can be no assurance that renewal of lease agreement with the GIDC will be entered into. In the event of non-renewal of lease, we may be required to shift our manufacturing facilities to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

16. All our present manufacturing facilities are geographically located in one area and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Gujarat could have material adverse effect on our business and financial condition.

All of our present manufacturing facilities are based at Ankleshwar, Gujarat. As a result, any localized social unrest, natural disaster, adverse weather conditions, earthquakes, fires, explosives, power loss, or breakdown of services and utilities in and around Gujarat could have material adverse effect on our business, financial position and results of operations. Further, any failure of our systems or any shutdown of any part of our manufacturing units, networks, operations because of operational disruptions, natural disaster or other factors, could disrupt our services and adversely affect our result of operations and financial condition.

17. Anti dumping and other duties may be applicable to us, which may adversely impact our financial condition.

Our export during the period of six months ended on September 30, 2016 amounted to Rs. 3,03,98,320 i.e. 14.58% of the total sales. The countries, to which we export our goods, may impose countervailing duty, protective duty, anti dumping duty and/ or safeguard duty in on goods exported by us. We may be required to pay additional duty on the goods exported by us, or we may not be able to export such products in future to the concerned countries and as a result, our revenue from operations, profit margins and cash flow may significantly affect.

18. Our Company is subject to stringent labour laws and other industry standards and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition and results of operations.

Our manufacturing activities require skilled/ unskilled labour. We are subject to a number of stringent labour laws that protect the interests of our workers, including legislation that stipulates rigorous procedures for dispute resolution and retrenchment of workers and imposes financial obligations on employers. While we have not experienced significant labour unrest in the past, strikes, lock-outs and other labour action, may have an impact on our operations, and if not resolved in a timely manner, could lead to disruptions in our operations. We cannot guarantee that we will not experience any strike, work stoppage or other industrial action in the future and any such event could affect our business, results of operation and financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have an effect on our business, financial condition and profitability.

19. The operations of our Company are subject to manufacturing risk and may be disrupted by failure in the facilities.

Due to the nature of its business and despite compliance with requisite safety requirements and standards, the operations of our Company are subject to operating risks associated with chemical manufacturing. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. The occurrence of any of these events could have a material adverse effect on the productivity and profitability of our Company.

Also, our manufacturing facilities are subject to operating risks, such as breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, earthquakes and other natural disasters and industrial accidents. Our manufacturing facilities are also subject to operating risk arising from compliance with the directives of relevant government authorities. The occurrence of any of these events could adversely affect our operating results.

20. Our Promoters have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoters have provided personal guarantees in relation to certain loan facilities availed of by us. Further, in the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

21. Our Company has a negative cash flow in its, operating activities, investing activities and financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

Our Company had negative cash flows in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

Amount (Rs. in Lakhs)						
Particulars	Sept 30, 2016	2016	2015	2014	2013	2012
Cash Flow from / (used in) Operating Activities	(225.65)	96.00	288.66	314.75	(329.63)	(38.86)
Cash Flow from / (used in) Investing Activities	(143.60)	107.55	(38.36)	(77.41)	(178.60)	(462.23)
Cash Flow from / (used in) Financing Activities	460.02	126.38	(249.38)	(241.82)	510.20	499.12

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

22. The Company is prone to public liability claims as it deals in hazardous products / chemical, liabilities incurred if any, as a result of an untoward event have the potential to materially impact the financial position of the Company

The company's production process involves dealing with various chemicals which are hazardous to environment. Occurrence of any accident during storage, loading, unloading, transport activity may lead to damage of assets, stock, premises and life. Such incidences may lead to unforeseen costs and the Company may have to compensate for any losses or damages suffered by third parties as a result of such incidents.

23. Our Company has availed unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on year ended on March 31, 2016, our Company has availed unsecured loans amounting to Rs. 8.32 lakhs from directors, member and others that are repayable on demand to them. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on our business, cash flows and financial condition. For further details of unsecured loans of our Company, please refer chapter titled "Financial Indebtedness" on page 229 of this Draft Prospectus

24. We have issued Equity Shares in the last twelve months, the price of which is lower than the Issue Price.

Our Company has issued 18,00,140 Equity Shares as bonus shares in the ratio of 1 shares for every 1 shares held to our shareholders during the last twelve months. For further details of Equity Shares issued, please refer to chapter titled, "Capital Structure" beginning on page 67 of this Draft Prospectus.

25. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. We have successfully executed our business strategies in the past but there can be no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

26. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further as on the date of the Draft Prospectus our Company has not received "No-Objection" certificate from our lenders to undertake this Issue. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/ permission from our lender and there can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. Further, as on the

date of Draft Prospectus, we not received a “No-Objection Certificate” from our lender. We cannot assure that such lenders will grant us the “No Objection Certificate” could lead to non compliance of the terms of loan agreements entered into by our Company with the lenders.

For further details in this regard, including approvals obtained from our lenders for this Issue, please refer chapter titled “*Financial Indebtedness*” beginning on page 229 of this Draft Prospectus.

27. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

28. Our operations may be adversely affected in case of industrial accidents at any of our production facilities

Usage of boilers, chilling plants, handling of hazardous chemical materials by labour during production process or otherwise, lifting of materials by humans, heating processes of the boilers, reactors, etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations.

29. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs.301.84 Lakhs as on September 30, 2016. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information please refer chapter titled “*Financial Indebtedness*” on page 229 of this Draft Prospectus.

30. Introduction of alternative technology in manufacturing may reduce demand for our existing products and may adversely affect our profitability and business prospects

Our competitors may decide to seek alternative technology coupled with the development of more alternatives, which may adversely affect our business and profitability if we are not able to respond to these changes. Our ability to anticipate changes in technology and to develop and introduce new and enhanced products successfully on a timely basis will be a significant factor in our ability to grow and to remain competitive. We cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance and delays in product development. Any failure on our part to forecast and / or meet the changing demands will have an adverse effect on our business, profitability and growth prospects.

31. The shortage or non-availability of power and water facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.

Power: Our manufacturing processes requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot supplemented /

augmented by alternative / independent sources of power supply since it involves significant capital expenditure and per unit cost of electricity produced is very high in view of increasing oil prices and other constraints. We are mainly dependent on State Government for meeting our electricity requirements and get power supply by M/s. Madhya Gujarat Vij Company Limited. Since we are majorly dependent on third party power supply; there may be factors beyond our control affecting the supply of power. Though, we have made arrangements by installing diesel generator for any disruption; non availability of power on regular basis shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

Water: Our manufacturing processes requires substantial amount of water, particularly for various process. Currently, our Company gets water from Local Authorities and also depends on water tankers in case of shortage. We have not made any alternate arrangements for supply of water for our manufacturing facilities. Non availability of water may expose us to risk of production stoppage which would affect our financial condition.

32. We are dependent upon the growth prospects of the bulk drugs, dyes and pigment industry.

Our Company falls in to manufacturing of high pressure oxidation, nitration, acetylation and chlorosulfonation. The Company's major selling products are products based on various derivatives i.e. lassamide, chloro benzoic acid, and nitro benzoic acid. Whose products have substantial demand from varied industries and their sub-sectors. Products which we manufacture are used generally in manufacturing intermediates for bulk drugs, dyes and pigments. We also cater to the requirements of these industries and any slowdown in the growth rate or downward trend in any of these industries directly or indirectly impact our own growth prospects and may result in decline in profits and turnover of sales.

33. Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to:

- a. Environment (Protection) Act, 1986
- b. Air (Prevention and Control of Pollution) Act, 1981
- c. Water (Prevention and Control of Pollution) Act, 1974
- d. Hazardous Waste Management & Handling Rules, 2008
- e. Other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat.

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non - compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

34. Our Company is dependent on third party transportation providers for the delivery of raw materials / finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations

Our Company uses third party transportation providers for delivery of our raw materials and finished products. Though our business has not experienced any disruptions due to transportation strikes in

the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition raw materials / finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather – related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

35. *Quality concerns could adversely impact our business.*

The business of our Company is dependent on the trust our customers have in the quality of our products. Any goods sold by us to our customers, which do not comply with the quality specifications or standards prevalent in the business or market segment, may result in customer dissatisfaction, which may have an adverse effect on our sales and profitability

36. *We have not obtained insurance policies covering all risks, specific risks like product defect/liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.*

We have obtained insurance coverage in respect of certain risks of which policies consist of a) fire policies for our units, buildings and offices, raw materials, work-in-progress and finished goods; b) Marine policy for transit of raw materials and finished products in India and Marine Export policy; c)Public Liability Insurance Policy. d) Burglary policy for our manufacturing units with respect to stocks of raw material, stock in process, semi finished goods and packing materials. While we believe that adequate insurance are maintained by our lender, insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits, losses due to terrorism, etc. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

37. *Our success depends largely upon the services of our Directors and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.*

Our Directors have built relations with clients and other persons are connected with us. Our success is substantially dependent on the expertise and services of our Directors and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

38. *Our trademark is not registered under the Trade Marks Act and our ability to use the trademark may be impaired*

Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. If our trademark is not registered it can allow any person to use a deceptively

similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

39. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 67 and 161, respectively, of this Draft Prospectus.

40. Our ability to pay dividend in future on Equity Shares will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. Any dividend paid by us in the past should not be held to be an indication of any dividends payable in future. For details of our dividend history, see “Dividend Policy” on page of this Draft Prospectus.

41. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

42. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

After completion of the Issue, our Promoters and Promoter Group will collectively own 72.93% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

43. Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 93 of this Draft Prospectus, our Company’s management will have flexibility in applying the

proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.

We intend to use Net Issue proceeds towards working capital and general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2016 – 2017 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the fresh Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. For further details on the use of the Issue Proceeds, please refer chapter titled "*Objects of the Issue*" beginning on page 93 of this Draft Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled "*Objects of the Issue*" beginning on page 93 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the utilization of the proceeds of this Issue. However in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard.

44. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

Issue Related

45. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors;
- d. Adverse media reports on Company or pertaining to the Industry in which we operate;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

46. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price

The Issue Price of our Equity Shares has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled “*Basis for Issue Price*” beginning on page 99 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance

47. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor’s demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

48. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur

49. There are restrictions on daily / weekly / monthly movements in the price of the Equity Shares, which may adversely affect a shareholder’s ability to sell, or the price at which it can sell, Equity Shares at a particular point in time

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time

External Risks

Industry Risks

50. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations

Other Risks

51. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax (“STT”) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India

52. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus

As stated in the reports of the Peer Reviewed Auditor included in this Prospectus under chapter “Financial Statements as Restated” beginning on page 99, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

53. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- excise duty on certain raw materials and components;
- central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition

54. The nationalized goods and services tax (GST) regimes proposed by the Government of India may have material impact on our operations

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations

55. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular

56. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and chemical industry contained in the Draft Prospectus

While facts and other statistics in the Draft Prospectus relating to India, the Indian economy and industry in which we operate has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Our Industry*” beginning on page 105 of the Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

57. Conditions in the Indian securities market may affect the price or liquidity of our Equity Shares

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of BSE could adversely affect the trading price of the Equity Shares

58. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Global economic, social and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices

59. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection / tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all

60. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition

61. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares

62. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares

PROMINENT NOTES

1. Public Issue of 13,36,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 18/- per Equity Share ("Issue Price") aggregating upto Rs. 240.48 Lakhs, of which 72,000 Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 12,64,000 Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net

Issue”. The Issue and the Net Issue will constitute 27.06% and 25.61%, respectively of the post Issue paid up equity share capital of the Company.

2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint / clarification / information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled “*General Information*” beginning on page of this Draft Prospectus.
3. The pre-issue net worth of our Company was Rs. 922.60 Lakhs as of September 30, 2016 and Rs. 812.79 on March 31, 2016. The book value of each Equity Share (adjusted for bonus) was Rs 25.63 as on September 30, 2016 and Rs. 22.58 as per the restated financial statements of our Company. For more information, please refer to section titled “*Financial Statements*” beginning on page 181 of this Draft Prospectus.
4. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Girish Shah	18,00,080	5.00
Sanjaybhai Marathe	18,00,080	5.00

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled “*Capital Structure*” beginning on page number 67 of this Draft Prospectus.

5. Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure XXVI “*Related Party Transactions*” under chapter titled “*Financial Statements as restated*” beginning on page 179 of this Draft Prospectus.
6. Investors may note that in case of over-subscription in the Offer, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 264 of this Draft Prospectus.
7. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Related Party Transaction*” beginning on pages 67, 174, 161 and 179 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
8. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 99 of this Draft Prospectus.
11. There are no financing arrangements whereby the Promoter Group, the Directors of our Corporate Promoter, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Prospectus with the Stock exchange.
12. Our Company was incorporated as “Chemcrux Enterprises Limited” at Vadodara, Gujarat as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 15, 1996 bearing Corporate Identification Number U01110GJ1996PLC029329 and Certificate of Commencement of Business dated August 08, 1996 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. For further details of change of name and registered office of our Company, please refer to chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 141 of this Draft Prospectus.
13. Except as stated in the chapter titled “*Risk Factors*” beginning on page 17, chapter titled “*Our Group Companies*” beginning on page 178 and chapter titled “*Related Party Transactions*” beginning on page 179 of this Draft Prospectus, our Group Companies have no business interest or other interest in our Company

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 17 and 181 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO CHEMICAL INDUSTRY

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. In Terms of volume of production, Indian chemical industry is the third largest consumer of in Asia and sixth largest in the world. Indian chemical industry could grow at 11 per cent p.a. to reach size of USD224 billion by 2017. In 2015, India chemicals industry had a market size of USD144 billion. By 2025, the Indian chemical industry is projected to reach USD403 billion.

More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under chemical sector. India accounts for approximately 16 per cent of the world production of dyestuff and dye intermediates, particularly for reactive acid and direct dyes.

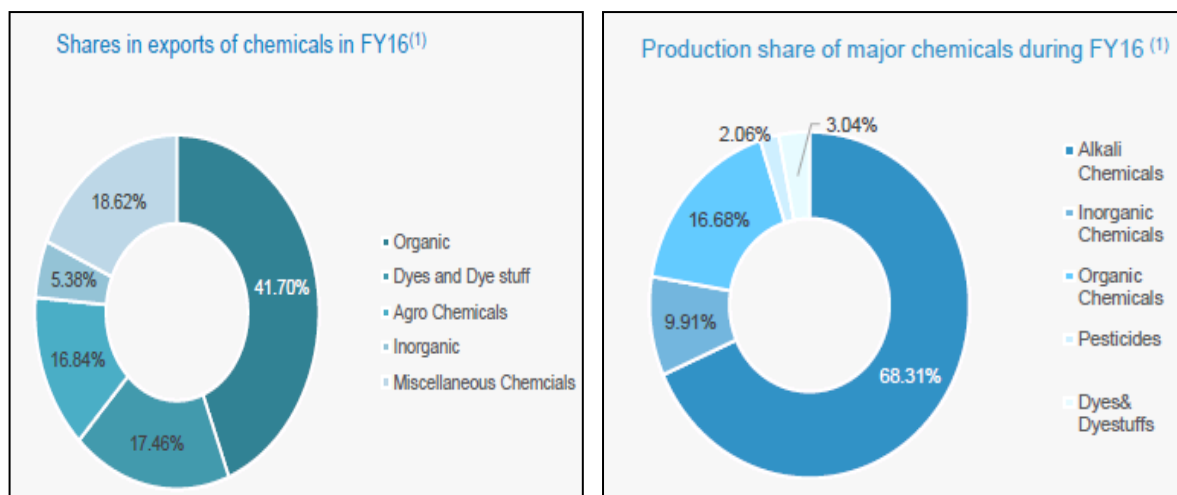
India is currently the world's third largest consumer of polymers and third largest producer of agrochemicals. India specialty chemical market is expected to reach USD70 billion by 2020. Value exports of inorganic chemicals from India is estimated at USD1.21 billion in FY16, with the organic chemical market reaching USD11.51 billion in FY16. Exports of organic chemicals from India stood at USD 4.02 billion in FY16.

The Government of India has been supportive to the sector. In 2015, DCPC has announced to design a 16 point plan framework that would encourage the domestic production of chemicals Alliances and partnerships increasing investments by foreign players in India through mergers & acquisition and joint ventures. Allowed 100 per cent FDI in the chemicals Industry.

In 2016, Partnership between Indian Chemical Council (ICC) and the Tamil Nadu Pollution Control Board (TNPCB) promoted development of chemical industry by launching "Responsible Care programme, which aims at achieving sustainable development in chemical Industry.

(Source: Chemical Report December 2016, India Brand Equity Foundation, www.ibef.org)

INDIAN CHEMICAL INDUSTRY – STATISTICAL OVERVIEW



(Source: Chemical Report December 2016, India Brand Equity Foundation, www.ibef.org)

GLOBAL ECONOMIC ENVIRONMENT

GLOBAL ECONOMIC OVERVIEW

The global macroeconomic landscape is currently charting a rough and uncertain terrain characterized by weak growth of world output. The situation has been exacerbated by; (i) declining prices of a number of commodities, with reduction in crude oil prices being the most visible of them, (ii) turbulent financial markets (more so equity markets), and (iii) volatile exchange rates. These conditions reflect extreme risk-aversion behaviour of global investors, thus putting many, and in particular, commodities exporting economies under considerable stress.

One important positive outcome in 2015 is the modest pickup in the growth of some of the advanced economies. However, growth in emerging market and developing economies declined for the fifth consecutive year. As a result, overall global economic activity remained subdued in 2015. In its latest Update of the World Economic Outlook (WEO), published on 19 January 2016, the IMF projected growth in the global economy to improve from 3.1 per cent in 2015, to 3.4 per cent in 2016 and further to 3.6 per cent in 2017. Growth in advanced economies is projected at 2.1 per cent in 2016 and to continue through 2017 at the same rate.

The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large Emerging Market and Developing economies (EMDE) are likely to continue to weigh on their growth prospects in 2016–17. Assessments indicate that mixed inflation developments in the EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year. The WEO update also indicated that India and the rest of emerging Asia are bright spots, with some other countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. World trade volume growth projections have been placed at 2.6 per cent and 3.4 per cent respectively for 2015 and 2016, which is much lower than what was estimated earlier in WEO in October 2015.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

GLOBAL OUTLOOK FOR GROWTH

One important positive outcome in 2015 was the modest pick-up in growth in some of the advanced economies. It might be recalled that after falling in 2009 due to the 2008 global financial crisis, growth in emerging and developing economies rebounded in 2010 and 2011. While advanced economies also exhibited a recovery in 2010 thanks to the large stimuli, global growth continued to be tepid relative to the average of the decade ending 2006, largely on account of the slowdown in advanced economies. Spill over effects of the crisis may have been large, prolonged and bi-directional, given that the global integration is far greater than in the prior decade. This has made the task of projecting global economic outlook arduous. This

uncertainty has led to the International Monetary Fund (IMF) revising the global growth outlook in its World Economic Outlook (WEO) four times a year since 2009.

In its latest WEO Update, published on 19 January 2016, the IMF has projected growth in the global economy to go up from 3.1 per cent in 2015 to 3.4 per cent in 2016 and further to 3.6 per cent in 2017, slightly lower than the projection published in October 2015. Growth in advanced economies is revised by 0.2 percentage points in 2016 to 2.1 per cent, to continue through 2017. Growth in the US is expected to remain resilient owing to strengthening of the housing and labour markets. Growth in the euro area is expected to increase due to stronger private consumption supported by lower oil prices and easy financial conditions is expected to outweigh the weakening in net exports. Growth in Japan is also expected to consolidate in 2016, on the back of fiscal support, lower oil prices, accommodative financial conditions, and rising incomes.

Overall global economic activity remained subdued in 2015, as growth in emerging market and developing economies (EMDE) declined for the fifth consecutive year and recovery in advanced economies was modest. This is also attributable to the changing composition of the global economy and relative point contributions to global growth. The fall in the contribution of the EMDEs is not being made good by the advanced economies. A recent feature is that the Chinese economy is gradually slowing down and is transitioning from investment demand to consumption demand and from manufacturing to services. The concern over the spill overs of subdued global growth to other economies through trade channels and weaker commodity prices is manifest in diminishing confidence and increasing volatility in financial markets. In addition, a dual monetary policy—a gradual tightening in monetary policy in the US in the backdrop of its resilient recovery and easy monetary policy in several other major advanced economies has led to continued uncertainties and poses challenges for the year ahead. In the case of EMDEs, growth remained subdued at 4 per cent in 2015, but is projected to increase to 4.3 per cent in 2016 and 4.7 per cent in 2017. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17. Assessments indicate that mixed inflation developments in EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year.

The 19 January WEO Update also indicated that India and the rest of emerging Asia are bright spots, albeit with some countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. The IMF's growth forecast for India is 7.5 per cent in 2016 and 2017 and this surpasses the projection of 6.3 per cent and 6.0 per cent respectively for China. The level of global economic activity has a significant and direct bearing on the growth prospects of the emerging economies through trade channels. As per the Update, world trade volume growth projections have been placed at 3.4 per cent and 4.1 per cent respectively for 2016 and 2017 lower by 0.7 percentage points to 0.5 percentage point respectively from WEO, October 2015. The World Bank's Report on Global Economic Prospects (January 2016) also estimated that India will grow by a robust 7.8 per cent in 2016 and 7.9 per cent in the following two years. Compared to other major developing countries, the report maintained that India is well positioned to withstand near-term headwinds and volatility in global financial markets due to reduced external vulnerabilities, a strengthening domestic business cycle, and a supportive policy environment.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

In the Advance Estimates of GDP that the Central Statistics Office (CSO) released recently, the growth rate of GDP at constant market prices is projected to increase to 7.6 per cent in 2015-16 from 7.2 per cent in 2014-15, mainly because private final consumption expenditure has accelerated. Similarly, the growth rate of GVA for 2015-16 is estimated at 7.3 per cent vis-à-vis 7.1 per cent in 2014-15. Although agriculture is likely to register low growth for the second year in a row on account of weak monsoons, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing (9.5 per cent vis-à-vis 5.5 per cent in 2014-15). Meanwhile, services continue to expand rapidly.

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.

- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) per cent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 7 3/4 percent.
- Inflation remains under control The CPI-New Series inflation has fluctuated around 5 1/2 percent, while measures of underlying trends—core inflation, rural wage growth and minimum support price increases—have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls
- Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels; foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy; net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.
- The fiscal sector registered three striking successes: on-going fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government.
- Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs.1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs). Indirect tax revenues grew by 10.7 per cent (without ARMs) and 34.2 per cent (with ARMs).
- The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent).

(Source - Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

OUTLOOK FOR GROWTH

Real GDP growth for 2015-16 is expected to be in the 7 to 7^{3/4} range, reflecting various and largely offsetting developments on the demand and supply sides of the Indian economy. Before analysing these factors, however, it is important to step back and note one important point. India's long-run potential GDP growth is substantial, about 8-10 percent. But its actual growth in the short run will also depend upon global growth and demand. After all, India's exports of manufactured goods and services now constitute about 18 percent of GDP, up from about 11 percent a decade ago.

Reflecting India's growing globalization, the correlation between India's growth rate and that of the world has risen sharply to reasonably high levels. For the period 1991-2002 this correlation was 0.2. Since then, the correlation has doubled to 0.42. In other words, a 1 percentage point decrease in the world growth rate is now associated with a 0.42 percentage point decrease in Indian growth rates.

Accordingly, if the world economy remains weak, India's growth will face considerable headwinds. For example, if the world continues to grow at close to 3 percent over the next few years rather than returning to the buoyant 4-4½ per cent recorded during 2003-2011, India's medium-term growth trajectory could well remain closer to 7-7½ per cent, notwithstanding the government's reform initiatives, rather than rise to the 8-10 per cent that its long-run potential suggests. In other words, in the current global environment, there needs to be a recalibration of growth expectations and consequently of the standards of assessment.

Turning to the outlook for 2016-17, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

- To measure the demand for India's exports, we calculate a proxy-weighted average GDP growth rate of India's export partners. The weights are the shares of partner countries in India's exports of goods and services. We find that this proxy for export demand growth declined from 3.0 percent in 2014 to 2.7 per cent in 2015, which helps explain the deceleration in India's non-oil exports, although the severity of the slowdown—in fact, a decline in export volume—went beyond adverse external developments. Current projections by the IMF indicate that trading partner growth this demand will improve marginally this year to about 2.8 percent. But the considerable downside risks suggest that it would be prudent not to count on a big contribution to GDP growth from improving export performance.
- On the domestic side, two factors could boost consumption. If and to the extent that the Seventh Pay Commission (7th PC) is implemented, increased spending from higher wages and allowances of government workers will start flowing through the economy. If, in addition, the monsoon returns to normal, agricultural incomes will improve, with attendant gains for rural consumption, which over the past two years of weak rains has remained depressed.
- Against this, the disappearance of much of last year's oil windfall would work to reduce consumption growth. Current prospects suggest that oil prices (Indian crude basket) might average US\$ 35 per barrel next fiscal year compared with US\$ 45 per barrel in 2015-16. The resulting income gain would amount roughly equivalent to 1 percentage point of GDP – an 18 per cent price decline times a share of net oil imports in GDP of 6 percent. But this would be half the size of last year's gain, so consumption growth would slow on this account next year.
- According to analysis done by Credit Suisse, (non-financial) corporate sector profitability has remained weak, falling by 1 percent in the year to December 2015. This decline reflected a sharp deterioration in the financial health of the metals—primarily steel—companies, which have now joined the ranks of companies under severe financial stress. As a result, the proportion of corporate debt owed by stressed companies, defined as those whose earnings are insufficient to cover their interest obligations, has increased to 41 percent in December 2015, compared to 35 percent in December 2014.³ In response to this stress, companies have once again been compelled to curb their capital expenditures substantially.
- Finally, the path for fiscal consolidation will determine the demand for domestic output from government. The magnitude of the drag on demand and output will be largely equal to the size of consolidation, assuming a multiplier of about 1.
- There are three significant downside risks. Turmoil in the global economy could worsen the outlook for exports and tighter financial conditions significantly. Second, if contrary to expectations oil prices rise more than anticipated, this would increase the drag from consumption, both directly, and owing to reduced prospects for monetary easing. Finally, the most serious risk is a combination of the above two factors. This could arise if oil markets are dominated by supply-related factors such as agreements to restrict output by the major producers.
- The one significant upside possibility is a good monsoon. This would increase rural consumption and, to the extent that it dampens price pressures, open up further space for monetary easing.
- Putting these factors together, we expect real GDP growth to be in the 7 to 7 ^{3/4} per cent range, with downside risks because of on-going developments in the world economy. The wider range in the forecast this time reflects the range of possibilities for exogenous developments, from a rebound in agriculture to a full-fledged international crisis; it also reflects uncertainty arising from the divergence between growth in nominal and real aggregates of economic activity.

(Source - Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining

from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16 percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

The global economy—in particular the global growth powerhouse, China—is rebalancing, leading to an increasing role for India. After the onset of the multiple crises in different parts of the world, India's contribution has become much more valuable to the global economy.

India's share in world GDP has increased from an average of 4.8 per cent during 2001-07 to 6.1 per cent during 2008-13 and further to an average of 7.0 per cent during 2014 to 2015 in current PPP terms (IMF). India's resilience and current levels of reasonably strong growth should, thus, be appreciated in the light of its increasing contribution to global growth.

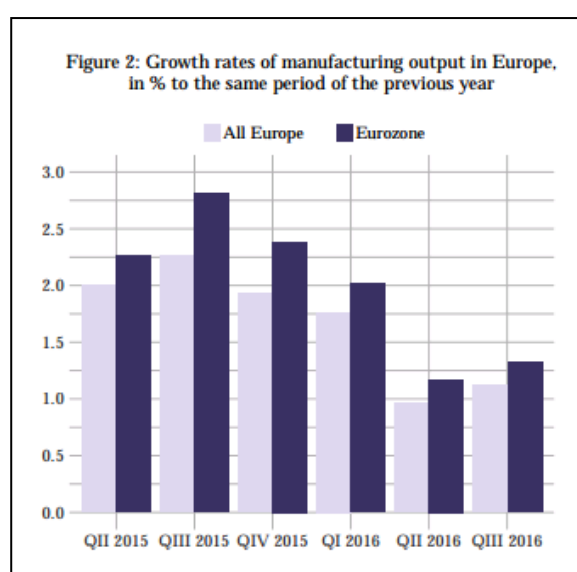
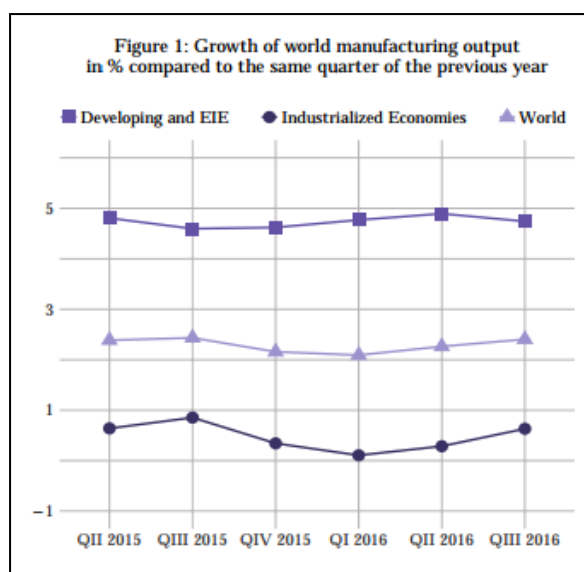
(Source - Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

GLOBAL MANUFACTURING SECTOR

World Manufacturing Growth

World manufacturing output growth remained low during the third quarter of 2016, reflecting a prolonged yet fragile recovery process in industrialized economies and weakened growth prospects in developing and emerging industrial economies. Although the world manufacturing growth trend has been relatively stable with a lower degree of volatility, there is no clear indication yet that the current period of low growth will end any time soon. On the contrary, the uncertainty accompanying the political developments in trans-Atlantic relations with a potential impact on global trade arrangements may create new risks.

World manufacturing output rose by 2.4 per cent in the third quarter of 2016 compared to the same period of the previous year. The positive trends with some improvement in growth figures since the last quarter were observed across all country groups (Figure 1), including industrialized countries and the world average.



In response to the persistently low growth in manufacturing, enterprises and policymakers have introduced some structural reforms. However, the results of these reforms are yet to be seen. Major industrialized economies with significant contributions to global manufacturing output, namely the United States, Japan and Germany, continue to record low growth rates. In China, the world's largest manufacturer, comparably lower growth rates have now become more prevalent, thus pushing the average industrial growth of emerging industrial economies downward. The manufacturing output of industrialized economies increased slightly to 0.6 per cent in the third quarter of 2016 from 0.3 per cent in the previous quarter. This rise is primarily attributable to the performance of East Asia, which registered a low, but positive growth rate at 0.8 per cent in the third quarter of 2016 following several consecutive slumps that have lasted for nearly two years. The main force driving this upturn is Japan, East Asia's major manufacturer – its manufacturing sector seems to have withstood sluggish external demand fairly well amid a soaring yen in the third quarter of this year. Production increase in Europe had a positive impact on the manufacturing growth of industrialized countries as a whole. By contrast, the growth of North America's manufacturing output slowed in the third quarter of 2016 to a negligible gain of 0.1 per cent.

The manufacturing growth rate in developing and emerging industrial economies has remained below 5.0 per cent since the beginning of 2015. Manufacturing output in these countries rose by 4.7 per cent in the third quarter of 2016. The region's growth performance varied considerably: Asian economies maintained a relatively higher growth rate, while Latin America's manufacturing output decreased. Brazil's manufacturing output fell, affecting the growth performance of the entire region. Some improvement was seen in Africa, primarily due to the strengthening of South Africa's manufacturing output. Rising growth rates were also recorded in other African countries, though data for sub-Saharan African countries is generally limited. Despite some improvements, the threat of another slowdown looms over developing economies as long as economic and political instability persists in industrialized countries. As depicted in Figure 1, the level of growth in developing economies has been consistently higher than in industrialized countries. The pace of growth exhibits similar trends in both country groups, with a slightly more positive picture for industrialized countries as their growth performance moves upward.

(Source: *World Manufacturing Production- Statistics for Quarter III, 2016*; United Nations Industrial Development Organisation - www.unido.org)

Key Findings

Global manufacturing production maintained a positive growth in nearly all industries in the third quarter of 2016. High and medium-high manufacturing industries held top positions – the manufacture of motor vehicles rose by 6.4 per cent, the production of computers, electronics and optical products grew by 4.6 per cent and the production of pharmaceutical products by 3.4 per cent. Among other fast growing industries, the

production of textiles increased by 3.1 per cent. By contrast, the largest loss was recorded by the tobacco industry, with its global production declining by 8.0 per cent.

As regards durable and capital goods, the manufacture of non-metallic mineral products, which essentially supply construction materials, registered a growth figure of 2.5 per cent worldwide. The manufacture of furniture, the production of machinery and equipment and of fabricated metal products rose at a moderate pace by 1.6 per cent, 1.4 per cent and 1.0 per cent, respectively. The pace of the growth of the global manufacturing of basic metals slowed to below 1.0 per cent, mostly due to a significant slowdown reported by China and a visibly decreased production of basic metals in the Russian Federation in the third quarter of 2016.

Global manufacturing output maintained relatively high growth rates in the production of basic consumer goods. The manufacture of food products rose by 3.3 per cent, beverages by 2.9 per cent and wearing apparel by 0.8 per cent. As regards other low-technology manufacturing sectors, the global production of wood products rose by 2.9 per cent, while the manufacturing of paper products only increased by 1.0 per cent.

As illustrated in Figure 4, the growth performance of developing and emerging industrial economies outperformed industrialized economies in all manufacturing industries, including a number of high-technology industries. Disaggregated data by industrialized economies indicate that the performance of industrialized countries was evenly split among all manufacturing industries according to technological intensity. The fastest growing industry in both country groups was the automotive industry, reflecting strong growth of automobile production in China as well as in European countries.

(Source: World Manufacturing Production- Statistics for Quarter III, 2016; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR IN INDIA

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy.

India's ranking among the world's 10 largest manufacturing countries has improved by three places to sixth position in 2015[#].

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 per cent of Gross Domestic Product (GDP) by 2025, from 16 per cent currently.

Market Size

India's manufacturing sector has the potential to touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

In a major boost to the 'Make in India' initiative, the Make in India week which was held in Mumbai between February 13 and 18, 2016, received an overwhelming response from investors. The fair had closed with INR 15.2 trillion (US\$ 225.32 billion) in investment commitments.

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

In September 2016, Foreign Direct Investment (FDI) in electronic manufacturing has reached an all-time high of Rs 123,000 crore (US\$ 18.36 billion) in 2016, from Rs 11,000 crore (US\$ 1.65 billion) in 2014; on the back of enabling policies of the government and its Make in India initiative.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Huawei, the China-based smartphone manufacturer, has entered into an agreement with solutions provider Flextronics Technologies (India) Private Limited, to manufacture its smartphones in India. Flextronics would start by making 3 million smart phones at its facility in Chennai and is expected to generate additional 1,500 jobs.
- Tristone Flowtech Group, the Germany-based flow technology systems specialist, has set up a new facility in Pune, which will manufacture surge tank as well as engine cooling and aircharge hose for the Indian market. The company plans to start the production at the plant in the fourth quarter of 2017.
- Tata Power has partnered with US-based Javelin Joint Venture, which is a partnership between Raytheon Company and Lockheed Martin, for its Strategic Engineering Division (SED), in order to create a strategy to co-develop and produce the Javelin missile system and integrate platform mounts to meet Indian requirements.
- LeEco, a Chinese technology company, has entered into a partnership with Compal Technologies and invested US\$ 7 million to set up manufacturing facility at Greater Noida in order to start manufacturing Le2 smartphones in India.
- Zopo Mobile, a China-based smartphone manufacturer, plans to invest Rs 100 crore (US\$ 15 million) to set up a manufacturing plant in Noida by the end of 2016, which will have a monthly production capacity of 100,000 units.
- Honda Motorcycle & Scooter India plans to invest around Rs 600 crore (US\$ 88.94 million) to add a new line at its Narsapura facility at Karnataka, and launch at least 10-15 products during FY 2016-17 in the country.
- Force Motors, a utility and commercial vehicles manufacturer, inaugurated its Rs 100 crore (US\$ 14.82 million) manufacturing facility in Pune, which will supply engines and axles to the Germany-based automobile manufacturer Mercedes-Benz.
- Boeing Company, an American plane maker, and Tata Advanced Systems Ltd (TASL), a fully owned subsidiary of Tata Sons, have entered into a joint venture to set up a new facility in Hyderabad to manufacture Boeing AH-64 Apache helicopter fuselages.
- Panasonic Corporation plans to set up a new manufacturing plant for refrigerators in India with an investment of Rs 250 crore (US\$ 37 million), and also invest around Rs 20 crore (US\$ 3 million) on an assembly unit for lithium ion batteries at its existing facility in Jhajjar in the next 8-10 months.
- Vital Paper Products, one of the major supply chain players in the paper and paper products industry, plans to set up a packaging product unit in the Special Economic Zone (SEZ) of Sri City, Andhra Pradesh, at an investment of Rs 60 crore (US\$ 8.89 million), which will be operational from April 2017.
- Isuzu Motors, the Japan-based utility vehicle manufacturer, has inaugurated its greenfield manufacturing unit in Sri City, Andhra Pradesh, which was set up for Rs 3,000 crore (US\$ 444.72 million), with an annual production capacity of 50,000 units and is estimated to generate around 2,000-3,000 jobs.
- Airbus has procured more than US\$ 500 million worth of supplies from India in 2015, registering a growth of 15 per cent annually and has targeted a cumulative procurement of more than US\$ 2 billion over a period of five years up to 2020.
- Havells India Limited, one of the top Indian consumer electrical equipment producer, plans to set up a new manufacturing unit near Bengaluru by making an investment of Rs 1,059 crore (US\$ 156.99 million), which would be its twelfth plant in India and its first outside north India.

- Global beverage company Pepsi plans to invest Rs 500 crore (US\$ 74 million) to set up another unit in Maharashtra to make mango, pomegranate and orange-based citrus juices, while biotechnology giant Monsanto plans to set up a seed plant in Buldhana district of Maharashtra.
- Hindustan Coca-Cola Beverages plans to set up a bottling plant with an investment of Rs 750 crore (US\$ 111.2 million) in phases at the first industrial area being developed by Government of Madhya Pradesh under the public private partnership in Babai village of Hoshangabad, Bhopal.
- Canada's Magna International Incorporated has started production at two facilities in Gujarat's Sanand, which will supply auto parts to Ford Motor Co in India and will employ around 600 people at both units.

Government Initiatives

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, pitched India as a manufacturing destination at the World International Fair in Germany's Hannover in 2015. Mr Modi showcased India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- The National Institution for Transforming India (NITI Aayog), after its recent push for Rs 6,000 crore (US\$ 889 million) textile sector package, aims to persuade the Government for similar support in the manufacturing sectors with large-scale employment generation opportunities, such as electrical and electronics engineering, footwear and light manufacturing segments, which also have export potential.
- The Ministry of Labour and Employment plans to relax compliance measures for MSMEs by exempting them from inspections related to key labour laws in order to encourage entrepreneurs to help promote manufacturing in India.
- The Government of India plans to give a big boost to local manufacturing by introducing the new 'Make in India green channel', which will reduce the time taken for cargo clearance at ports from about a week to a few hours without any upfront payment of duties.
- Gujarat government is planning to set up an electronics products manufacturing hub in the state, through its newly announced Electronics Policy 2016, which will generate about 500,000 jobs in the electronics sector in the next five years.
- The Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up centre and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.
- The Government of India plans to implement a new Defence Procurement Policy (DPP) by April, 2016 under which priority will be given to the indigenously made defence products and 25 per cent share of defence production will be open to private firms.
- The Government plans to organise a 'Make in India week' in Mumbai between February 13-18, 2016 to boost the 'Make in India' initiative and expects 1,000 companies from 10 key sectors to participate in the exhibition of innovative products and processes, a hackathon and sessions on urban planning, among other events.
- NITI Aayog plans to release a blueprint for various technological interventions which need to be incorporated by the Indian manufacturing economy, with a view to have a sustainable edge over competing neighbours like Bangladesh and Vietnam over the long term.
- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).

- The Government of India has asked New Delhi's envoys in over 160 countries to focus on economic diplomacy to help government attract investment and transform the 'Make in India' campaign a success to boost growth during the annual heads of mission's conference. Prime Minister, Mr Modi has also utilised the opportunity to brief New Delhi's envoys about the Government's Foreign Policy priority and immediate focus on restoring confidence of foreign investors and augmenting foreign capital inflow to increase growth in manufacturing sector.
- The Government of Uttar Pradesh has secured investment deals valued at Rs 5,000 crore (US\$ 741.2 million) for setting up mobile manufacturing units in the state.
- Government of India has planned to invest US\$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.
- Entrepreneurs of small-scale businesses in India will soon be able to avail loans under Pradhan Mantri MUDRA Yojana (PMMY). The three products available under the PMMY include: Shishu - covering loans up to Rs 50,000 (US\$ 735), Kishor - covering loans between Rs 50,000 (US\$ 735) to Rs 0.5 million (US\$ 7,340), and Tarun - covering loans between Rs 0.5 million (US\$ 7,340) and Rs 1 million (US\$ 14,700).

Road Ahead

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1,85,000 crore (US\$ 27.42 billion) Indian capital goods business.

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US\$ 0.0149 as on September 30, 2016

References: *Media Reports, Press Releases, Press Information Bureau, McKinsey & Company*

Notes: - According to 'The Yearbook' a report by United Nations Industrial Development Organization (UNIDO)

(Source: *Manufacturing Sector in India - India Brand Equity Foundation* www.ibef.org)

GLOBAL TRENDS IN CHEMICAL INDUSTRY

The global chemicals industry has grown steadily over the past several decades. Chemical industry data cited by OECD indicate that global chemical industry output was valued at US\$ 171 billion in 1970. In 2010, industry sources valued global output at US\$ 4.12 trillion. These figures are not adjusted to account for inflation or price changes, so they do not represent the real growth of the industry. Figures B and C illustrate the nominal growth of chemical industry output over time, broken out by country or region.

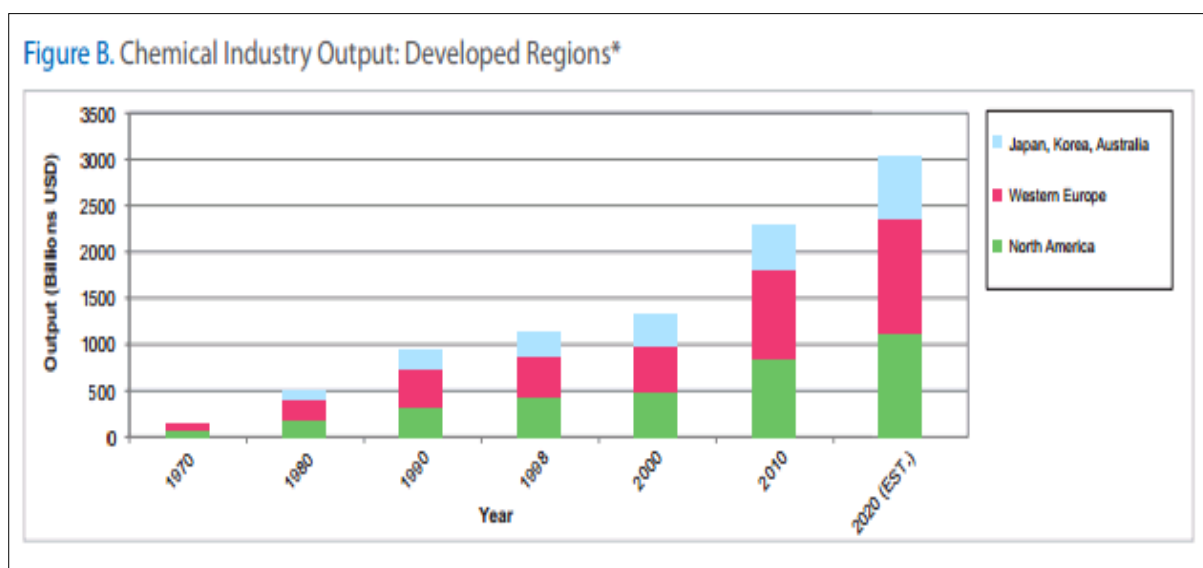
In real terms, information on growth is available through production indices calculated by the industry. In the decade 2000 to 2010, the Global Chemical Production Regional Index calculated by the American Chemistry Council shows that total production increased 54 per cent. Certain countries experienced particularly rapid growth; for example, in China, production nearly tripled over that time period. In 2010, China was the largest chemical producing country, with sales of US\$ 754 billion.

The OECD countries as a group still account for the bulk of world chemical production, but developing countries and countries with economies in transition are increasingly significant. An analysis by OECD notes that while annual global chemical sales doubled over the period 2000 to 2009, OECD's share decreased from 77 to 63 per cent and the share of the BRIICS countries (Brazil, Russia, India, Indonesia, China and South Africa) increased from 13 to 28 per cent.

Countries that accounted for a minimal percentage of global production 40 years ago have grown to become major producers. According to an analysis by the European Chemical Industry Council (CEFIC), over the period 2000 to 2010, the share of the EU chemical industry went from 29.2 per cent of total global sales to just 20.9 per cent of the total. During this same time period, China's share rose from 6.4 to 24.4 per cent. The share of other Asian countries and of Latin America also rose. These figures are all based on dollar values, not chemical production volume.

Africa's contribution to global chemical production is small, but the chemicals sector is expected to play an increasingly important role in the economies of specific African countries. For example, although small relative to the primary chemical producing nations, South Africa's chemical industry is the largest in Africa, contributing about 5 per cent of GDP and employing approximately 150,000 people. Annual production of primary and secondary process chemicals is on the order of 13 million metric tonnes, with a value of approximately US\$ 3 billion. In Northern Africa, there are strong chemicals industries in Algeria, Egypt, Libya, Morocco and Tunisia, while in West Africa, Nigeria is the primary producer and user of chemicals. Currently, petrochemical commodities, polymers and fertilizers are the main chemical products of African countries. However, greater investment in oil and gas in a number of African countries suggests increasing capacity to support production of a range of chemical products, including pharmaceuticals and specialty chemicals.

Earlier analyses emphasized a trend in which production of bulk chemicals was shifting to developing and transition economies, while OECD countries continued to lead in the higher-value chemicals such as specialty and life sciences chemicals. However, OECD's most recent analysis notes that some countries with economies in transition are moving increasingly into the markets for specialty and fine chemicals. In particular, OECD notes that companies in China, India, and the Middle East are investing in production of specialty and fine chemicals. Because these sectors are characterized by rapid innovation, this suggests that increasing numbers of new chemicals may be developed in developing and transition countries.



(Source: *Towards Sound Management of Chemicals, Global Chemicals Outlook*, www.unep.org)

INDIAN CHEMICAL INDUSTRY

Introduction

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under chemical sector. India is currently the world's third largest consumer of polymers and third largest producer of agrochemicals. India specialty chemical market is expected to reach USD 70 billion by 2020.

During FY16, organic chemicals accounted for a share of 41.84 per cent in India's total chemical exports, followed by miscellaneous chemicals which accounted for a share of 18.59%, in overall chemical exports from India. Within agrochemicals herbicide is the largest segment globally, however, consumption of insecticides in India is dominating. Growth of agro chemicals is largely driven by export demand. Organic chemicals also dominate imports, with a share of 57.26%, followed by inorganic chemicals at 26.08 per cent in FY16.

(Source: Chemical Sector Report December 2016, India Brand Equity Foundation, www.ibef.org)

MAJOR SEGMENTS OF THE INDIAN CHEMICAL INDUSTRY

Base chemicals - Petrochemicals, man-made fibres, industrial gases, fertilisers, chlor-alkali, and other organic and inorganic chemicals

Specialty chemicals - Dyes and pigments, leather chemicals, construction chemicals, personal care ingredients and other specialty chemicals

Pharmaceuticals - Active Pharmaceutical Ingredients (APIs) and formulations

Agrochemicals - Insecticides, herbicides, fungicides and other crop protection chemicals

Biotechnology - Bio-pharma, bio-agri, bio-services and bio-industrial products

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

CHARACTERISTICS OF THE INDIAN CHEMICAL INDUSTRY

- High domestic demand potential
- Focus on new segments such as specialty and knowledge chemicals
- Gujarat and Maharashtra have emerged as most favoured zones
- Fragmented Industry and Increase in focus on R&D

As on 2015, the National Chemical Policy of India which is expected to help in improving the chemical industry is in final stages and as a part of this, the Government is planning to launch Indian Bureau of Corrosion Control and setting up National Chemical Centre that could prevent losses from corrosion and act as a repository information centre for the chemical industry. Strong economic growth and rise in per-capita income has meant a steady increase in demand for chemicals. Expected to clock a growth of 10-13 per cent over the coming years. The industry has left behind a low-growth and regulated environment to emerge more mature. There is strong government support towards R&D; this would benefit the sector. In 2015, Department of Chemicals and Petrochemicals added three new chemical and petrochemical products under its supervision. In 2016, Department of Chemicals and Petrochemicals, Ministry of Chemicals & Fertilizers, Govt. of India and Federation of Indian Chambers of Commerce & Industry (FICCI) launched, 'India Chem-2016' to develop Indian Chemical and Petrochemical Industry.

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN CHEMICAL INDUSTRY

- India's construction chemical market stood at USD573.2 million in 2014, which grew to USD649.75 million in 2015
- With the construction sector expected to pace ahead due to strong economic growth, the fundamentals for construction chemicals are sound.
- By 2019, the construction chemicals sector is set to touch USD1146.4 million.
- India's construction chemical sector consists of a variety of products ranging from admixtures to sealants. Admixtures form the largest segment with a 42 per cent share, followed by 18 per cent share of adhesives & sealants

(Source: Chemical Sector Report December 2016, India Brand Equity Foundation, www.ibef.org)

DRIVING GROWTH IN THE CHEMICAL SECTOR

- Total chemical production in India was 4808 MT in FY15 (upto September 2014) and reached to 4863 MT in FY16 (upto September 2015). The growth of 1.1 per cent was registered from FY15 to FY16.
- Favourable demographics and strong economic growth are driving demand for chemicals.
- External demand and specialty chemicals have also contributed strongly to the growth of the industry.
- India's growing per capita consumption and demand for agriculture-related chemicals offers huge scope of growth for the sector in the future
- The R&D spending of chemical industry is estimated to increase to around USD12 billion by 2017.
- With 69 per cent share in the total production, alkali chemicals accounted for the largest share in Indian chemical industry in FY16 (upto September 2015).
- During FY16 (April to September 2015), production of alkali chemicals in India stood at 3,322 MT

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

ADVANTAGE INDIA

Robust demand

A large population, dependence on agriculture, and strong export demand are the key growth drivers for the chemicals industry. Per-capita consumption of chemicals in India is lower relative to Western peers and there exists a large latent demand. .

Attractive Opportunities

Polymers and agrochemicals industries in India present immense growth opportunities. In FY15, India's construction chemical market was valued at USD589.58 million, thereby representing ample growth opportunity in chemical sector. In 2015, India's Plastic & Polymer market stood at USD 22 billion, thus generating more opportunities.

Increasing Opportunities

Lured by the size and returns of the Indian market, foreign firms have strengthened their presence in India. From April 2000 to March 2016, total FDI inflows into the Indian chemical industry (excluding fertilisers) were USD11.90 billion.

Policy support

In 2015, CII launched second phase of "Chemistry Everywhere" campaign to boost the growth of chemical industry in India. 100 Percent FDI is permissible in the Indian chemicals sector ,manufacturing of most chemical products is die licensed. Setting up of PCPIRs

(Source: Chemical Report December 2016, India Brand Equity Foundation, www.ibef.org)

SUMMARY OF BUSINESS

OVERVIEW

Our Company was originally incorporated on April 15, 1996 under the name and style 'Chemcrux Enterprises Limited', under the provisions of the Companies Act, 1956 with Registrar of Companies, Gujarat Dadra and Nagar Haveli vide certificate of incorporation bearing registration number 4-29329 of 1996-97 at Vadodara, Gujarat. We took over the business of M/s. Chemcrux, a partnership firm in December, 1999, which was formed in the year 1981 with three partners.

Our Company is an ISO 9001:2008 and ISO 14001:2004 certified company and is engaged in High Pressure Oxidation, Chlorosulfonation, Nitration and Acetylation for manufacturing of intermediates for bulk drugs, dyes and pigments.

Our promoters Girish Shah and Sanjaybhai Marathe, have an experience of more than 30 years in chemical industry. Our promoters ran business in the name of 'Chemcrux' since 1981 by our promoters as a partnership concern at Gujarat. It has fully equipped chemical testing laboratory and treatment plant for effluent liquids and gases. The unit has also been honoured with safety awards.

We export our products to Europe, Egypt and United States of America. The total direct exports constituted more than 20% of gross sales during FY 2016, FY 2015 and FY 2014 respectively.

We also undertake customer specific processing activities and also manufacture products as per customer requirements.

Our registered office is situated at T-7, National Plaza, R. C Dutt Road, Vadodara -390007, Gujarat, India and our manufacturing facility is situated at 4712-14, GIDC, Road South-10, Ankleshwar-393002, Gujarat, India.

OUR PRODUCTS

We have product portfolio of intermediates for bulk drugs, API, dyes and pigments industries. Our Company's major selling products are Lassamide, various Chloro Benzoic Acids, and Nitro Benzoic Acids. Key Categories of products manufactured by our Company are as follows:

Our product basket contains:-

Sr. No.	Product name	Synonyms
1.	2 Chloro Benzoic Acid	Ortho Chloro Benzoic Acid
2.	3 Chloro Benzoic Acid	Meta Chloro Benzoic Acid
3.	4 Chloro Benzoic Acid	Para Chloro Benzoic Acid
4.	4 Nitro Benzoic Acid	Para Nitro Benzoic Acid
5.	2,4 Dichloro Benzoic Acid	2,4-Dichlorobenzene Carboxylic Acid
6.	4 Chloro 3 Nitro Benzoic Acid	3-nitro-4-chloro Benzoic Acid
7.	2 Chloro 5 Nitro Benzoic Acid	-
8.	3 Nitro Benzoic Acid	3-Nitro Benzoic Acid
9.	Lassamide	2,4-dichloro-5 sulfomoyl benzoic acid
10.	Aceturic Acid	N-Acetyl Glycine
11.	3,4 Dichloro Benzoic Acid	3,4-dichlorobenzene Carboxylic Acid
12.	4-chloro Benzoic Acid-3-Sulfonamide	4-chloro-3-sulfomoyl Benzoic Acid

Besides the above mentioned, we also cater to the products as per customer requirements & also under confidentiality agreements.

OUR COMPETITIVE STRENGTHS

Cordial relation with clients and suppliers

We constantly try to address customer needs by supplying products to customers as per their quality standards. This also helps us in getting repeated business orders from our customers. We develop new products based on requirements of our clients & also improvise our product quality to attain customer satisfaction.

Quality of Product

Quality Control Department (“QCD”) is responsible for maintaining quality standards as per Quality Management System. QCD department controls quality of finished product, raw materials, in-process quality checks & effluents. All products are released/ dispatched after approval completion of testing from QC. Our quality control laboratory is equipped with HPLC, TLC, K.F. & other required equipment. Our Company has been granted ISO 9001:2008 and 14001:2004 for its quality management systems.

Experienced Management and Employee Base

Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of speciality chemicals and pharma intermediates including production, research & development, marketing and finance. Girish Shah, Promoter, Chairman & Whole Time Director of our Company, is a chemical engineer from The Maharaja Sayajirao University of Vadodara and also holds post-graduation in Industrial Management from Indian Institute of Science, Bangalore. He has an experience of more than 30 years in chemical industry. Sanjaybhai Marathe, Promoter and Managing Director of our company, is a chemical engineer from The Maharaja Sayajirao University of Vadodara and has an experience of about more than 30 years in chemical industry.

BUSINESS STRATEGY

Capacity expansion and Product Development for Customised Product

We focus on a value addition strategy coupled with a volume driven approach, which enables margin enhancement along with revenue growth. We intend to continue to enhance scale in existing products and introduce new products to capitalize on the opportunity to cater rising acceptance and demand of new products. We also intend to improvise technical processes for better efficiencies. Our diversification into Customised product is in furtherance of our strategy of increasing our market share in the Intermediates for bulk drugs industry.

Reduction of Greenhouse Gases

We are already experiencing the effects of climate change. Temperatures are rising, snow and rainfall patterns are shifting, and more extreme climate events—like heavy rainstorms and record high temperatures are already taking place. These changes are linked to the climbing levels of carbon dioxide and other greenhouse gases in our atmosphere, caused by human activities such as burning fossil fuels for energy.

By making efforts for reducing greenhouse gases, our Company can contribute to save the Environment. We can also absorb financial benefits arising out of sale of carbon credit which will generate revenue for the company in addition to the revenue of existing business.

Increase in Export Sales

Company is presently dealing in chemicals and currently export to United States of America, Egypt and European countries. Our export sale contribute 23.64% of our total revenue. We plan to expand our export market in countries like Japan & China.

Improving functional efficiency.

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development. Our Company is in process to expand a capacity of Chilling plant for meeting the requirement of Ice Cubes internally which will reduce the overhead costs and also ensures timely supply of the same.

Strengthening our customer base

We propose to widen our customer base by launching our various customised products. It is our long term goal to widen our portfolio of Products, considering important factors such as Market requirements, Customer requirement, etc.

SUMMARY OF FINANCIAL STATEMENTS
Annexure I - Summary of statement of assets and liabilities, as restated:

Amount (Rs in Lakhs)

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
	EQUITY AND LIABILITIES						
1	<u>Shareholders Funds</u>						
	a. Share capital	160.01	180.01	180.01	180.01	180.01	180.01
	b. Reserves and surplus	312.72	356.23	399.63	475.81	632.78	742.59
	Total Shareholders Fund	472.73	536.24	579.64	655.82	812.79	922.60
2	<u>Non-current liabilities</u>						
	a. Long-term borrowings	98.24	119.51	97.72	105.97	75.51	112.98
	b. Deferred tax liabilities	81.50	85.64	94.08	97.07	115.22	111.50
	c. Long-term Provisions	13.13	12.06	14.87	20.39	1.83	10.13
	d. Other Long-term Liabilities	25.00	25.00	25.00	25.00	-	-
	Total Non Current Liabilities	217.87	242.21	231.67	248.43	192.56	234.61
3	<u>Current liabilities</u>						
	a. Short-term borrowings	313.15	207.74	224.59	139.16	192.73	238.91
	b. Trade payables	219.14	202.11	230.85	170.84	84.82	170.99
	c. Other current liabilities	129.30	124.09	112.73	145.55	160.84	184.53
	d. Short-term provisions	4.65	-	-	26.77	36.94	36.22
	Total Current Liabilities	666.24	533.94	568.17	482.32	475.33	630.65
	TOTAL (1+2+3)	1,356.84	1,312.39	1,379.48	1,386.57	1,480.68	1,787.86
	ASSETS						
4	<u>Non-current assets</u>						
	a. Fixed assets						
	i. Tangible assets	854.95	908.62	1,040.72	1,110.90	1,203.01	1,280.48
	Less: Accumulated Depreciation	(252.22)	(296.33)	(346.33)	(404.18)	(448.87)	(475.43)
	ii. Intangible Assets	-	-	-	-	-	-
	iii. Intangible Assets under development	-	-	-	-	-	-
	iv. Capital Work in Progress	36.38	53.75	-	-	-	-
	Net Block	639.11	666.04	694.39	706.72	754.14	805.05
	b. Non Current Investments	4.67	4.67	4.67	4.67	4.67	4.67
	c. Long-term loans and advances	43.14	65.85	56.35	62.27	87.83	90.27
	d. Other Non Current Assets	-	-	-	-	-	-
	Total Non Current Asset	686.92	736.56	755.41	773.66	846.64	899.99
5	<u>Current assets</u>						
	a. Current Investments	-	-	-	-	-	-
	b. Inventories	268.38	270.39	252.30	241.83	165.65	288.72
	c. Trade receivables	233.06	174.39	255.02	228.00	358.80	463.15
	d. Cash and Bank Balances	44.48	19.87	8.90	60.17	37.95	43.24

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
	e. Short-term loans and advances	124.00	111.18	106.60	79.21	58.68	76.75
	f. Other Current Assets	-	-	1.25	3.70	12.96	16.01
	Total Current Assets	669.92	575.83	624.07	612.91	634.04	887.87
	Total	1356.84	1,312.39	1,379.48	1,386.57	1,480.68	1,787.86

Annexure II - Summary of Statement of Profits and Loss, as restated:

(Rs. In Lakhs)

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
A	Revenue from operations	1,756.59	1,782.99	1,561.30	1,959.88	2,011.59	1,361.57
	Other income	13.07	29.20	3.47	6.00	11.99	21.46
	Total Revenue	1,769.66	1,812.19	1,564.77	1,965.88	2,023.58	1,383.03
B	Expenses:						
	Cost of materials consumed & purchase of stock in trade	1,051.95	959.12	552.03	835.68	717.38	614.64
	Purchase of Raw Material (Stock-in-Trade)	-	-	-	-	-	-
	Changes in inventories	(82.97)	(38.36)	23.07	11.00	94.31	(63.94)
	Employee benefits expense	151.07	176.67	188.73	222.18	252.46	142.12
	Finance costs	51.41	43.37	44.69	42.43	28.40	20.97
	Depreciation and amortization expense	42.52	44.30	50.00	54.90	50.00	26.56
	Other expenses	454.90	565.29	642.20	669.99	634.34	481.49
	Total expenses	1,668.88	1,750.39	1,500.72	1,836.18	1,776.89	1,221.84
	Restated Profit before Exceptional items	100.78	61.80	64.05	129.70	246.69	161.19
C	Exceptional Items	-	-	-	-	-	-
D	Extraordinary Items	-	-	-	-	-	-
	Profit before tax as restated	100.78	61.80	64.05	129.70	246.69	161.19
E	Tax expense:						
	(1) Current tax	19.21	15.09	11.44	42.94	66.14	55.10
	(2) Deferred tax	12.18	4.15	8.44	2.98	18.16	(3.72)
	(3) MAT credit entitlement	0.95	(0.95)	0.77	(0.77)	-	-
F	Profit (Loss) for the period	68.44	43.51	43.40	84.55	162.39	109.81
G	Earnings per equity share:						
	Before Bonus Shares	4.28	2.72	2.41	4.70	9.02	6.10
	After Bonus Shares Diluted	2.01	1.28	1.21	2.35	4.51	3.05

Annexure III - Statement of Cash Flows, as restated for the period / year ended:

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
A. Cash flow from Operating Activities												
Net Profit Before Taxation		100.78		61.80		64.05		129.70		246.69		161.19
Adjustments for :												
Depreciation & Amortisation Exp.	42.52	-	44.30	-	50.00	-	54.90	-	50.00	-	26.56	-
Loss (Profit) on Sale of Assets	-	-	-	-	-	-	-	-	1.85	-	-	-
Dividend Income	(0.00)	-	-	-	-	-	-	-	-	-	-	-
Extraordinary Items	-	-	-	-	-	-	-	-	-	-	-	-
Interest Income	(3.17)	-	(4.28)	-	(3.10)	-	(3.75)	-	(6.58)	-	(3.21)	-
Preliminary Expenses Written off	-	-	-	-	-	-	-	-	-	-	-	-
Finance Cost	51.41	90.76	43.37	83.38	44.69	91.58	42.43	93.58	28.40	73.68	20.97	44.32
Operating Profit before working capital changes	-	191.53	-	145.19	-	155.63	-	223.28	-	320.36	-	205.50
Changes in Working Capital												
Trade receivable	44.56	-	58.67	-	(80.63)	-	27.02	-	(130.80)	-	(104.35)	-
Other Loans and advances receivable	(29.98)	-	13.94	-	11.39	-	22.63	-	6.01	-	(18.07)	-
Other Current Assets	7.12	-	-	-	(1.25)	-	(2.45)	-	(9.26)	-	(3.05)	-
Inventories	(88.43)	-	(2.00)	-	18.09	-	10.46	-	76.19	-	(123.08)	-
Trade Payables	(94.79)	-	(17.03)	-	28.74	-	(60.00)	-	(86.02)	-	86.17	-
Other Current Liabilities	44.47	-	(5.21)	-	(11.36)	-	32.82	-	15.29	-	23.69	-

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
Short Term Borrowings	120.53	-	(105.42)	-	16.86	-	(85.44)	-	53.58	-	46.17	-
Short term Provisions	-	-	-	-	-	-	-	-	-	-	-	-
	-	3.47	-	(57.05)	-	(18.15)	-	(54.96)	-	(75.02)	-	(92.52)
Net Cash Flow from Operation	-	195.01	-	88.14	-	137.47	-	168.32	-	245.34	-	112.98
Less : Income Tax paid	-	26.85	-	15.27	-	19.02	-	16.05	-	43.30	-	55.82
Net Cash Flow from Operating Activities (A)	-	168.16	-	72.87	-	118.45	-	152.28	-	202.04	-	57.16
<u>Cash flow from investing Activities</u>												
Purchase of Fixed Assets (Net)	(55.15)	-	(17.25)	-	(78.35)	-	(70.18)	-	(100.92)	-	(77.47)	-
Increase in Capital Work In Progress	(22.71)	-	(53.97)	-	-	-	-	-	-	-	-	-
Sale of Fixed Assets	-	-	-	-	-	-	-	-	3.50	-	-	-
Purchase of Investment	-	-	-	-	-	-	-	-	-	-	-	-
Sale / Redemption of Investment	-	-	-	-	-	-	-	-	-	-	-	-
Movement in Loan & Advances	(6.80)	-	(22.72)	-	9.51	-	(5.92)	-	(25.56)	-	(2.44)	-
Interest Income	3.17	-	4.28	-	3.10	-	3.75	-	6.58	-	3.21	-
Dividend Income	0.00	-	-	-	-	-	-	-	-	-	-	-
	-	(81.49)	-	(89.65)	-	(65.74)	-	(72.36)	-	(116.40)	-	(76.70)
Net Cash Flow from Investing Activities (B)	-	(81.49)	-	(89.65)	-	(65.74)	-	(72.36)	-	(116.40)	-	(76.70)

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
<u>Cash Flow From Financing Activities</u>												
Proceeds From Issue of shares capital	-	-	20.00	-	-	-	-	-	-	-	-	-
Increase in Share Premium	-	-	-	-	-	-	-	-	-	-	-	-
Decrease in Secured Loans	(57.29)	-	27.24	-	(0.39)	-	(3.15)	-	6.87	-	37.80	-
Increase in Other Long Liabilities	25.00	-	-	-	-	-	-	-	(25.00)	-	-	-
Increase in Long Term Provisions	7.76	-	(1.08)	-	2.81	-	5.51	-	(18.58)	-	8.30	-
Increase in Unsecured Loans	10.87	-	(5.97)	-	(21.41)	-	11.41	-	(37.34)	-	(0.30)	-
Interest Paid	(51.41)	-	(43.37)	-	(44.69)	-	(42.42)	-	(28.40)	-	(20.97)	-
Dividend paid (Including DDT)	(4.66)	(69.74)	(4.65)	(7.83)	-	(63.68)	-	(28.65)	(5.42)	(107.86)	-	24.83
Net Cash Flow from Financing Activities (C)	-	(69.74)	-	(7.83)	-	(63.68)	-	(28.65)	-	(107.86)	-	24.83
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	-	16.93	-	(24.61)	-	(10.98)	-	51.27	-	(22.22)	-	5.29
Opening Cash & Cash Equivalents	-	27.54	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95
Cash and cash equivalents at the end of the period	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95	-	43.24

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
	-	-	-	-	-	-	-	-	-	-	-	-
Cash And Cash Equivalents Comprise :	-	-	-	-	-	-	-	-	-	-	-	-
Cash	-	2.43	-	1.03	-	0.28	-	0.73	-	0.78	-	1.06
Bank Balance :	-	-	-	-	-	-	-	-	-	-	-	-
Current Account	-	22.17	-	3.84	-	1.13	-	46.84	-	1.16	-	3.29
Deposit Account	-	19.88	-	15.00	-	7.49	-	12.60	-	36.01	-	38.89
Total	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95	-	43.24

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	13,36,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. 18 per Equity Share aggregating Rs. 240.48 lakhs
Of which:	
Market Maker Reservation Portion	72,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs 18/- per Equity Share aggregating Rs.12.96 lakhs
Net Issue to the Public	12,64,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. 18 per Equity Share aggregating Rs. 227.52 lakhs
	Of which:
	6,32,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.18/- per Equity Share aggregating Rs. 113.76 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2 lakhs
	6,32,000 Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs. 18 per Equity Share aggregating Rs. 113.76 lakhs will be available for allocation to investors above Rs. 2 lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	36,00,280 Equity Shares
Equity Shares outstanding after the Issue	49,36,280 Equity Shares
Use of Proceeds	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 93 of this Draft Prospectus for information on use of Issue Proceeds

Notes

The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on October 17, 2016 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on November 17, 2016.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue, the allocation in the net Issue to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
 - i. Individual applicants other than retail individual investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage

For further details please refer to section titled “*Issue Information*” beginning on page 259 of this Draft Prospectus.

GENERAL INFORMATION

Our Company was incorporated as “Chemcrux Enterprises Limited” at Vadodara, Gujarat as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 15, 1996 bearing Corporate Identification Number U01110GJ1996PLC029329 and Certificate of Commencement of Business dated August 08, 1996 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page 156 of this Draft Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Chemcrux Enterprises Limited

T-7, National Plaza, R. C. Dutt Road,
Vadodara- 390007, Gujarat, India

Tel: +91 265 2344803

Fax: +91 265 2332910

Email: investor@chemcrux.com

Website: www.chemcrux.com

Corporate Identification Number: U01110GJ1996PLC029329

REGISTRAR OF COMPANIES

Registrar of Companies, Gujarat

ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad-380013, Gujarat, India

DESIGNATED STOCK EXCHANGE

SME Platform of BSE

P. J. Towers, Dalal Street,
Fort, Mumbai- 400001,
Maharashtra, India

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Sanjaybhai Marathe	60	01316388	A/73, Shrinathdham Society, Nr. Urmi Char Rasta, Vadodara-390007, Gujarat, India	Managing Director
2.	Girish Shah	60	00469291	Gokul 12, Parijatak Society, Tandalja Road, Vadodara- 393002, Gujarat, India	Chairman and Wholetime Director
3.	Sidhdhi Shah	56	00469138	Gokul 12, Parijatak Society, Tandalja Road, Vadodara- 393002, Gujarat, India	Non Executive Director
4.	Neela Marathe	55	00469204	A/73, Shrinathdham Society, Nr. Urmi Char Rasta, Vadodara-390007, Gujarat, India	Non Executive Director
5.	Bhanubhai Patel	65	00727280	1, Ravi Darshan Society, New Colony, GIDC, Ankleshwar-393002, Gujarat, India	Independent Director

Sr. No.	Name	Age	DIN	Address	Designation
6.	Shaileshkumar Patel	59	02826895	A/5, Shrinathdham Duplex, B/H Dinesh Mills, Vadodara- 390007, Gujarat, India	Independent Director

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 161 of this Draft Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Alpesh Makwana

Chemcrux Enterprises Limited

T-7, National Plaza, R. C. Dutt Road,

Vadodara- 390007, Gujarat, India

Tel: +91 265 2344803

Fax: +91 265 2332910

Email: companysec@chemcrux.com

Website: www.chemcrux.com

CHIEF FINANCIAL OFFICER

Premchand Tiwari

Chemcrux Enterprises Limited

T-7, National Plaza, R. C. Dutt Road,

Vadodara- 390007, Gujarat, India

Tel: +91 265 2344803

Fax: +91 265 2332910

Email: cfo@chemcrux.com

Website: www.chemcrux.com

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or unblocking of ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted, giving full details such as name, address of the applicant, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the Application Form was submitted by the Applicants.

STATUTORY AUDITOR & PEER REVIEWED AUDITOR

Naresh & Co.

City Enclave, Near Vadodara High School,

Opp. Polo Ground, Vadodara- 390001,

Gujarat, India

Tel: +91 265-2423386

Fax: +91 0265- 3013386

Email: consult@nareshandco.com

Contact Person: Harin Parikh

Firm Registration No: 106928W

Membership No: 107606

Naresh & Co., Chartered Accountants holds a peer reviewed certificate dated February 6, 2014 issued by the Institute of Chartered Accountants of India.

LEAD MANAGERS

Pantomath Capital Advisors Private Limited

406-408, Keshava Premises,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

Tel: +91 22 61946720/25

Fax: + 91 22 26598690

Email: ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Contact Person: Saahil Kinkhabwala

SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE**Bigshare Services Private Limited**

E/2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),
Mumbai-400072, Maharashtra, India

Tel: +91 22 40430200

Fax: +91 22 28475207

Investor Grievance Id: Investor@bigshareonline.com

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Vipin Gupta

SEBI Registration No: INR000001385

LEGAL ADVISOR TO THE ISSUE**M V Kini, Law Firm**

Kini House, 6/39 Jangpura-B,
New Delhi – 110014, India

Tel: +91 11 2437 1038/ 39/ 40

Fax: +91 11 2437 9484

E-mail: vidisha@mvkini.com

Contact Person: Vidisha Krishan

Website: www.mvkini.com

BANKER TO THE COMPANY

[•]

PUBLIC ISSUE BANK AND REFUND BANKER/BANKER TO THE ISSUE**HDFC Bank Limited**

HDFC Bank Ltd., FIG Ops Dept. Lodha –I, Think Techno Campus 0-3
Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai-400042

Tel: +022 30752927/28/2914

Fax: + 022 25799801

E-mail: siddharth.jadhav@hdfcbank.com, vincent.dsouza@hdfcbank.com

Contact Person: Siddharth Jadhav, Vincent Dsouza

Website: www.hdfcbank.com

SEBI Registration Number: INBI00000063

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on [http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBs-](http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBs-or-Syndicate-ASBA) or-Syndicate-ASBA. For details on Designated Branches of SCSBs collecting the ASBA Bid Form, PLEASE REFER TO THE ABOVE-MENTIONED SEBI LINK.

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE Ltd., as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

CREDIT RATING

This being an issue of Equity Shares, credit rating is not required.

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 240.48 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Pantomath Capital Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter-se allocation of responsibilities among Lead Manager is not applicable.

EXPERT OPINION

M/s. Naresh & Co. Chartered Accountants, have provided their written consent for the inclusion of the report on the restated financial statements in the form and context in which it will appear in the Draft Prospectus and Prospectus and the statement of tax benefits and to be named as an expert in relation hereto, and such consent has not been withdrawn at the time of delivery of this Draft Prospectus to Stock Exchange. Except the report of the Peer Reviewed Auditor our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated January 10, 2017 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name and Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue size Underwritten
Pantomath Capital Advisors Private Limited 406-408, Keshava Premises Co-Op Soc. Ltd., Bandra Kurla Complex, Bandra East Mumbai 400051 Tel: +91 22 61946772 Fax: + 91 22 26598690 Email: ipo@pantomathgroup.com Contact Person: Madhu Lunawat SEBI Registration Number: INM000012110	13,36,000	240.48	100%
Total	13,36,000	240.48	100%

In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

Includes 72,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated January 10, 2017, with the following Market Maker, duly registered with BSE Limited to fulfil the obligations of Market Making:

Pantomath Stock Brokers Private Limited

406-408, Keshava Premises, Behind Family Court
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051, Maharashtra, India
Tel: +91 22 61946725
Fax: +91 22 26598690
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Contact Person: Mahavir Toshniwal
SEBI Registration No.: INZ000068338

Pantomath Stock Brokers Private Limited, registered with SME segment of BSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of 18/- the minimum lot size is 8,000 Equity Shares thus minimum depth of the quote shall be Rs. 1,44,000 until the same, would be revised by BSE Ltd.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the 72,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.
7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserves the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Corporate Office from 11.00 a.m. to 5.00 p.m. on working days.

10. SME Platform of BSE will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
11. SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the issue size and as follows:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to Rs. 20 Crore	25%	24%
Rs. 20 crore to Rs. 50 crore	20%	19%
Rs. 50 to Rs. 80 crore	15%	14%
Above Rs. 80 crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/BSE from time to time.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to the Issue is set forth below:

Amount (Rs. in Lakhs except share data)

No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	60,00,000 Equity Shares of face value of Rs. 10/- each	600.00	
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	36,00,280 Equity Shares of face value of Rs. 10/- each	360.03	
C.	Present Issue in terms of this Draft Prospectus		
	Issue of 13,36,000 Equity Shares of face value Rs.10 each at a price of Rs. 18/- per Equity Share	133.60	240.48
	Consisting of :		
	Reservation for Market Maker – 72,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 18 per Equity Share	7.20	12.96
	Net Issue to the Public – 12,64,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 18/- per Equity Share	126.40	227.52
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors- 6,32,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.18/- per Equity Share aggregating Rs. 113.76 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2 lakhs	63.20	113.76
	Allocation to Other than Retail Individual Investors- 6,32,000 Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs. 18 per Equity Share aggregating Rs. 113.76 lakhs will be available for allocation to investors above Rs. 2 lakhs	63.20	113.76
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	49,36,280 Equity Shares of face value of Rs. 10 each	493.63	-
E.	Securities Premium Account		
	Before the Issue		NIL
	After the Issue		106.88

The Issue has been authorised by the Board of Directors of our Company vide a resolution passed at its meeting held on October 17, 2016 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on November 17, 2016.

The Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in authorised Share Capital:

Since the Incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders' Meeting	AGM / EGM
From	To		
Rs. 50,00,000 consisting of 5,00,000 Equity shares of Rs. 10 each.		On Incorporation	--
Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs. 10 each.	Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs. 10 each.	December 31, 1999	EGM
Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs. 10 each.	Rs. 4,00,00,000 consisting of 40,00,000 Equity Shares of Rs. 10 each.	September 30, 2016	AGM
Rs. 4,00,00,000 consisting of 40,00,000 Equity Shares of Rs. 10 each.	Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs. 10 each.	November 17, 2016	EGM

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
On Incorporation (April 15, 1996)	70	10	10	Cash	Subscription to MOA ⁽ⁱ⁾	70	700
January 01, 2000	16,00,070	10	10	Other than Cash/Cash	Further Allotment ⁽ⁱⁱ⁾	16,00,140	1,60,01,400
March 30, 2013	2,00,000	10	10	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	18,00,140	1,80,01,400
October 17, 2016	18,00,140	10	NA	Other than Cash	Bonus Issue ^(iv)	36,00,280	3,60,02,800

- (i) Initial Subscribers to Memorandum of Association subscribed 70 Equity Shares of face value of Rs. 10/- each fully paid at par on April 15, 1996 as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	Girish Shah	10
2.	Sanjaybhai Marathe	10
3.	Neela Marathe	10
4.	Sidhdhi Shah	10
5.	Jitendra Patel	10
6.	Preyasi Patel	10
7.	Jayantilal Patel	10
	Total	70

- (ii) Further Issue of 1,60,070 Equity Shares of face value of Rs. 10/- each fully paid at par on January 01, 2000 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Girish Shah*	8,00,000
2.	Sanjaybhai Marathe*	8,00,000
3.	Alkesh Shah	10
4.	Jagdish Patel	10
5.	Kiritbhai Thakkar	10
6.	L. C. Patel	10
7.	P. C. Patel	10
8.	Rashid Karbhari	10
9.	Sanjay Yashwantrao Marathe – HUF	10
	Total	16,00,070

**Equity Shares allotted to Girish Shah and Sanjaybhai Marathe pursuant to transfer of business from the partnership of our Promoters to our Company pursuant to Takeover agreement dated December 31, 1999.*

- (iii) Further Allotment of 2,00,000 Equity Shares of face value of Rs. 10/- each fully paid at par on March 30, 2013 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Girish Shah	1,00,000
2.	Sanjaybhai Marathe	1,00,000
	Total	2,00,000

- (iv) Further Allotment of 18,00,140 by the way of Bonus Issue of Equity Shares in the ratio of 1:1 of face value of Rs. 10/- each fully paid on October 17, 2016 as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Girish Shah	9,00,040
2.	Sanjaybhai Marathe	9,00,040
3.	Neela Marathe	10
4.	Sidhdhi Shah	10
5.	Girish Champaklal Shah – HUF	7
6.	Sanjay Yashwantrao Marathe – HUF	20
7.	Alkesh Shah	10
8.	Rita Parikh	1
9.	Nirman Joshi	1
10.	Shaileshkumar Patel	1
	Total	18,00,140

3. We have not issued any Equity Shares for consideration other than cash except as mentioned below:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits accrued to our Company	Allottees	No. of Shares Allotted
January 01, 2000	16,00,000	10	10	Takeover of Partnership Firm	Assets and Liabilities	Girish Shah	8,00,000
						Sanjaybhai Marathe	8,00,000
October 17, 2016	18,00,140	10	Nil	Bonus Issue of Equity Shares	Nil	Girish Shah	9,00,040
						Sanjaybhai Marathe	9,00,040
						Neela Marathe	10
						Sidhdhi Shah	10
						Girish Champaklal Shah – HUF	7
						Sanjay Yashwant Marathe – HUF	20
						Alkesh Shah	10
						Rita Parikh	1
						Nirman Joshi	1
						Shaileshkumar Patel	1

4. No Number of Equity Shares have been issued pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956
5. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. As on date of this Draft Prospectus, our company does not have any preference share capital.
7. We have not issued any shares at price below issue price within last one year from the date of this Draft Prospectus except as given below:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Allottees	No. of Shares Allotted
October 17, 2016	18,00,140	10	Nil	Bonus Issue of Equity Shares	Girish Shah	9,00,040
					Sanjaybhai Marathe	9,00,040
					Neela Marathe	10
					Sidhdhi Shah	10
					Girish Champaklal Shah – HUF	7
					Sanjay Yashwant Marathe – HUF	20
					Alkesh Shah	10
					Rita Parikh	1
					Nirman Joshi	1
					Shaileshkumar Patel	1

8. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

(i) Build-up of Promoters' shareholdings

As on the date of this Draft Prospectus, our Promoters Girish Shah and Sanjaybhai Marathe holds 36,00,160 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

a. Girish Shah

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
April 15, 1996	10	10	10	Subscription to MOA	Negligible	Negligible	1 Year	Owned funds	No
January 01, 2000	5,00,000	10	10	Further Allotment	13.89	10.13	3 Year	Shares allotted pursuant to transfer of business from the partnership in which he was the partner to the Company pursuant to Takeover agreement dated December 31, 1999.	No
	3,00,000				8.33	6.08	1 Year		
December 15, 2003	30	10	10	Transfer	Negligible	Negligible	1 Year	Owned funds	No

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
March 30, 2013	1,00,000	10	10	Further Allotment	2.78	2.03	1 Year	Owned funds	No
October 17, 2016	9,00,040	10	NA	Bonus Issue	25.00	18.23	1 Year	NA	No
Total	1,800,080				50.00	36.47			

**Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

b. SANJAYBHAI MARATHE

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
March 15, 1996	10	10	10	Subscription to MOA	Negligible	Negligible	1 Year	Owned Funds	No
January 01, 2000	5,00,000	10	10	Further Allotment	13.89	10.13	3 Year	Shares allotted pursuant to transfer of business from the partnership in which he was the partner to the Company pursuant to Takeover agreement dated December 31, 1999.	No
	3,00,000				8.33	6.08	1 Year		
December 15, 2003	30	10	10	Transfer	Negligible	Negligible	1 Year	owned funds	No
March 30, 2013	1,00,000	10	10	Further Allotment	2.78	2.03	1 Year	Rs. 5 lakhs owed funds Rs. 5 lakhs borrowed from Girish Shah	No
October 17,	9,00,040	10	NA	Bonus Issue	25.00	18.23	1 Year	NA	No

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %	Lock-in Period	Source of funds	Pledge
2016									
Total	1,800,080				50.00	36.47			

**Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

(ii) Details of Promoters' Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue capital held by our Promoter shall be considered as Promoters' Contribution ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20.26% Of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Post – issue shareholding %	Lock-in Period
Girish Shah						
January 01, 2000	5,00,000	10	10	Further Allotment	10.13	3 Year
Sanjaybhai Marathe						
January 01, 2000	5,00,000	10	10	Further Allotment	10.13	3 year
Total	10,00,000				20.26	

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI (ICDR) Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 33 of the SEBI ICDR Regulations. In connection, we confirm the following:

- The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Draft Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Prospectus at a price lower than the Issue Price;
- Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm;
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized; and
- The Equity Shares offered for Promoters' contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoters' contribution subject to lock-in.

(iii) Details of Equity Shares locked-in for one year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-Issue equity share Capital shall be locked in for a period of one year from the date of allotment of Equity Shares in this Public Issue.

(iv) Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI (ICDR) Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI (ICDR) Regulations has ended, subject to compliance with the Takeover Code, as applicable

We further confirm that our Promoter's Contribution of 20.26% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

9. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI Listing Regulations 2015:-

i. Summary of Shareholding Pattern as on date of this Draft Prospectus:

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	6	36,00,278	-	-	36,00,278	100.00	36,00,278	100.00	-	100.00	-	-	-	-	[•]
B	Public	1	2	-	-	2	0.00	2	0.00	-	0.00	-	-	-	-	[•]
C	Non	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Promoter- Non Public															
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
	Total	7	3600280	-	-	3600280	100	3600280	100	-	100	-	-	-	-	[•]

*As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.

**All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to Listing of Shares on BSE SME Platform.

I. Shareholding Pattern of Promoter and Promoter Group

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	I	II	II I	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(1)	Indian																
(a)	Individuals/Hindu undivided Family		6	36,00,278	-	-	36,00,278	100.00	36,00,278	100.00		100.00	-	-	-	-	[•]
	Girish Shah			18,00,080	-	-	18,00,080	50.00	18,00,080	49.99	-	49.99	-	-	-	-	[•]
	Sanjaybhai Marathe			18,00,080	-	-	18,00,080	50.00	18,00,080	49.99	-	49.99	-	-	-	-	[•]
	Neela Marathe			24	-	-	24	Negligible	24	Negligible	-	Negligible	-	-	-	-	[•]
	Sidhdhi Shah			40	-	-	40	Negligible	40	Negligible	-	Negligible					[•]

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	Swapnil Marathe			35	-	-	35	Negligible	35	Negligible	-	Negligible	-	-	-	-	[•]
	Payal Shah			19	-	-	19	Negligible	19	Negligible	-	Negligible	-	-	-	-	[•]
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)		6	36,00,278	-	-	36,00,278	100.00	36,00,278	100.00	-	100.00	-	-	-	-	[•]

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	[•]
	Total		6	36,00,278	-	-	36,00,278	100.00	36,00,278	100.00	-	100.00	-	-	-	-	[•]

Sr. No.	Category of Shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)																

II. Shareholding pattern of the Public shareholder

Sr. No.	Category of Shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares*		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
	I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
(1)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (B) (1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-Institutions																
(a)	Individuals																
	i. Individual shareholders holding nominal share capital up to of Rs. 2 lakhs	-	1	2	-	-	2	Negligible	2	Negligible	-	Negligible	-	-	-	-	[•]
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	[•]
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)	-	1	2	-	-	2	Negligible	2	Negligible	-	Negligible	-	-	-	-	[•]
	Total Shareholding of Public (B)= (B)(1)+(B)(2)+ (B)(3)	-	1	2	-	-	2	Negligible	2	Negligible	-	Negligible	-	-	-	-	[•]

I. Shareholding pattern of the Non Promoter- Non Public shareholder

	Category of Shareholder	P A N	No s. of sha reh old ers	No. of full y pai d up equ ity sha res hel d	No. of Par tly pai d- up equ ity sha res hel d	No. of sha res un der lyi ng De pos itor y Re cei pts	Tota l nos. sha res held	Share holdin g as a % of total no. of shares (calcul ated as per SCRR , 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shar es Und erlyi ng Outs tandi ng conv ertib le secu rities (incl udin g War rants)	Sharehol ding , as a % assuming full conversio n of convertib le securities (as a percenta ge of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbe red		Nu mb er of equ ity sha res hel d in de mat eria lize d for m
									No of Voting Rights			Tot al as a % of (A +B +C)			No. (a)	As a % of tot al Sh are s hel d (b)	No. (a)	As a % of tot al Sha res hel d (b)	
									C la ss eg : X	C la ss eg : Y	T ot al								
	I	II	III	IV	V	VI	VII = IV+ V+V I	VIII	IX				X	XI = VII + X	XII		XIII		XI V
(1)	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub total (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Category of Shareholder	P A N	No s. of sha reh old ers	No. of full y pai d up equ ity sha res hel d	No. of Par tly pai d- up equ ity sha res hel d	No. of sha res un der lyi ng De pos itor y Re cei pts	Total nos. sha res held	Share holdin g as a % of total no. of shares (calcul ated as per SCRR , 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shar es Und erlyi ng Outs tandi ng conv ertib le secu rities (inclu ding War rants)	Sharehol ding , as a % assuming full conversio n of convertib le securities (as a percenta ge of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbe red		Nu mb er of equ ity sha res hel d in de mat eria lize d for m
									No of Voting Rights			Tot al as a % of (A +B +C)			No. (a)	As a % of tot al Sh are s hel d (b)	No. (a)	As a % of tot al Sha res hel d (b)	
									C la ss eg : X	C la ss eg : Y	T o t a l								
	I	II	III	IV	V	VI	VII = IV+ V+V I	VIII	IX				X	XI = VII + X	XII		XIII		XI V
	based Employee Benefit) Regulations, 2014)																		
	Sub total (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non- Promoter Non- Public Shareholding (C) = (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

*Note: PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
As on date of this Draft Prospectus 1 equity share holds 1 vote.*

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group shall be dematerialised prior to listing of Equity shares..

10. Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1.	Girish Shah	1,800,080	50.00	1,800,080.00	36.47
2.	Sanjaybhai Marathe	1,800,080	50.00	1,800,080.00	36.47
	Sub total (A)	3,600,160	100.00	3600160	72.93
	Promoter Group				
3.	Neela Marathe	24	Negligible	24	Negligible
4.	Sidhdhi Shah	40	Negligible	40	Negligible
5.	Swapnil Marathe	35	Negligible	35	Negligible
6.	Payal Shah	19	Negligible	19	Negligible
	Sub total (B)	118	Negligible	118	Negligible
	Total (A+B)	36,00,278	100.00	36,00,278	72.94

11. The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Girish Shah	18,00,080	5.00
Sanjaybhai Marathe	18,00,080	5.00

12. No persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.

13. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Draft Prospectus are set forth below:

a. Particulars of the top ten shareholders as on the date of filing this Draft Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Girish Shah	18,00,080	50.00
2.	Sanjaybhai Marathe	18,00,080	50.00
3.	Sidhdhi Shah	40	Negligible
4.	Swapnil Marathe	35	Negligible
5.	Neela Marathe	24	Negligible
6.	Payal Shah	19	Negligible
7.	Nirman Joshi	2	Negligible
	Total	36,00,280	100.00

As on the date of this Draft Prospectus, our Company has only 7 shareholders.

b. Particulars of top ten shareholders ten days prior to the date of filing this Draft Prospectus:

Sr. No.	Name of Shareholders	Number of Equity	% of Total Paid-Up Capital
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		Shares	
1.	Girish Shah	18,00,080	50.00
2.	Sanjaybhai Marathe	18,00,080	50.00
3.	Sidhdhi Shah	40	Negligible
4.	Swapnil Marathe	35	Negligible
5.	Neela Marathe	24	Negligible
6.	Payal Shah	19	Negligible
7.	Nirman Joshi	2	Negligible
	Total	36,00,280	100.00

As at ten days prior to date of this Draft Prospectus, our Company has only 7 shareholders.

c. Particulars of the top ten shareholders two years prior to the date of filing of this Draft Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Girish Shah	900040	50.00
2.	Sanjaybhai Marathe	900040	50.00
3.	Sanjay Yashwantrao Marathe - HUF	20	Negligible
4.	Neela Marathe	10	Negligible
5.	Sidhdhi Shah	10	Negligible
6.	Alkesh Shah	10	Negligible
7.	Girish Champaklal Shah - HUF	7	Negligible
8.	Rita Parikh	1	Negligible
9.	Nirman Joshi	1	Negligible
10.	Shailesh Patel	1	Negligible
	Total	18,00,140	100.00

Our Company had only 10 shareholders two years prior to the date of this Draft Prospectus.

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
15. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the SME Platform of BSE.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion, if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
19. Except as mentioned below the members of the Promoter Group, the Promoter and directors have not purchased or sold Equity Shares during the period of six months immediately preceding the date of filing of the Draft Prospectus with the Stock Exchange. But none of the immediate relatives of

Directors have not purchase d or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Draft Prospectus with the Stock Exchange.

Date of Allotment /transfer	No. of Equity Shares allotted/transferred	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of transaction	Name of Allottees/ transferees
December 12, 2016	78	10	10	Cash	Transfers	Sidhdhi Shah
						Neela Marathe
						Swapnil Marathe
						Payal Shah
October 17, 2016	18,00,140	10	NA	Other than Cash	Bonus Issue	Girish Shah
						Sanjaybhai Marathe
						Neela Marathe
						Sidhdhi Shah
						Girish Champaklal Shah – HUF
						Sanjay Yashwantrao Marathe – HUF
						Alkesh Shah
						Rita Parikh
						Nirman Joshi
						Shaileshkumar Patel

20. There are no Equity Shares against which depository receipts have been issued.
21. Other than the Equity Shares, there are is no other class of securities issued by our Company.
22. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company
23. None of the persons / Companies comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity / individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Prospectus.
24. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.

25. There are no safety net arrangements for this public issue.
26. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
27. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43(4) of SEBI (ICDR) Regulations, as amended from time to time.
28. As on date of this Draft Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
29. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
30. As per RBI regulations, OCBs are not allowed to participate in this Issue.
31. Our Company has not raised any bridge loans against the proceeds of the Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
36. We have 7 shareholders as on the date of filing of the Draft Prospectus.
37. Our Promoters and the members of our Promoter Group will not participate in this Issue.
38. Our Company has not made any public issue since its incorporation.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
40. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 and for the period ended September 30, 2016 please refer to paragraph titled 'Details of Related Parties Transactions as Restated' in the chapter titled "*Financial Statements as Restated*" on page 181 of the Draft Prospectus. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "*Our Management*" beginning on page 161 of the Draft Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects and achieve the benefits of listing on the SME platform of BSE.

DETAILS OF THE PROCEEDS

Particulars	Amount (Rs. in lakhs)
Gross Proceeds from the Fresh Issue	240.48
(Less) Issue related expenses	40.00
Net Proceeds	200.48

**As on the date of Draft Prospectus, our Company has incurred Rs. [•] lakhs towards Issue expenses.*

The object to the Issue is to fulfil Working Capital requirements and General Corporate Purpose.

Also, we believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

FUND REQUIREMENTS

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
1.	Working Capital Requirements	160.00	66.53%	79.81%
2.	General Corporate Purpose	40.48	16.83%	20.19%

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue and Internal Accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

In view of the dynamic nature of the sector and specifically that of our business, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

While we intend to utilise the Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall

in the Net Proceeds, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders.

Working Capital Requirement

Our business is working capital intensive. We finance our working capital requirements from bank funding, internal accruals and other sources.

As on March 31, 2016 and March 31, 2015 our Company's net working capital consisted of Rs. 351.49 lakhs and Rs. 269.78 lakhs respectively, based on the restated financial statements.

The total working capital requirement for the year 2016-17 is estimated to be Rs. 769.97 lakhs. The incremental working capital requirement for the year ending March 31, 2017 will be Rs. 418.48 lakhs, which will be met through the Net Proceeds to the extent of Rs. 160.00 lakhs, and the balance portion will be met through internal accruals.

Basis of estimation of working capital requirement

The details of our Company's working capital requirement and funding of the same based on the restated standalone financial statements as at March 31, 2015 and March 31, 2016 are as set out in the table below:

Particulars	Amount (Rs. In Lakhs)	
	As on March 31	
	2015	2016
Current Assets		
Inventory		
Raw Material Stock	28.13	53.55
Stock of Finished Goods	114.59	54.75
Stock in Process	99.12	57.36
Trade Receivables	228.00	358.80
Short term Loans and Advances and other current assets	82.91	71.64
Cash and Bank Balances	60.19	37.99
Total (A)	612.94	634.09
Current Liabilities		
Trade Payables	170.84	84.82
Other Current Liabilities and short term provisions	172.32	197.78
Total (B)	343.16	282.60
Net Working Capital (A)-(B)	269.78	351.49
Incremental Working Capital	(10.74)	81.71
Sources of Incremental Working Capital		
Internal Accruals	NA	28.13
Short Term Borrowings	-	53.58

The details of our Company's expected working capital requirement as at March 31, 2017 is set out in the table below:

Particulars	Amount (Rs. In Lakhs)	
	2016-17 (Estimated)	
Current Assets		
Inventory		

Particulars	2016-17 (Estimated)
Raw Material Stock	72.14
Stock of Finished Goods	75.09
Stock in Process	86.61
Trade Receivables	414.89
Short term Loans and Advances and other Current Assets	89.63
Cash and Bank Balance	221.46
Total (A)	959.82
Current Liabilities	
Trade Payables	73.94
Other Current Liabilities, short term provisions	115.91
Total (B)	189.85
Net Working Capital (A)-(B)	769.97
Incremental Working Capital	418.48
Sources of Incremental Working Capital	
Issue Proceeds	160.00
Internal Accruals	258.48
Total Source	418.48

**Incremental Working capital is calculated by subtracting the Current year net working capital from previous year net working capital.*

Assumption for working capital requirements

Assumptions for Holding Levels*

(In months)

Particulars	Holding Level as of March 31, 2015	Holding Level as of March 31, 2016	Holding Level as of March 31, 2017 (Estimated)
Current Assets			
Trade Receivables	1.40	2.14	2.25
Raw Materials	0.36	0.85	0.99
Finished Goods	0.78	0.39	0.50
Stock in process	0.66	0.43	0.57
Current Liabilities			
Trade Payables	2.45	1.38	0.99

Our Company proposes to utilize Rs. 160.00 lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2016-17 considering the growth in activities of our Company. Our Company has assumed raw material inventory as 0.85 months and 0.99 months respectively for the Financial Year 2016-2017.

Our Debtors cycle was of about 1.40 months and 2.14 months in Financial Year 2014-15 and 2015-16 respectively. Further, we expect our debtor's cycle to be 2.25 months in Financial Year 2016-17. Similarly we have estimated Trade payables to be 0.99 months in financial year 2016-17. Further we have

estimated short term loans and advances, current assets, current liabilities and short term provisions in line with working capital employed in past years and expected to be employed in Financial Year 2016-17.

Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below:

Assets- Current Assets	
Trade receivables	In FY 2016-17 the trade receivable holding period is estimated to be 2.25 months which is slightly more than our previous financial year. Our management has decided to follow a liberal credit policy and projected increase in sale as a result of such credit policy. We opt of continue with the same policy in future years. Trade receivable holding period of 2.14 months for financial year 2015-16.
Raw Materials	We plan to increase our holding level of raw materials and finished goods. Our management believes that increase in holding level of inventory would help us to cater customers with just in time needs. We also believe that our suppliers would order in bulk quantities as we intend long credit cycle. Raw material holding period of 0.99 months for the financial year 2016-17
Liabilities – Current Liabilities	
Trade Payables	We believe to reduce trade payables days to get better bargaining power for our bulk purchases from them. Our management estimates the holding level to be of 0.99 months as compared to 1.38 months of previous financial year.

General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Issue proceeds net off issue expenses aggregating Rs. 40.48 lakhs being 16.83% of the gross issue proceeds and 20.19% of the net issue proceeds towards general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Proceeds after meeting issue expenses, for general corporate purpose including but not restricted to, marketing expenses, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	36.00	90.00%	14.97%

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Regulatory fees	2.00	5.00%	0.83%
Marketing and Other Expenses	2.00	5.00%	0.83%
Total estimated Issue expenses	40.00	100.00%	16.63%

**As on date of the Draft Prospectus, our Company has incurred Rs. [•] Lakhs towards Issue Expenses out of internal accruals.*

***SCSBs will be entitled to a processing fee of Rs. 10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.*

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.01% on the Allotment Amount# or Rs 100/- whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

Our Company proposes to deploy the Net Proceeds in the aforesaid objects in the financial year 2016-17.

Activity	Total Amount (Rs in Lakhs)	Amount incurred till date	Deployment during FY 2016-17
Working Capital Requirements	160.00	[•]	160.00
General Corporate Purpose	40.48	[•]	40.48

Further our Peer Reviewed Auditors, M/s. Naresh & Co., Chartered Accountants vide their certificate dated [•] have confirmed that Rs. [•] lakhs have been deployed towards issue expenses out of internal accruals:

Further our Management, in accordance with the policies setup by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance additional working capital needs will be repaid from the Net Proceeds of the Issue.

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 50,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Prospectus.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price of Rs 18/- per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10/- and Issue Price is Rs. 18/- per Equity Share and is 1.80 times the face value. Investors should read the following basis with the sections titled “*Risk Factors*” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 17, 181 and 133 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are:

- Experience management and Employee base
- Cordial relation with clients and suppliers
- Quality of Product

For further details, refer to heading “*Our Competitive Strengths*” under chapter titled “*Our Business*” beginning on page 133 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2016, 2015 and 2014 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20 , as adjusted for changes in capital

Year ended	EPS (Rs.)*	Weight
March 31, 2016	4.51	3
March 31, 2015	2.35	2
March 31, 2014	1.21	1
Weighted average	3.24	
Six months period ended September 30, 2016*	3.05	

*Not annualised

Note:-

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is Rs. 10/-.
- *EPS is calculated after adjusting for issuance of 18,00,140 bonus shares effected on October 17, 2016. For details, see the section “Capital Structure” on page 91 of this Prospectus.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 18/- per Equity Share of Rs. 10 each fully paid up.

Particulars	P/E Ratio
P/E ratio based on Basic & Diluted EPS for FY 2015-16	3.99

Particulars	P/E Ratio
P/E ratio based on Weighted Average Basic & Diluted EPS	5.56
**Industry P/E	N.A

**The Industry in which we operates does not have any listed Peers.

3. Return On Net worth (RONW)

Return on Net Worth (“RONW”) as per restated financial statements

Year ended	RoNW	Weight
March 31, 2016	19.98%	3
March 31, 2015	12.89%	2
March 31, 2014	7.49%	1
Weighted Average	15.53%	
Six months period ended September 30, 2016*	11.90%	

*Not annualized

Note:- The RONW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year.

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre Issue EPS for the year ended March 31, 2016 is 21.14%

5. Net Asset Value (NAV)

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2016	22.58
Net Asset Value per Equity Share as on September 30, 2016	25.63
Net Asset Value per Equity Share after the Issue	21.34
Issue Price per equity share	18.00

Note:

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year.
- NAV is calculated after adjusting for issuance of 18,00,140 bonus shares effected on October 17, 2016. For details, see the section “Capital Structure” on page 67 of this Draft Prospectus.

6. Comparison with other listed companies

We are primarily engaged is engaged in High Pressure Oxidation, Chlorosulfonation, Nitration and Acetylation which are used for manufacturing intermediates for bulk Drugs, Dyes and Pigments and currently there are no listed entities which are focused exclusively on the segment in which we operate. Further the Companies which operate in chemical manufacturing are too huge in terms of turnover to be considered as of comparable size and hence a strict comparison with our Company is not possible and also they manufacture other varied chemicals other than we manufacture.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors, believes that issue price of Rs. 18 per Equity Share for the Public Issue is justified in view of the above parameters.

For further details see section titled “*Risk Factors*” beginning on page 17 and the financials of the Company including profitability and return ratios, as set out in the section titled “*Financial Statements as Restated*” beginning on page 181 of this Draft Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFIT

To,
The Board of Directors,
CHEMCRUX ENTERPRISES LIMITED
T-7 , Bombay Plaza,
R C Dutt Road,
Alkapuri,
Vadodara-390007

Dear Sirs,

Subject: Statement of Possible Special Tax Benefits available to Chemcrux Enterprises Limited and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the SEBI (ICDR) Regulations, 2009 as amended (the ‘Regulations’)

We hereby report that the enclosed annexure prepared by M/s Naresh & Co, states the possible special tax benefits available to Chemcrux Enterprises Limited and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company Further , the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (“the Offer”) by the Company.

We do not express any opinion or provide any assurance as to whether:

- a. The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b. The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For, Naresh & Co.,
Chartered Accountants
ICAI Firm Registration No.109628W

CA HARIN PARIKH
Partner
Membership No. 107606
Place: Vadodara
Date: January 12, 2017

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Act

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION IV – ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 17 and 181 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO CHEMICAL INDUSTRY

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. In Terms of volume of production, Indian chemical industry is the third largest consumer of in Asia and sixth largest in the world. Indian chemical industry could grow at 11 per cent p.a. to reach size of USD224 billion by 2017. In 2015, India chemicals industry had a market size of USD144 billion. By 2025, the Indian chemical industry is projected to reach USD403 billion.

More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under chemical sector. India accounts for approximately 16 per cent of the world production of dyestuff and dye intermediates, particularly for reactive acid and direct dyes.

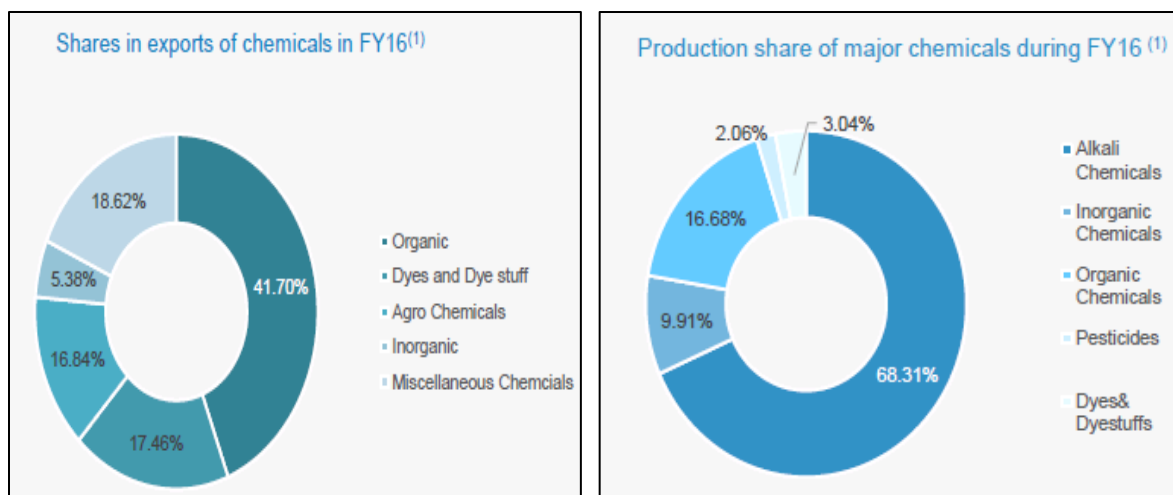
India is currently the world’s third largest consumer of polymers and third largest producer of agrochemicals. India specialty chemical market is expected to reach USD70 billion by 2020. Value exports of inorganic chemicals from India is estimated at USD1.21 billion in FY16, with the organic chemical market reaching USD11.51 billion in FY16. Exports of organic chemicals from India stood at USD 4.02 billion in FY16.

The Government of India has been supportive to the sector. In 2015, DCPC has announced to design a 16 point plan framework that would encourage the domestic production of chemicals Alliances and partnerships increasing investments by foreign players in India through mergers & acquisition and joint ventures. Allowed 100 per cent FDI in the chemicals Industry.

In 2016, Partnership between Indian Chemical Council (ICC) and the Tamil Nadu Pollution Control Board (TNPCB) promoted development of chemical industry by launching "Responsible Care programme, which aims at achieving sustainable development in chemical Industry.

(Source: Chemical Report December 2016, India Brand Equity Foundation, www.ibef.org)

INDIAN CHEMICAL INDUSTRY – STATISTICAL OVERVIEW



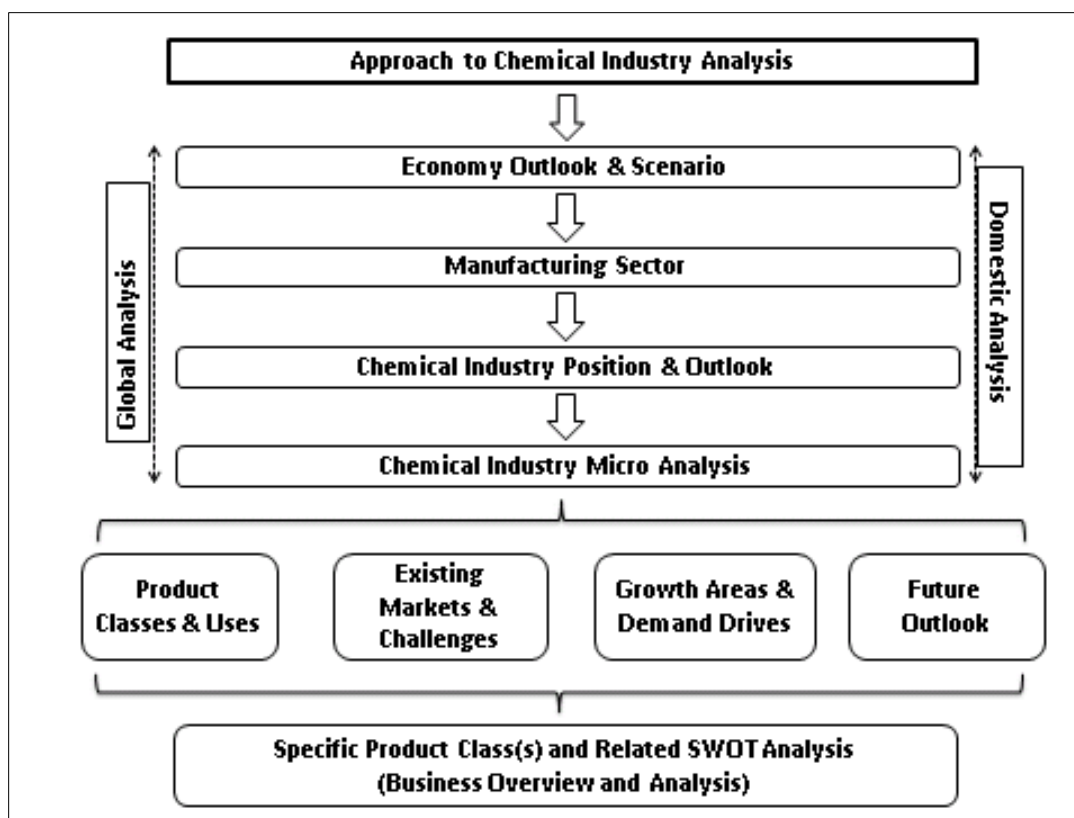
(Source: Chemical Report December 2016, India Brand Equity Foundation, www.ibef.org)

APPROACH TO CHEMICAL INDUSTRY ANALYSIS

Analysis of Chemical Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Chemical Industry forms part of Manufacturing Sector at a macro level. Hence, broad picture of Manufacturing Sector should be at preface while analysing the Chemical Industry.

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall Manufacturing sector is Chemical Industry, which in turn encompasses various components one of them being Basic Chemicals, Commodity Chemicals, Speciality Chemicals, Industrial Chemicals Industry.

Thus, the industry should be analysed in the light of Chemical Industry at large. An appropriate view on Chemical industry, then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position and outlook of Chemical Industry and segment wise micro analysis.



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ('Pantomath') and any unauthorized reference or use of this Note, whether in the context of Chemical industry and / or any other industry, may entail legal consequences.

GLOBAL ECONOMIC ENVIRONMENT

INTRODUCTION

Since the Economic Survey and Budget were presented a year ago, the Indian economy has continued to consolidate the gains achieved in restoring macro-economic stability. Inflation, the fiscal deficit, and the current account deficit have all declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors.

At the same time, the upcoming Budget and 2016-17 (FY-2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

The risks merit serious attention not least because major financial crises seem to be occurring more frequently. The Latin American debt crisis of 1982, the Asian Financial crisis of the late 1990s, and the Eastern European crisis of 2008 suggested that crises might be occurring once a decade. But then the rapid succession of crises, starting with Global Financial Crisis of 2008 and proceeding to the prolonged European crisis, the mini-crises of 2013, and the China provoked turbulence in 2015 all hinted that the intervals between events are becoming shorter.

This hypothesis could be validated in the immediate future, since identifiable vulnerabilities exist in at least three large emerging economies—China, Brazil, Saudi Arabia—at a time when underlying growth and productivity developments in the advanced economies are soft. More flexible exchange rates, however, could moderate full-blown eruptions into less disruptive but more prolonged volatility.

One tail risk scenario that India must plan for is a major currency re-adjustment in Asia in the wake of a similar adjustment in China; as such an event would spread deflation around the world. Another tail risk scenario could unfold as a consequence of policy actions—say, capital controls taken to respond to curb outflows from large emerging market countries, which would further moderate the growth impulses emanating from them.

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check.

(Source-Economic Survey 2015-16-Volume I; www.indiabudget.nic.in)

GLOBAL ECONOMIC OVERVIEW

The global macroeconomic landscape is currently chartering a rough and uncertain terrain characterized by weak growth of world output. The situation has been exacerbated by; (i) declining prices of a number of commodities, with reduction in crude oil prices being the most visible of them, (ii) turbulent financial markets (more so equity markets), and (iii) volatile exchange rates. These conditions reflect extreme risk-aversion behaviour of global investors, thus putting many, and in particular, commodities exporting economies under considerable stress.

One important positive outcome in 2015 is the modest pickup in the growth of some of the advanced economies. However, growth in emerging market and developing economies declined for the fifth consecutive year. As a result, overall global economic activity remained subdued in 2015. In its latest Update of the World Economic Outlook (WEO), published on 19 January 2016, the IMF projected growth in the global economy to improve from 3.1 per cent in 2015, to 3.4 per cent in 2016 and further to 3.6 per cent in 2017. Growth in advanced economies is projected at 2.1 per cent in 2016 and to continue through 2017 at the same rate.

The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large Emerging Market and Developing economies (EMDE) are likely to continue to weigh on their growth prospects in 2016–17. Assessments indicate that mixed inflation developments in the EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year. The WEO update also indicated that India and the rest of emerging Asia are bright spots, with some other countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. World trade volume growth projections have been placed at 2.6 per cent and 3.4 per cent respectively for 2015 and 2016, which is much lower than what was estimated earlier in WEO in October 2015.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

GLOBAL OUTLOOK FOR GROWTH

One important positive outcome in 2015 was the modest pick-up in growth in some of the advanced economies. It might be recalled that after falling in 2009 due to the 2008 global financial crisis, growth in emerging and developing economies rebounded in 2010 and 2011. While advanced economies also

exhibited a recovery in 2010 thanks to the large stimuli, global growth continued to be tepid relative to the average of the decade ending 2006, largely on account of the slowdown in advanced economies. Spill over effects of the crisis may have been large, prolonged and bi-directional, given that the global integration is far greater than in the prior decade. This has made the task of projecting global economic outlook arduous. This uncertainty has led to the International Monetary Fund (IMF) revising the global growth outlook in its World Economic Outlook (WEO) four times a year since 2009.

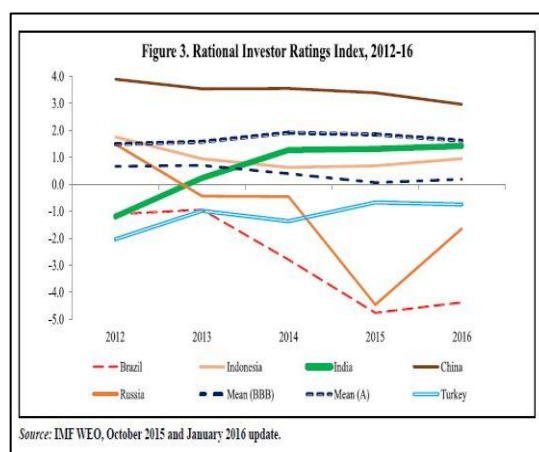
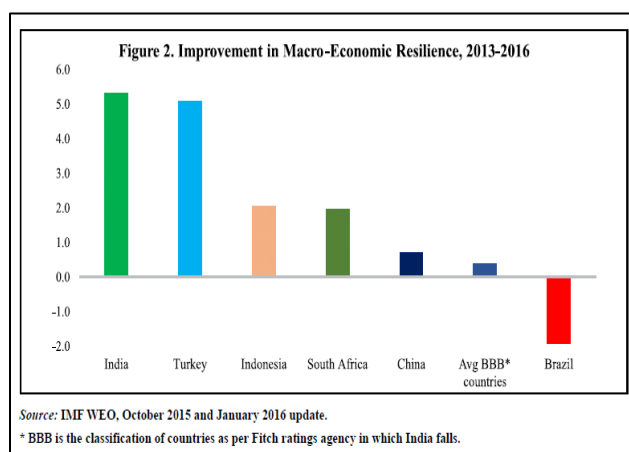
In its latest WEO Update, published on 19 January 2016, the IMF has projected growth in the global economy to go up from 3.1 per cent in 2015 to 3.4 per cent in 2016 and further to 3.6 per cent in 2017, slightly lower than the projection published in October 2015. Growth in advanced economies is revised by 0.2 percentage points in 2016 to 2.1 per cent, to continue through 2017. Growth in the US is expected to remain resilient owing to strengthening of the housing and labour markets. Growth in the euro area is expected to increase due to stronger private consumption supported by lower oil prices and easy financial conditions is expected to outweigh the weakening in net exports. Growth in Japan is also expected to consolidate in 2016, on the back of fiscal support, lower oil prices, accommodative financial conditions, and rising incomes.

Overall global economic activity remained subdued in 2015, as growth in emerging market and developing economies (EMDE) declined for the fifth consecutive year and recovery in advanced economies was modest. This is also attributable to the changing composition of the global economy and relative point contributions to global growth. The fall in the contribution of the EMDEs is not being made good by the advanced economies. A recent feature is that the Chinese economy is gradually slowing down and is transitioning from investment demand to consumption demand and from manufacturing to services. The concern over the spill overs of subdued global growth to other economies through trade channels and weaker commodity prices is manifest in diminishing confidence and increasing volatility in financial markets. In addition, a dual monetary policy—a gradual tightening in monetary policy in the US in the backdrop of its resilient recovery and easy monetary policy in several other major advanced economies has led to continued uncertainties and poses challenges for the year ahead. In the case of EMDEs, growth remained subdued at 4 per cent in 2015, but is projected to increase to 4.3 per cent in 2016 and 4.7 per cent in 2017. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17. Assessments indicate that mixed inflation developments in EMDEs reflect the conflicting implications of weak domestic demand and lower commodity prices versus marked currency depreciations over the past year.

The 19 January WEO Update also indicated that India and the rest of emerging Asia are bright spots, albeit with some countries facing strong headwinds from China's economic rebalancing and global manufacturing weakness. The IMF's growth forecast for India is 7.5 per cent in 2016 and 2017 and this surpasses the projection of 6.3 per cent and 6.0 per cent respectively for China. The level of global economic activity has a significant and direct bearing on the growth prospects of the emerging economies through trade channels. As per the Update, world trade volume growth projections have been placed at 3.4 per cent and 4.1 per cent respectively for 2016 and 2017 lower by 0.7 percentage points to 0.5 percentage point respectively from WEO, October 2015. The World Bank's Report on Global Economic Prospects (January 2016) also estimated that India will grow by a robust 7.8 per cent in 2016 and 7.9 per cent in the following two years. Compared to other major developing countries, the report maintained that India is well positioned to withstand near-term headwinds and volatility in global financial markets due to reduced external vulnerabilities, a strengthening domestic business cycle, and a supportive policy environment.

(Source-Economic Survey 2015-16-Volume II; www.indiabudget.nic.in)

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. A sense of this turnaround is illustrated by a cross-country comparison. In last year's Survey, we had constructed an overall index of macroeconomic vulnerability, which adds a country's fiscal deficit, current account deficit, and inflation. This index showed that in 2012 India was the most vulnerable of the major emerging market countries. Subsequently, India has made the most dramatic strides in reducing its macro-vulnerability. Since 2013, its index has improved by 5.3 percentage points compared with 0.7 percentage points for China, 0.4 percentage points for all countries in India's investment grade (BBB), and a deterioration of 1.9 percentage points in the case of Brazil (Figure 2).



If macro-economic stability is one key element of assessing a country's attractiveness to investors, its growth rate is another. In last year's Survey we had constructed a simple Rational Investor Ratings Index (RIRI) which combined two elements, growth serving as a gauge for rewards and the macro-economic vulnerability index proxying for risks. The RIRI is depicted in Figure 3; higher levels indicate better performance. As can be seen, India performs well not only in terms of the change of the index but also in terms of the level, which compares favourably to its peers in the BBB investment grade and even its "betters" in the A grade¹. As an investment proposition, India stands out internationally.

(Source-Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

In the Advance Estimates of GDP that the Central Statistics Office (CSO) released recently, the growth rate of GDP at constant market prices is projected to increase to 7.6 per cent in 2015-16 from 7.2 per cent in 2014-15, mainly because private final consumption expenditure has accelerated. Similarly, the growth rate of GVA for 2015-16 is estimated at 7.3 per cent vis-à-vis 7.1 per cent in 2014-15. Although agriculture is likely to register low growth for the second year in a row on account of weak monsoons, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing (9.5 per cent vis-à-vis 5.5 per cent in 2014-15). Meanwhile, services continue to expand rapidly.

- Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16.
- According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) per cent in 2015-16.
- In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 7 3/4 percent.

- Inflation remains under control The CPI-New Series inflation has fluctuated around 51/2 percent, while measures of underlying trends—core inflation, rural wage growth and minimum support price increases—have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls
- Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels; foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy; net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.
- The fiscal sector registered three striking successes: on-going fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government.
- Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs.1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs). Indirect tax revenues grew by 10.7 per cent (without ARMs) and 34.2 per cent (with ARMs).
- The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent).

(Source - Economic Survey 2015-16-Volume I, www.indiabudget.nic.in)

DEVELOPMENTS IN THE CAPITAL MARKET

PRIMARY MARKET

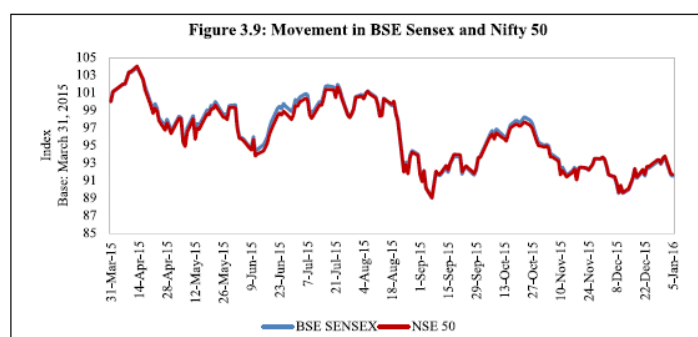
In 2015-16 (April-December), resource mobilization through the public and right issues has surged rapidly as compared to the last financial year. During 2015-16 (April- December), 71 companies have accessed the capital market and raised Rs.51,311 crore, compared to Rs.11,581 crore raised through 61 issues during the corresponding period of 2014-15.

The small and medium enterprises (SME) platform of the stock exchange is intended for small and medium sized companies with high growth potential, whose post issue paid-up capital is less than or equal to Rs. 25 crore. During 2015-16 (April- December), 32 companies were listed on the SME platform, raising a total amount of Rs.278 crore as compared to Rs.229 crore raised through 28 issues in the corresponding period of 2014-15.

Resources mobilized by mutual funds during April-December 2015 also increased substantially to Rs.1,61,696 crore from Rs.87,942 crore mobilized during the same period of the previous year.

SECONDARY MARKET

During 2015-16 so far, the Indian securities market has remained subdued (Figure 3.9). The Bombay Stock Exchange (BSE) Sensex declined by 8.5 per cent (up to 5 January 2016) over end-March 2015, mainly on account of turmoil in global equity markets in August 2015 following slowdown in China and its currency devaluation and slump in stocks. On 4 January 2016, weak Chinese manufacturing data again led to a global sell-off which caused the BSE Sensex also to decline by 538 points (2.1 per cent). The downward trend in the Indian stock market was also guided by mixed corporate earnings for Q1 and Q2 of 2015- 16, FPIs' concern over minimum alternative tax (MAT), weakening of the rupee against the US dollar, investor concern over delay in passage of the Goods and Services Tax (GST) Bill, uncertainty over interest rate hike by US Fed and selling by FPIs. However, the Indian equity market has been relatively resilient during this period compared to the other major EMEs. The Indian stock market withstood the US Fed increase in interest rates in December 2015.



Source: SEBI

(Source-Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

INDUSTRIAL PERFORMANCE

The Index of Industrial Production (IIP) which provides quick estimates of the performance of key industrial sectors has started showing upward momentum (Figure 6.1). As per IIP, the industrial sector broadly comprising mining, manufacturing and electricity attained 3.1 per cent growth during April-December 2015-16 as compared to 2.6 per cent during the same period of 2014- 15 due to the higher growth in mining and manufacturing sectors (Table 6.1). The mining, manufacturing and electricity sectors grew by 2.3 per cent, 3.1 per cent, and 4.5 per cent respectively during April-December 2015-16. The mining sector growth was mainly on account of higher coal production. The manufacturing sector was propelled by the higher production by the industry groups like furniture; wearing apparel, dressing and dyeing of fur; motor vehicles, trailers & semitrailers; chemicals and chemical products; refined petroleum products & nuclear fuel; and wood & products of wood. The growth in electricity is mainly contributed by higher growth in generation of thermal and nuclear sector.

In terms of use based classification, consumer durable goods have witnessed a remarkable growth at 12.4 per cent during April-December 2015-16. Basic goods and capital goods have registered 3.4 per cent and 1.7 per cent growth with intermediate goods by 1.9 per cent (Table 6.1).

The eight core infrastructure supportive industries, coal, crude oil, natural gas, refinery products, fertilizers, steel, cement and electricity that have a total weight of nearly 38 per cent in the IIP, registered a cumulative growth of 1.9 per cent during April-December 2015-16 as compared to 5.7 per cent during April-December 2014-15. Month-wise performance of the eight core sectors shows that the production of coal and fertilizers have increased substantially, while that of crude oil, natural gas and steel have mostly been negative. Refinery products, cement and electricity have attained moderate growth. Clearances for coal projects have facilitated production of coal. Crude oil and natural gas production declined because of

a fall in production by Oil and Natural Gas Corporation (ONGC), Oil India Limited (OIL) and also private/joint venture (JV) companies in different months. In electricity generation, while the thermal and nuclear sectors have registered higher growth, the hydro sector has not performed well.

Table 6.1: IIP-based Growth Rates of Broad Sectors/ Use-based Classification (in per cent)											
	Weight	2013-14	2014-15	2014-15				2015-16			
				Q1	Q2	Q3	Apr.-Dec.	Q1	Q2	Q3	Apr.-Dec.
General	100.00	-0.1	2.8	4.5	1.3	2.0	2.6	3.3	4.8	1.5	3.1
Sectoral											
Mining	14.16	-0.6	1.5	3.0	0.5	2.1	1.8	0.4	3.1	3.3	2.3
Manufacturing	75.53	-0.8	2.3	3.9	0.4	1.1	1.8	3.7	4.7	0.9	3.1
Electricity	10.32	6.1	8.4	11.3	9.4	9.4	10.0	2.3	6.8	4.4	4.5
Use Based											
Basic goods	45.68	2.1	7.0	8.7	7.0	8.3	8.0	4.7	4.4	1.3	3.4
Capital goods	8.83	-3.6	6.4	13.6	-0.5	3.2	5.1	2.0	13.4	-10.0	1.7
Intermediate goods	15.69	3.1	1.7	3.1	1.6	0.8	1.8	1.6	2.2	1.9	1.9
Consumer goods	29.81	-2.8	-3.4	-3.2	-5.4	-6.4	-4.9	2.5	2.7	6.8	4.0
Consumer durables	8.46	-12.2	-12.6	-9.5	-15.5	-20.9	-15.2	3.7	11.9	23.4	12.4
Consumer non-durables	21.35	4.8	2.8	1.4	2.3	3.2	2.3	1.7	-3.0	-1.6	-1.0

Source: CSO

Figure 6.1 depicts three months moving average month-on-month (M-o-M) growth of the IIP, manufacturing and eight core industries. The growth in industrial production, manufacturing sector and the eight core sectors started picking up again in December 2015. It is expected that the uptick in growth rate will be maintained due to revival in manufacturing production.

While the overall IIP has shown recovery, there is variation in the performance of some of the major industries during April-December 2015. While some sectors like electricity, coal, fertilizers, cement and passenger cars have shown positive growth, sectors like steel and aluminium have shown negative growth during April-December 2015.

(Source-Economic Survey 2015-16-Volume-II, www.indiabudget.nic.in)

MICRO SMALL AND MEDIUM ENTERPRISES SECTOR

With 3.6 Crore units spread across the country, that employ 8.05 crore people, Micro, Small and Medium Enterprises (MSME) have a contribution of 37.5 per cent to the country's GDP. The sector has huge potential for helping address structural problems like unemployment, regional imbalances, unequal distribution of national income and wealth across the country. Due to comparatively low capital costs and their forward-backward linkages with other sectors, MSMEs will play a crucial role in the success of the Make in India initiative.

Realizing the importance of the MSME sector, the government has undertaken a number of schemes/programmes like the Prime Minister's Employment Generation Programme (PMEGP), Credit Guarantee Trust Fund for Micro and Small Enterprises (CGTMSE), Credit Linked Capital Subsidy Scheme (CLCSS) for Technology Up gradation, Scheme of Fund for Regeneration of Traditional Industries (SFURTI), and Micro and Small Enterprises- Cluster Development Programme (MSECDP) for the establishment of new enterprises and development of existing ones. Some of the new initiatives undertaken by the government for the promotion and development of MSMEs, are as follows:

- Udyog Aadhar Memorandum (UAM):** The UAM scheme, which was notified in September 2015 under section 8 of the MSME Development Act 2006, is a path-breaking step to promote ease of doing business for MSMEs. Under the scheme, MSME entrepreneurs just need to file an online entrepreneurs' memorandum to instantly get a unique Udyog Aadhaar Number (UAN). The information sought is on self-certification basis and no supporting documents are required. This marks a significant improvement over the earlier complex and cumbersome procedure.

- **Employment Exchange for Industries:** To facilitate match making between prospective job seekers and employers an employment exchange for industries was launched on June 15, 2015 in line with Digital India. More than 3.42 lakh job seekers have been registered on the portal as on December 30, 2015.
- **Framework for Revival and Rehabilitation of MSMEs:** Under this framework, which was notified in May 2015, banks have to constitute a Committee for Distressed MSME enterprises at zonal or district level to prepare a Corrective Action Plan (CAP) for these units.
- **A scheme for Promoting Innovation and Rural Entrepreneurs (ASPIRE):** ASPIRE was launched on March 16, 2015 with the objective of setting up a network of technology centres and incubation centres to accelerate entrepreneurship and promote start-ups for innovation and entrepreneurship in rural and agriculture based industry.

In addition, the government intends to provide more credit to MSME sectors, especially in the rural areas, focusing on skill development, encouraging entrepreneurial activities with optimistic mind set among rural youth and creating job opportunities among rural women, for high, inclusive and sustained industrial growth.

(Source - Economic Survey 2015-16-Volume II, www.indiabudget.nic.in)

OUTLOOK FOR GROWTH

Real GDP growth for 2015-16 is expected to be in the 7 to 7^{3/4} range, reflecting various and largely offsetting developments on the demand and supply sides of the Indian economy. Before analysing these factors, however, it is important to step back and note one important point. India's long-run potential GDP growth is substantial, about 8-10 percent. But its actual growth in the short run will also depend upon global growth and demand. After all, India's exports of manufactured goods and services now constitute about 18 percent of GDP, up from about 11 percent a decade ago.

Reflecting India's growing globalization, the correlation between India's growth rate and that of the world has risen sharply to reasonably high levels. For the period 1991-2002 this correlation was 0.2. Since then, the correlation has doubled to 0.42. In other words, a 1 percentage point decrease in the world growth rate is now associated with a 0.42 percentage point decrease in Indian growth rates.

Accordingly, if the world economy remains weak, India's growth will face considerable headwinds. For example, if the world continues to grow at close to 3 percent over the next few years rather than returning to the buoyant 4-4½ per cent recorded during 2003-2011, India's medium-term growth trajectory could well remain closer to 7-7½ per cent, notwithstanding the government's reform initiatives, rather than rise to the 8-10 per cent that its long-run potential suggests. In other words, in the current global environment, there needs to be a recalibration of growth expectations and consequently of the standards of assessment.

Turning to the outlook for 2016-17, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

- To measure the demand for India's exports, we calculate a proxy-weighted average GDP growth rate of India's export partners. The weights are the shares of partner countries in India's exports of goods and services. We find that this proxy for export demand growth declined from 3.0 percent in 2014 to 2.7 per cent in 2015, which helps explain the deceleration in India's non-oil exports, although the severity of the slowdown—in fact, a decline in export volume—went beyond adverse external developments. Current projections by the IMF indicate that trading partner growth this demand will improve marginally this year to about 2.8 percent. But the considerable downside risks suggest that it would be prudent not to count on a big contribution to GDP growth from improving export performance.

- On the domestic side, two factors could boost consumption. If and to the extent that the Seventh Pay Commission (7th PC) is implemented, increased spending from higher wages and allowances of government workers will start flowing through the economy. If, in addition, the monsoon returns to normal, agricultural incomes will improve, with attendant gains for rural consumption, which over the past two years of weak rains has remained depressed.
- Against this, the disappearance of much of last year's oil windfall would work to reduce consumption growth. Current prospects suggest that oil prices (Indian crude basket) might average US\$ 35 per barrel next fiscal year compared with US\$ 45 per barrel in 2015-16. The resulting income gain would amount roughly equivalent to 1 percentage point of GDP – an 18 per cent price decline times a share of net oil imports in GDP of 6 percent. But this would be half the size of last year's gain, so consumption growth would slow on this account next year.
- According to analysis done by Credit Suisse, (non-financial) corporate sector profitability has remained weak, falling by 1 percent in the year to December 2015. This decline reflected a sharp deterioration in the financial health of the metals—primarily steel—companies, which have now joined the ranks of companies under severe financial stress. As a result, the proportion of corporate debt owed by stressed companies, defined as those whose earnings are insufficient to cover their interest obligations, has increased to 41 percent in December 2015, compared to 35 percent in December 2014.³ In response to this stress, companies have once again been compelled to curb their capital expenditures substantially.
- Finally, the path for fiscal consolidation will determine the demand for domestic output from government. The magnitude of the drag on demand and output will be largely equal to the size of consolidation, assuming a multiplier of about 1.
- There are three significant downside risks. Turmoil in the global economy could worsen the outlook for exports and tighter financial conditions significantly. Second, if contrary to expectations oil prices rise more than anticipated, this would increase the drag from consumption, both directly, and owing to reduced prospects for monetary easing. Finally, the most serious risk is a combination of the above two factors. This could arise if oil markets are dominated by supply-related factors such as agreements to restrict output by the major producers.
- The one significant upside possibility is a good monsoon. This would increase rural consumption and, to the extent that it dampens price pressures, open up further space for monetary easing.
- Putting these factors together, we expect real GDP growth to be in the 7 to 7 ^{3/4} per cent range, with downside risks because of on-going developments in the world economy. The wider range in the forecast this time reflects the range of possibilities for exogenous developments, from a rebound in agriculture to a full-fledged international crisis; it also reflects uncertainty arising from the divergence between growth in nominal and real aggregates of economic activity.

(Source - *Economic Survey 2015-16-Volume I*, www.indiabudget.nic.in)

INDIA'S INCREASING IMPORTANCE TO GLOBAL GROWTH

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

India has made striking progress in its contribution to the global growth of Gross Domestic Product (GDP) in Purchasing Power Parity (PPP) terms. PPP represents the number of units of a country's currency required to purchase the same amount of goods and services in the domestic market as the US dollar would purchase in the United States, thus adjusting for purchasing power differentials between currencies in relevant markets. India's contribution to global growth in PPP terms increased from an average of 8.3 per cent during the period 2001 to 2007 to 14.4 per cent in 2014. During the 1990s, the US's contribution to the global GDP growth in PPP terms was, on an average, around 16 percentage points higher than India's. The picture changed dramatically in 2013 and 2014 when India's contribution was higher than that of the US by 2.2 and 2.7 percentage points respectively. During 1991-2014, low growth in Japan (0.9 per cent annually) resulted in its low contribution (1.5 per cent) to global growth. India and China constitute 42.5 per cent and 53.2 per cent respectively of the total PPP measure of the lower-middle income countries and upper-middle income countries; and hence those country groups largely reflect India's and China's patterns.

The global economy—in particular the global growth powerhouse, China—is rebalancing, leading to an increasing role for India. After the onset of the multiple crises in different parts of the world, India's contribution has become much more valuable to the global economy.

India's share in world GDP has increased from an average of 4.8 per cent during 2001-07 to 6.1 per cent during 2008-13 and further to an average of 7.0 per cent during 2014 to 2015 in current PPP terms (IMF). India's resilience and current levels of reasonably strong growth should, thus, be appreciated in the light of its increasing contribution to global growth.

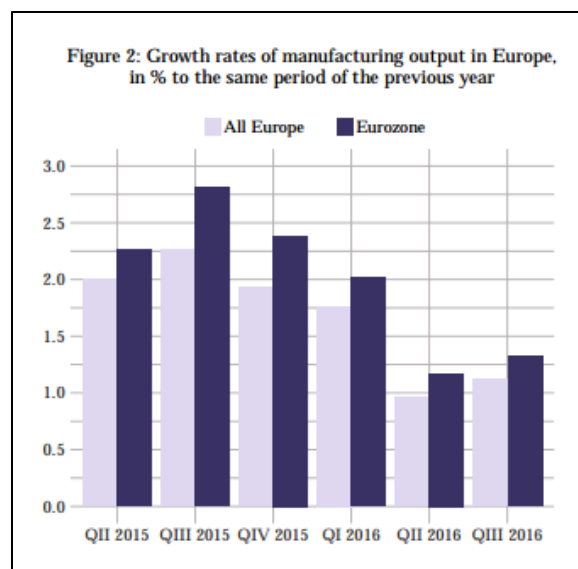
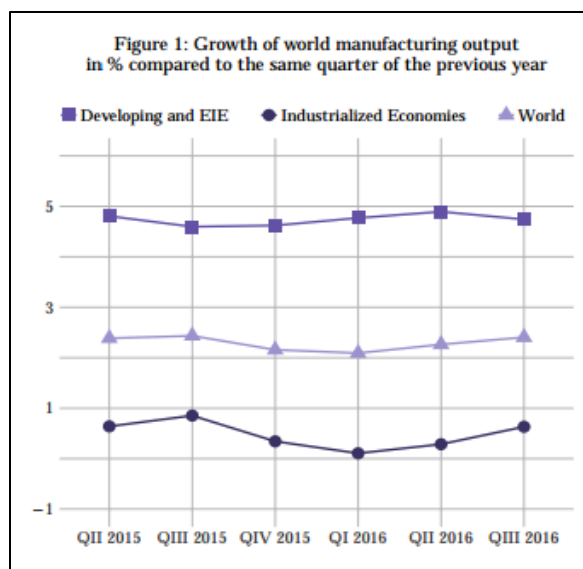
(Source - *Economic Survey 2015-16-Volume II*, www.indiabudget.nic.in)

GLOBAL MANUFACTURING SECTOR

World Manufacturing Growth

World manufacturing output growth remained low during the third quarter of 2016, reflecting a prolonged yet fragile recovery process in industrialized economies and weakened growth prospects in developing and emerging industrial economies. Although the world manufacturing growth trend has been relatively stable with a lower degree of volatility, there is no clear indication yet that the current period of low growth will end any time soon. On the contrary, the uncertainty accompanying the political developments in trans-Atlantic relations with a potential impact on global trade arrangements may create new risks.

World manufacturing output rose by 2.4 per cent in the third quarter of 2016 compared to the same period of the previous year. The positive trends with some improvement in growth figures since the last quarter were observed across all country groups (Figure 1), including industrialized countries and the world average.



In response to the persistently low growth in manufacturing, enterprises and policymakers have introduced some structural reforms. However, the results of these reforms are yet to be seen. Major industrialized economies with significant contributions to global manufacturing output, namely the United States, Japan and Germany, continue to record low growth rates. In China, the world's largest manufacturer, comparably lower growth rates have now become more prevalent, thus pushing the average industrial growth of emerging industrial economies downward. The manufacturing output of industrialized economies increased slightly to 0.6 per cent in the third quarter of 2016 from 0.3 per cent in the previous quarter. This rise is primarily attributable to the performance of East Asia, which registered a low, but positive growth rate at 0.8 per cent in the third quarter of 2016 following several consecutive slumps that have lasted for nearly two years. The main force driving this upturn is Japan, East Asia's major manufacturer – its manufacturing sector seems to have withstood sluggish external demand fairly well amid a soaring yen in the third quarter of this year. Production increase in Europe had a positive impact on the manufacturing growth of industrialized countries as a whole. By contrast, the growth of North America's manufacturing output slowed in the third quarter of 2016 to a negligible gain of 0.1 per cent.

The manufacturing growth rate in developing and emerging industrial economies has remained below 5.0 per cent since the beginning of 2015. Manufacturing output in these countries rose by 4.7 per cent in the third quarter of 2016. The region's growth performance varied considerably: Asian economies maintained a relatively higher growth rate, while Latin America's manufacturing output decreased. Brazil's manufacturing output fell, affecting the growth performance of the entire region. Some improvement was seen in Africa, primarily due to the strengthening of South Africa's manufacturing output. Rising growth rates were also recorded in other African countries, though data for sub-Saharan African countries is generally limited. Despite some improvements, the threat of another slowdown looms over developing economies as long as economic and political instability persists in industrialized countries. As depicted in Figure 1, the level of growth in developing economies has been consistently higher than in industrialized countries. The pace of growth exhibits similar trends in both country groups, with a slightly more positive picture for industrialized countries as their growth performance moves upward.

(Source: World Manufacturing Production- Statistics for Quarter III, 2016; United Nations Industrial Development Organisation - www.unido.org)

Industrialized Economies

The manufacturing output of industrialized countries maintained a positive growth rate in the third quarter of 2016. However, as mentioned above, the pace of growth over the observed period has been too slow. The quarterly growth rate increased slightly to 0.6 per cent from 0.3 per cent in the previous quarter, when comparing the year-to-year development. When looking at the quarter-to-quarter development, a growth rate of 0.4 per cent was observed, following several quarters in which nearly no change was recorded. Growth in industrialized economies in the third quarter of 2016 was characterized by an overall moderate, albeit noticeable slowdown in Europe and North America, and an upward trend in East Asia, following a period of several consecutive slumps.

Among the industrialized country group, Europe's manufacturing output grew by merely 1.1 per cent in the third quarter of 2016. The eurozone registered a growth rate of 1.3 per cent. At the peak of the financial crisis, UNIDO's Quarterly Reports presented disaggregated data for the eurozone economies to differentiate their growth rates from those of the rest of Europe. This difference seems to have narrowed in recent quarters. In more general terms, manufacturing growth in European countries continues to be affected by the uncertainty generated by Brexit and the political developments in the United States, which may influence the established global and regional trade arrangements.

When comparing year-to-year developments among the leading eurozone economies, Italy registered a 2.8 per cent growth followed by Germany with a growth rate of nearly a 1.0 per cent. No growth was observed in France. The growth figures for the majority of eurozone countries were positive, with strong growth performances observed in Slovenia, Cyprus and Greece. Manufacturing output rose by more than 2.2 per cent in the Netherlands, Spain, Lithuania and Belgium, but Ireland and Portugal witnessed a lower growth rate at 1.2 per cent and 1.5 per cent, respectively. The decrease in Ireland's manufacturing output reflected post-Brexit volatility, but was also attributable to a high comparison threshold based on the country's remarkable manufacturing expansion in 2015.

Beyond the eurozone, manufacturing output growth in the third quarter in the United Kingdom dropped to a marginal rate of 0.5 per cent in the aftermath of Brexit. The pace of growth also slowed in some industrialized Central European countries such as the Czech Republic and Hungary. Industrial production in Switzerland grew 2.4 per cent, reversing the decline registered in previous periods.

The manufacturing output of East European countries achieved relatively higher growth. Manufacturing output rose by 4.6 per cent in Poland and Romania, 4.1 per cent in Bulgaria and 4.9 per cent in Serbia. Among the Nordic economies, Norway's manufacturing sector has taken a long-term hit due to falling oil prices and continued its downward trajectory in the third quarter of 2016. Manufacturing output in the Russian Federation grew by a moderate rate of 0.7 per cent, continuing its shaky recovery after the country's economy was severely hit by the drop in oil prices.

Overall manufacturing production in North America grew by 0.1 per cent compared to the third quarter of the previous year. Despite some signs of improvement in the United States, the manufacturing sector recorded only weak export growth due to a still strong dollar and subdued global demand. When comparing year-to-year development, total manufacturing output of the United States remained flat in the third quarter of 2016. A number of manufacturing industries in the United States reported a decline compared to the same quarter in the previous year. At the same time, positive growth was reported in the production of motor vehicles, computers, electronic and optical products and textiles. In Canada, manufacturing growth in the third quarter of 2016 varied considerably by industry. While the production of pharmaceuticals, petroleum products and basic metals coke remained strong, production dropped in textiles, wearing apparel and fabricated metal products. Aggregated growth of manufacturing output in Canada was below 1.0 per cent in the third quarter of 2016.

The industrialized economies of East Asia managed to break a long period of consecutive contraction with a 0.8 per cent growth in the third quarter compared to the same period of the previous year. A major

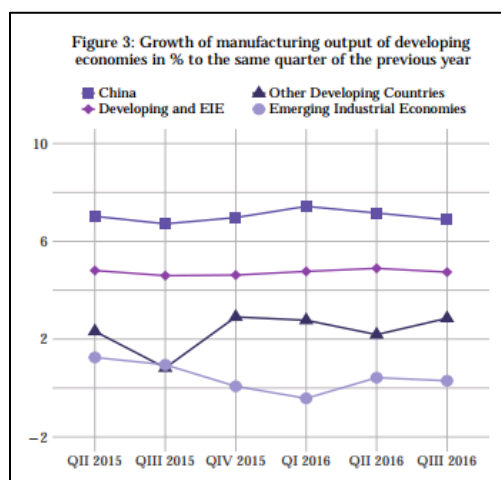
contributor to this change was Japan, which recorded a positive growth rate of 0.5 per cent following a nearly two-year period of consecutive slumps. This upswing is primarily attributable to the boost in the automotive industry. Despite this improvement, the uncertain global outlook and a strong yen remain a concern for Japan's manufacturing sector. Manufacturing output in Malaysia, the Republic of Korea and Singapore witnessed a gain of 3.9 per cent, 0.9 per cent and 1.2 per cent, respectively; in Malaysia and Singapore, this increase was attributable to the significant growth in the production of computers, electronics and optical products.

(Source: *World Manufacturing Production- Statistics for Quarter III, 2016*; United Nations Industrial Development Organisation - www.unido.org)

Developing and Emerging Industrial Economies

A slowdown in China and a downturn in Latin America have affected the overall growth of manufacturing output in developing and emerging industrial economies. In the third quarter of 2016, manufacturing production in China rose by 6.9 per cent over the same period of the previous year, but reflected a slowdown from the 7.2 per cent growth rate recorded in the previous quarter. Following an uninterrupted downward trajectory since late 2013, the trend in China now seems to be towards stabilization at a relatively lower pace. The deceleration in the third quarter of 2016 was mainly driven by weak external demand and a weakened growth of the production of basic metals, China's strongest industry. The closure of a number of factories ahead of the G-20 Summit held at the beginning of September also negatively impacted the manufacturing sector. However, due to strong domestic demand, China's manufacturing sector has proven resilient to external shocks.

Latin American economies, on the other hand, were not as resilient as China's. Nonetheless, data for the third quarter of 2016 indicate some signs of improvement. Manufacturing output in Latin America, which has recently faced severe decline due to subdued global demand, low commodity prices and domestic political turbulence, has reduced the declining rate to 2.0 per cent. This development could be a break with the downward trend. This shift is attributable to Brazil, where the drop in manufacturing output was below 5.0 per cent in a year-to-year comparison. Some other larger Latin American manufacturers, namely Mexico, Colombia and Peru, recorded a positive growth of 1.2 per cent, 2.7 per cent and 2.0 per cent, respectively, while Argentina and Chile experienced contraction.



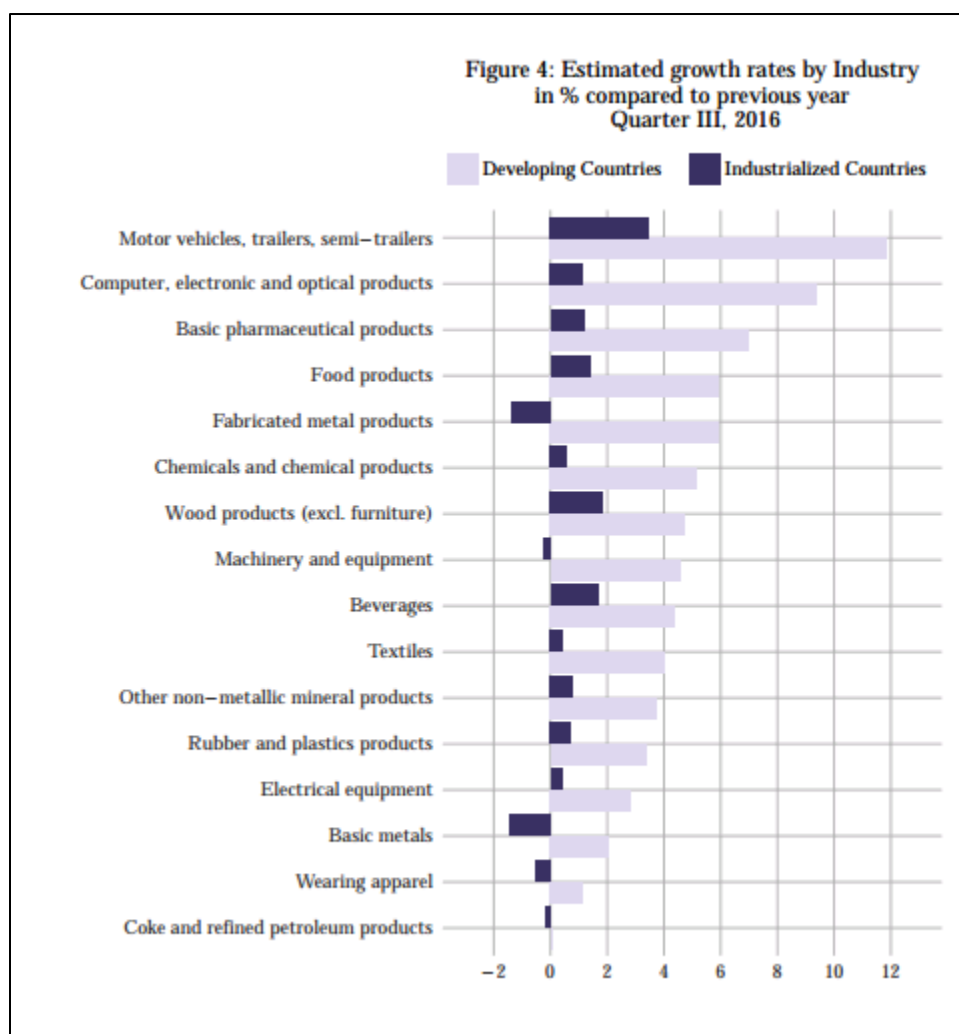
Growth performance was much higher in Asian economies, where manufacturing output rose by 6.3 per cent in the third quarter of 2016. Viet Nam maintained its position of one of the fastest growing Asian economies with a double-digit growth in eight consecutive quarters. At present, its manufacturing sector is benefitting from export-oriented industries such as computers, electronics and optical products.

Indonesia's expansion of manufacturing output by 5.5 per cent continued in the third quarter, confirming its recent entry to the top 10 largest global manufacturers. However, India's manufacturing output, which achieved impressive growth rates in the last quarters, contracted with a much lower growth rate of 0.9 per cent in the third quarter. Positive developments were observed in other Asian economies. Manufacturing output in Saudi Arabia rose by 4.0 per cent and by 1.9 per cent in Mongolia. Estimates based on the limited available data indicate that manufacturing output in Africa increased by 0.5 per cent, the same pace of manufacturing growth measured in South Africa, the region's most industrialized economy. South Africa's manufacturing production was mainly driven by increasing output in refined petroleum products, the automotive industry and chemical products. Manufacturing production in Cote d'Ivoire registered a 4.9 per cent gain while Tunisia's manufacturing output grew by 1.3 per cent. Egypt's manufacturing output fell by 2.1 per cent according to UNIDO estimates.

(Source: *World Manufacturing Production- Statistics for Quarter III, 2016*; United Nations Industrial Development Organisation - www.unido.org)

Key Findings

The growth rates for selected industries are presented below.



Global manufacturing production maintained a positive growth in nearly all industries in the third quarter of 2016. High and medium-high manufacturing industries held top positions – the manufacture of motor vehicles rose by 6.4 per cent, the production of computers, electronics and optical products grew by 4.6 per cent and the production of pharmaceutical products by 3.4 per cent. Among other fast growing industries, the production of textiles increased by 3.1 per cent. By contrast, the largest loss was recorded by the tobacco industry, with its global production declining by 8.0 per cent.

As regards durable and capital goods, the manufacture of non-metallic mineral products, which essentially supply construction materials, registered a growth figure of 2.5 per cent worldwide. The manufacture of furniture, the production of machinery and equipment and of fabricated metal products rose at a moderate pace by 1.6 per cent, 1.4 per cent and 1.0 per cent, respectively. The pace of the growth of the global manufacturing of basic metals slowed to below 1.0 per cent, mostly due to a significant slowdown reported by China and a visibly decreased production of basic metals in the Russian Federation in the third quarter of 2016.

Global manufacturing output maintained relatively high growth rates in the production of basic consumer goods. The manufacture of food products rose by 3.3 per cent, beverages by 2.9 per cent and wearing apparel by 0.8 per cent. As regards other low-technology manufacturing sectors, the global production of wood products rose by 2.9 per cent, while the manufacturing of paper products only increased by 1.0 per cent.

As illustrated in Figure 4, the growth performance of developing and emerging industrial economies outperformed industrialized economies in all manufacturing industries, including a number of high-technology industries. Disaggregated data by industrialized economies indicate that the performance of industrialized countries was evenly split among all manufacturing industries according to technological intensity. The fastest growing industry in both country groups was the automotive industry, reflecting strong growth of automobile production in China as well as in European countries.

(Source: World Manufacturing Production- Statistics for Quarter III, 2016; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR IN INDIA

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the ‘Make in India’ program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy.

India’s ranking among the world’s 10 largest manufacturing countries has improved by three places to sixth position in 2015[#].

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 per cent of Gross Domestic Product (GDP) by 2025, from 16 per cent currently.

Market Size

India’s manufacturing sector has the potential to touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country’s GDP and create up to 90 million domestic jobs by 2025. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

In a major boost to the 'Make in India' initiative, the Make in India week which was held in Mumbai between February 13 and 18, 2016, received an overwhelming response from investors. The fair had closed with INR 15.2 trillion (US\$ 225.32 billion) in investment commitments.

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

In September 2016, Foreign Direct Investment (FDI) in electronic manufacturing has reached an all-time high of Rs 123,000 crore (US\$ 18.36 billion) in 2016, from Rs 11,000 crore (US\$ 1.65 billion) in 2014; on the back of enabling policies of the government and its Make in India initiative.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Huawei, the China-based smartphone manufacturer, has entered into an agreement with solutions provider Flextronics Technologies (India) Private Limited, to manufacture its smartphones in India. Flextronics would start by making 3 million smart phones at its facility in Chennai and is expected to generate additional 1,500 jobs.
- Tristone Flowtech Group, the Germany-based flow technology systems specialist, has set up a new facility in Pune, which will manufacture surge tank as well as engine cooling and aircharge hose for the Indian market. The company plans to start the production at the plant in the fourth quarter of 2017.
- Tata Power has partnered with US-based Javelin Joint Venture, which is a partnership between Raytheon Company and Lockheed Martin, for its Strategic Engineering Division (SED), in order to create a strategy to co-develop and produce the Javelin missile system and integrate platform mounts to meet Indian requirements.
- LeEco, a Chinese technology company, has entered into a partnership with Compal Technologies and invested US\$ 7 million to set up manufacturing facility at Greater Noida in order to start manufacturing Le2 smartphones in India.
- Zopo Mobile, a China-based smartphone manufacturer, plans to invest Rs 100 crore (US\$ 15 million) to set up a manufacturing plant in Noida by the end of 2016, which will have a monthly production capacity of 100,000 units.
- Honda Motorcycle & Scooter India plans to invest around Rs 600 crore (US\$ 88.94 million) to add a new line at its Narsapura facility at Karnataka, and launch at least 10-15 products during FY 2016-17 in the country.
- Force Motors, a utility and commercial vehicles manufacturer, inaugurated its Rs 100 crore (US\$ 14.82 million) manufacturing facility in Pune, which will supply engines and axles to the Germany-based automobile manufacturer Mercedes-Benz.
- Boeing Company, an American plane maker, and Tata Advanced Systems Ltd (TASL), a fully owned subsidiary of Tata Sons, have entered into a joint venture to set up a new facility in Hyderabad to manufacture Boeing AH-64 Apache helicopter fuselages.
- Panasonic Corporation plans to set up a new manufacturing plant for refrigerators in India with an investment of Rs 250 crore (US\$ 37 million), and also invest around Rs 20 crore (US\$ 3 million) on an assembly unit for lithium ion batteries at its existing facility in Jhajjar in the next 8-10 months.
- Vital Paper Products, one of the major supply chain players in the paper and paper products industry, plans to set up a packaging product unit in the Special Economic Zone (SEZ) of Sri City, Andhra Pradesh, at an investment of Rs 60 crore (US\$ 8.89 million), which will be operational from April 2017.

- Isuzu Motors, the Japan-based utility vehicle manufacturer, has inaugurated its greenfield manufacturing unit in Sri City, Andhra Pradesh, which was set up for Rs 3,000 crore (US\$ 444.72 million), with an annual production capacity of 50,000 units and is estimated to generate around 2,000-3,000 jobs.
- Airbus has procured more than US\$ 500 million worth of supplies from India in 2015, registering a growth of 15 per cent annually and has targeted a cumulative procurement of more than US\$ 2 billion over a period of five years up to 2020.
- Havells India Limited, one of the top Indian consumer electrical equipment producer, plans to set up a new manufacturing unit near Bengaluru by making an investment of Rs 1,059 crore (US\$ 156.99 million), which would be its twelfth plant in India and its first outside north India.
- Global beverage company Pepsi plans to invest Rs 500 crore (US\$ 74 million) to set up another unit in Maharashtra to make mango, pomegranate and orange-based citrus juices, while biotechnology giant Monsanto plans to set up a seed plant in Buldhana district of Maharashtra.
- Hindustan Coca-Cola Beverages plans to set up a bottling plant with an investment of Rs 750 crore (US\$ 111.2 million) in phases at the first industrial area being developed by Government of Madhya Pradesh under the public private partnership in Babai village of Hoshangabad, Bhopal.
- Canada's Magna International Incorporated has started production at two facilities in Gujarat's Sanand, which will supply auto parts to Ford Motor Co in India and will employ around 600 people at both units.

Government Initiatives

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, pitched India as a manufacturing destination at the World International Fair in Germany's Hannover in 2015. Mr Modi showcased India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- The National Institution for Transforming India (NITI Aayog), after its recent push for Rs 6,000 crore (US\$ 889 million) textile sector package, aims to persuade the Government for similar support in the manufacturing sectors with large-scale employment generation opportunities, such as electrical and electronics engineering, footwear and light manufacturing segments, which also have export potential.
- The Ministry of Labour and Employment plans to relax compliance measures for MSMEs by exempting them from inspections related to key labour laws in order to encourage entrepreneurs to help promote manufacturing in India.
- The Government of India plans to give a big boost to local manufacturing by introducing the new 'Make in India green channel', which will reduce the time taken for cargo clearance at ports from about a week to a few hours without any upfront payment of duties.
- Gujarat government is planning to set up an electronics products manufacturing hub in the state, through its newly announced Electronics Policy 2016, which will generate about 500,000 jobs in the electronics sector in the next five years.
- The Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up centre and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.

- The Government of India plans to implement a new Defence Procurement Policy (DPP) by April, 2016 under which priority will be given to the indigenously made defence products and 25 per cent share of defence production will be open to private firms.
- The Government plans to organise a 'Make in India week' in Mumbai between February 13-18, 2016 to boost the 'Make in India' initiative and expects 1,000 companies from 10 key sectors to participate in the exhibition of innovative products and processes, a hackathon and sessions on urban planning, among other events.
- NITI Aayog plans to release a blueprint for various technological interventions which need to be incorporated by the Indian manufacturing economy, with a view to have a sustainable edge over competing neighbours like Bangladesh and Vietnam over the long term.
- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).
- The Government of India has asked New Delhi's envoys in over 160 countries to focus on economic diplomacy to help government attract investment and transform the 'Make in India' campaign a success to boost growth during the annual heads of mission's conference. Prime Minister, Mr Modi has also utilised the opportunity to brief New Delhi's envoys about the Government's Foreign Policy priority and immediate focus on restoring confidence of foreign investors and augmenting foreign capital inflow to increase growth in manufacturing sector.
- The Government of Uttar Pradesh has secured investment deals valued at Rs 5,000 crore (US\$ 741.2 million) for setting up mobile manufacturing units in the state.
- Government of India has planned to invest US\$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.
- Entrepreneurs of small-scale businesses in India will soon be able to avail loans under Pradhan Mantri MUDRA Yojana (PMMY). The three products available under the PMMY include: Shishu - covering loans up to Rs 50,000 (US\$ 735), Kishor - covering loans between Rs 50,000 (US\$ 735) to Rs 0.5 million (US\$ 7,340), and Tarun - covering loans between Rs 0.5 million (US\$ 7,340) and Rs 1 million (US\$ 14,700).

Road Ahead

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1,85,000 crore (US\$ 27.42 billion) Indian capital goods business.

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US\$ 0.0149 as on September 30, 2016

References: *Media Reports, Press Releases, Press Information Bureau, McKinsey & Company*

Notes: # - According to 'The Yearbook' a report by United Nations Industrial Development Organization (UNIDO)

(Source: *Manufacturing Sector in India - India Brand Equity Foundation* www.ibef.org)

GLOBAL TRENDS IN CHEMICAL INDUSTRY

The global chemicals industry has grown steadily over the past several decades. Chemical industry data cited by OECD indicate that global chemical industry output was valued at US\$ 171 billion in 1970. In 2010, industry sources valued global output at US\$ 4.12 trillion. These figures are not adjusted to account for inflation or price changes, so they do not represent the real growth of the industry. Figures B and C illustrate the nominal growth of chemical industry output over time, broken out by country or region.

In real terms, information on growth is available through production indices calculated by the industry. In the decade 2000 to 2010, the Global Chemical Production Regional Index calculated by the American Chemistry Council shows that total production increased 54 per cent. Certain countries experienced particularly rapid growth; for example, in China, production nearly tripled over that time period. In 2010, China was the largest chemical producing country, with sales of US\$ 754 billion.

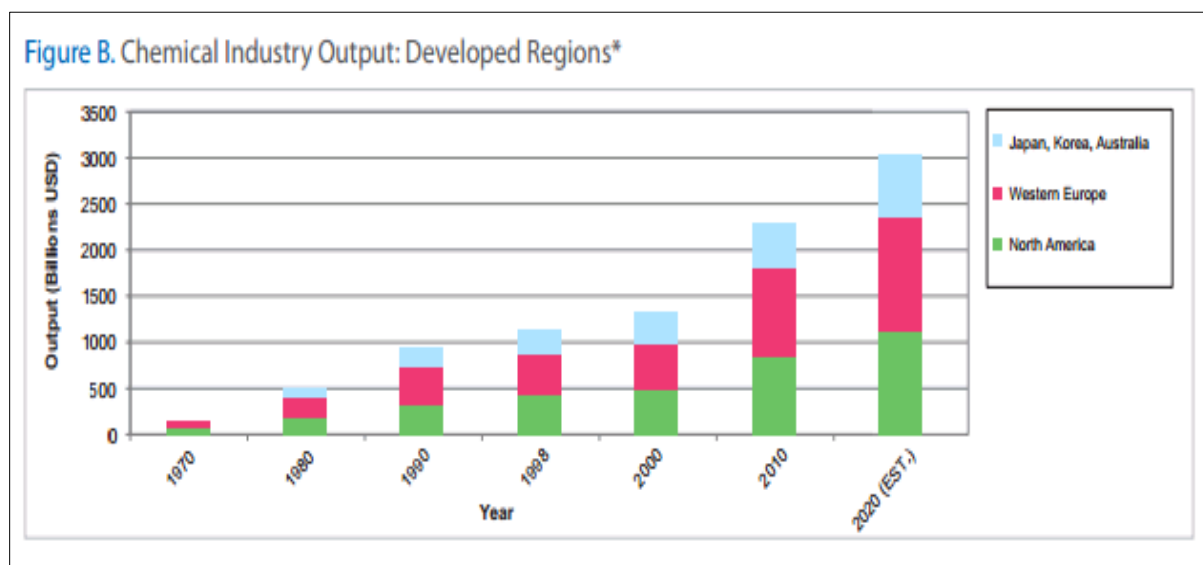
The OECD countries as a group still account for the bulk of world chemical production, but developing countries and countries with economies in transition are increasingly significant. An analysis by OECD notes that while annual global chemical sales doubled over the period 2000 to 2009, OECD's share decreased from 77 to 63 per cent and the share of the BRIICS countries (Brazil, Russia, India, Indonesia, China and South Africa) increased from 13 to 28 per cent.

Countries that accounted for a minimal percentage of global production 40 years ago have grown to become major producers. According to an analysis by the European Chemical Industry Council (CEFIC), over the period 2000 to 2010, the share of the EU chemical industry went from 29.2 per cent of total global sales to just 20.9 per cent of the total. During this same time period, China's share rose from 6.4 to 24.4 per cent. The share of other Asian countries and of Latin America also rose. These figures are all based on dollar values, not chemical production volume.

Africa's contribution to global chemical production is small, but the chemicals sector is expected to play an increasingly important role in the economies of specific African countries. For example, although small relative to the primary chemical producing nations, South Africa's chemical industry is the largest in Africa, contributing about 5 per cent of GDP and employing approximately 150,000 people. Annual

production of primary and secondary process chemicals is on the order of 13 million metric tonnes, with a value of approximately US\$ 3 million. In Northern Africa, there are strong chemicals industries in Algeria, Egypt, Libya, Morocco and Tunisia, while in West Africa, Nigeria is the primary producer and user of chemicals. Currently, petrochemical commodities, polymers and fertilizers are the main chemical products of African countries. However, greater investment in oil and gas in a number of African countries suggests increasing capacity to support production of a range of chemical products, including pharmaceuticals and specialty chemicals.

Earlier analyses emphasized a trend in which production of bulk chemicals was shifting to developing and transition economies, while OECD countries continued to lead in the higher-value chemicals such as specialty and life sciences chemicals. However, OECD's most recent analysis notes that some countries with economies in transition are moving increasingly into the markets for specialty and fine chemicals. In particular, OECD notes that companies in China, India, and the Middle East are investing in production of specialty and fine chemicals. Because these sectors are characterized by rapid innovation, this suggests that increasing numbers of new chemicals may be developed in developing and transition countries.



(Source: *Towards Sound Management of Chemicals, Global Chemicals Outlook*, www.unep.org)

GLOBAL FORECASTS OF THE CHEMICAL INDUSTRY: LOOKING FORWARD TO 2020

In its 2001 report, OECD Environmental Outlook for the Chemicals Industry, OECD presented forecasts for the global chemicals industry, looking forward to 2020, using a base year of 1995. OECD projected that the share of global chemical production and consumption located in developing countries would increase. OECD noted that production of high volume basic chemicals, in particular, was expected to shift away from OECD countries. Based on its models and data available from industry sources at the time, OECD projected that by 2020, developing countries would be home to 31 per cent of global chemical production, and 33 per cent of global chemical consumption. In developing its projections, OECD assumed that the chemicals industry would grow approximately in tandem with world GDP, while population would grow more slowly, meaning that global chemical production per capita would increase.

OECD's most recent outlook, projecting trends to 2050, predicts that the global chemical sales will grow about 3 per cent per year to 2050, with growth rates for the BRIICS countries more than double those of the OECD countries. OECD predicts that chemical production in the rest of the world will grow even faster than BRIICS countries in the period 2010 to 2050, although total volumes produced will be lower

Recent forecasts developed by the American Chemistry Council (ACC) also predict significant growth in chemical production in developing countries in the period to 2021, and more modest growth in developed countries

Consistent with trends seen over the past decade, China is expected to have the highest annual growth rates in chemical production. China's chemical production is expected to exceed 10 per cent per year until 2015, and to drop just 10 per cent per year in the years 2016-2021. Rapid growth is expected in India as well, with predicted annual growth above 9 per cent per year in the period 2012 to 2014, and above 8 per cent per year in the period 2015 to 2021. Annual growth rates for Africa and the Middle East are predicted to be just over 6 per cent per year through 2013, and over 5 per cent per year from 2014 to 2021

In contrast, the predicted annual growth rates for chemical production in developed countries are below 4 per cent for the entire period, and below 3 per cent per year for the years 2013 to 2021. Growth in the period 2013 to 2021 is expected to be below 3 per cent per year in the United States and below 4 per cent per year in Canada. Growth in Western Europe, similarly, is expected to be below 3 per cent per year for this period

Expected growth rates in Russia and other emerging economies of Eastern Europe are in a middle range, ranging from just over 4 per cent to just under 6 per cent per year in the period 2013 to 2021

Table 1. Chemical Production: Predicted Growth, 2012-2020		
	Per cent change, 2012-2020	
North America	25%	
United States		25%
Canada		27%
Mexico		28%
Latin America	33%	
Brazil		35%
Other		31%
Western Europe	24%	
Emerging Europe	35%	
Russia		34%
Other		36%
Africa & Middle East	40%	
Asia-Pacific	46%	
Japan		22%
China		66%
India		59%
Australia		23%
Republic of Korea		35%
Singapore		35%
Other		44%

Source: Per centages calculated based on projections for the regions and for selected countries. Swift, Thomas Kevin et al. (June 2011). "Mid-Year 2011 Situation & Outlook", American Chemistry Council.

(Source: *Towards Sound Management of Chemicals, Global Chemicals Outlook*, www.unep.org)

INDIAN CHEMICAL INDUSTRY

Introduction

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under chemical sector. India is currently the world's third largest consumer of polymers and third largest producer of agrochemicals. India specialty chemical market is expected to reach USD 70 billion by 2020.

During FY16, organic chemicals accounted for a share of 41.84 per cent in India's total chemical exports, followed by miscellaneous chemicals which accounted for a share of 18.59%, in overall chemical exports from India. Within agrochemicals herbicide is the largest segment globally, however, consumption of insecticides in India is dominating. Growth of agro chemicals is largely driven by export demand. Organic chemicals also dominate imports, with a share of 57.26%, followed by inorganic chemicals at 26.08 per cent in FY16.

(Source: Chemical Sector Report December 2016, India Brand Equity Foundation, www.ibef.org)

MAJOR SEGMENTS OF THE INDIAN CHEMICAL INDUSTRY

Base chemicals - Petrochemicals, man-made fibres, industrial gases, fertilisers, chlor-alkali, and other organic and inorganic chemicals

Specialty chemicals - Dyes and pigments, leather chemicals, construction chemicals, personal care ingredients and other specialty chemicals

Pharmaceuticals - Active Pharmaceutical Ingredients (APIs) and formulations

Agrochemicals - Insecticides, herbicides, fungicides and other crop protection chemicals

Biotechnology - Bio-pharma, bio-agri, bio-services and bio-industrial products

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

CHARACTERISTICS OF THE INDIAN CHEMICAL INDUSTRY

- High domestic demand potential
- Focus on new segments such as specialty and knowledge chemicals
- Gujarat and Maharashtra have emerged as most favoured zones
- Fragmented Industry and Increase in focus on R&D

As on 2015, the National Chemical Policy of India which is expected to help in improving the chemical industry is in final stages and as a part of this, the Government is planning to launch Indian Bureau of Corrosion Control and setting up National Chemical Centre that could prevent losses from corrosion and act as a repository information centre for the chemical industry. Strong economic growth and rise in per-capita income has meant a steady increase in demand for chemicals. Expected to clock a growth of 10-13 per cent over the coming years. The industry has left behind a low-growth and regulated environment to emerge more mature. There is strong government support towards R&D; this would benefit the sector. In 2015, Department of Chemicals and Petrochemicals added three new chemical and petrochemical products under its supervision. In 2016, Department of Chemicals and Petrochemicals, Ministry of Chemicals & Fertilizers, Govt. of India and Federation of Indian Chambers of Commerce & Industry (FICCI) launched, 'India Chem-2016' to develop Indian Chemical and Petrochemical Industry.

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN CHEMICAL INDUSTRY

- India's construction chemical market stood at USD573.2 million in 2014, which grew to USD649.75 million in 2015
- With the construction sector expected to pace ahead due to strong economic growth, the fundamentals for construction chemicals are sound.
- By 2019, the construction chemicals sector is set to touch USD1146.4 million.
- India's construction chemical sector consists of a variety of products ranging from admixtures to sealants. Admixtures form the largest segment with a 42 per cent share, followed by 18 per cent share of adhesives & sealants

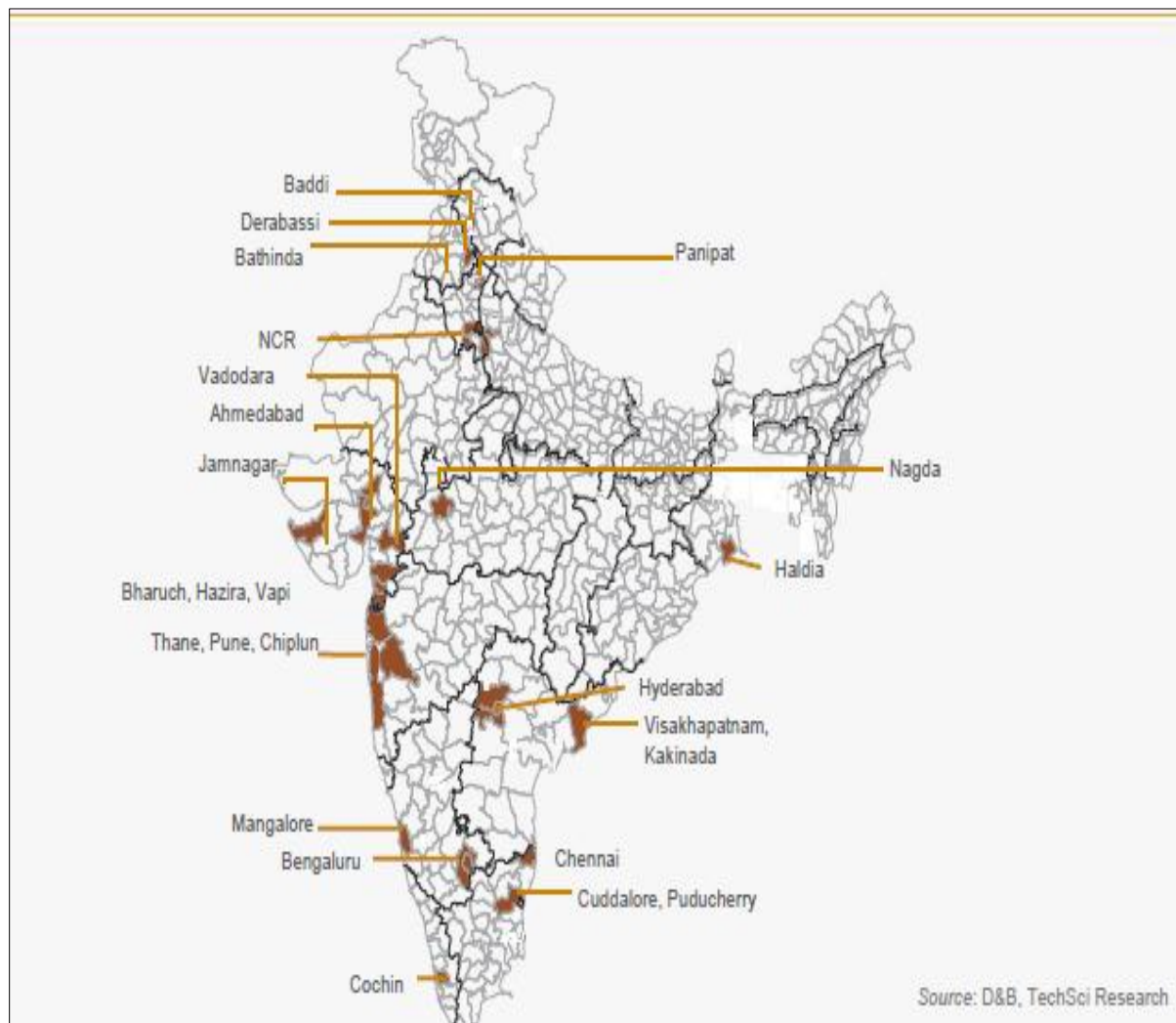
(Source: Chemical Sector Report December 2016, India Brand Equity Foundation, www.ibef.org)

DRIVING GROWTH IN THE CHEMICAL SECTOR

- Total chemical production in India was 4808 MT in FY15 (upto September 2014) and reached to 4863 MT in FY16 (upto September 2015). The growth of 1.1 per cent was registered from FY15 to FY16.
- Favourable demographics and strong economic growth are driving demand for chemicals.
- External demand and specialty chemicals have also contributed strongly to the growth of the industry.
- India's growing per capita consumption and demand for agriculture-related chemicals offers huge scope of growth for the sector in the future
- The R&D spending of chemical industry is estimated to increase to around USD12 billion by 2017.
- With 69 per cent share in the total production, alkali chemicals accounted for the largest share in Indian chemical industry in FY16 (upto September 2015).
- During FY16 (April to September 2015), production of alkali chemicals in India stood at 3,322 MT

(Source: Chemical Sector Report December 2016 - India Brand Equity Foundation www.ibef.org)

WIDESPREAD CHEMICAL INDUSTRY INFRASTRUCTURE ACROSS INDIA



(Source: Chemical Sector Report December 2016, India Brand Equity Foundation, www.ibef.org)

GROWTH COMPETITIVES AND PROCESS INITIATIVES

Government Level initiative

- The government has announced a number of measures to improve competitiveness in the sector.
- Share of manufacturing approved by the Cabinet as per the erstwhile Planning Commission would contribute 25 per cent of the GDP by 2025.
- Approval is granted for FDI up to 100 per cent in the chemicals sector, excise duty reduced from 14 per cent to 10%, strong laws on anti-dumping to further promote the industry.
- Cumulative FDI inflows into chemical industry reached USD 11,900.29 million, during April 2000-March 2016 Policies that have been initiated to set up integrated Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) are revised by the end of 2015-2016. The land requirement for a PCPIR would go down from 250 square land requirement for a PCPIR would go down from 250 square
- Kerala, Karnataka and Maharashtra are new applicants for PCPIR
- New initiatives are likely to attract large investments, both domestic and foreign, with requisite improvements in infrastructure and competition

Industry Level Initiatives

- The Indian Chemical Council (ICC) is the nodal agency/signatory representing India under the 'Responsible Care Initiative'
- ICC has prepared codes and guidance for implementation of process safety, employee health and safety, pollution prevention, emergency response, and product safety
- Member companies of ICC are encouraged to interact with local communities and groups such as students, teachers fire/police personnel

Firm-level initiatives

- Indian chemical firms have strived to increase the market share through global presence.
- They have in place technical agreements with multinational firms to keep abreast of technological progress in the global chemical industry.

(Source: Chemical Report December 2016 - India Brand Equity Foundation www.ibef.org)

ADVANTAGE INDIA

Robust demand

A large population, dependence on agriculture, and strong export demand are the key growth drivers for the chemicals industry. Per-capita consumption of chemicals in India is lower relative to Western peers and there exists a large latent demand. .

Attractive Opportunities

Polymers and agrochemicals industries in India present immense growth opportunities. In FY15, India's construction chemical market was valued at USD589.58 million, thereby representing ample growth opportunity in chemical sector. In 2015, India's Plastic & Polymer market stood at USD 22 billion, thus generating more opportunities.

Increasing Opportunities

Lured by the size and returns of the Indian market, foreign firms have strengthened their presence in India. From April 2000 to March 2016, total FDI inflows into the Indian chemical industry (excluding fertilisers) were USD11.90 billion.

Policy support

In 2015, CII launched second phase of “Chemistry Everywhere” campaign to boost the growth of chemical industry in India. 100 Percent FDI is permissible in the Indian chemicals sector, manufacturing of most chemical products is die licensed. Setting up of PCPIRs

(Source: *Chemical Report December 2016*, India Brand Equity Foundation, www.ibef.org)

OUR BUSINESS

OVERVIEW

Our Company was originally incorporated on April 15, 1996 under the name and style 'Chemcrux Enterprises Limited', under the provisions of the Companies Act, 1956 with Registrar of Companies, Gujarat Dadra and Nagar Haveli vide certificate of incorporation bearing registration number 4-29329 of 1996-97 at Vadodara, Gujarat. We took over the business of M/s. Chemcrux, a partnership firm in December, 1999, which was formed in the year 1981 with three partners.

Our Company is an ISO 9001:2008 and ISO 14001:2004 certified company and is engaged in High Pressure Oxidation, Chlorosulfonation, Nitration and Acetylation for manufacturing of intermediates for bulk drugs, dyes and pigments.

Our promoters Girish Shah and Sanjaybhai Marathe, have an experience of more than 30 years in chemical industry. Our promoters ran business in the name of 'Chemcrux' since 1981 by our promoters as a partnership concern at Gujarat. It has fully equipped chemical testing laboratory and treatment plant for effluent liquids and gases. The unit has also been honoured with safety awards.

We export our products to Europe, Egypt and United States of America. The total direct exports constituted more than 20% of gross sales during FY 2016, FY 2015 and FY 2014 respectively.

We also undertake customer specific processing activities and also manufacture products as per customer requirements.

Our registered office is situated at T-7, National Plaza, R. C Dutt Road, Vadodara -390007, Gujarat, India and our manufacturing facility is situated at 4712-14, GIDC, Road South-10, Ankleshwar-393002, Gujarat, India.

OUR PRODUCTS

We have product portfolio of intermediates for bulk drugs, API, dyes and pigments industries. Our Company's major selling products are Lassamide, various Chloro Benzoic Acids, and Nitro Benzoic Acids. Key Categories of products manufactured by our Company are as follows:

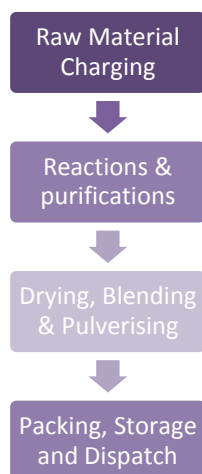
Our product basket contains:-

Sr. No.	Product name	Synonyms
1.	2 Chloro Benzoic Acid	Ortho Chloro Benzoic Acid
2.	3 Chloro Benzoic Acid	Meta Chloro Benzoic Acid
3.	4 Chloro Benzoic Acid	Para Chloro Benzoic Acid
4.	4 Nitro Benzoic Acid	Para Nitro Benzoic Acid
5.	2,4 Dichloro Benzoic Acid	2,4-Dichlorobenzene Carboxylic Acid
6.	4 Chloro 3 Nitro Benzoic Acid	3-nitro-4-chloro Benzoic Acid
7.	2 Chloro 5 Nitro Benzoic Acid	-
8.	3 Nitro Benzoic Acid	3-Nitro Benzoic Acid
9.	Lassamide	2,4-dichloro-5 sulfomoyl benzoic acid
10.	Aceturic Acid	N-Acetyl Glycine
11.	3,4 Dichloro Benzoic Acid	3,4-dichlorobenzene Carboxylic Acid
12.	4-chloro Benzoic Acid-3-Sulfonamide	4-chloro-3-sulfomoyl Benzoic Acid

Besides the above mentioned, we also cater to the products as per customer requirements & also under confidentiality agreements.

OUR MANUFACTURING/BUSINESS PROCESS

Brief manufacturing process of our products.



All processes undertaken in company are as per written procedures under ISO 9001 & ISO 14001 documents of the company. Each batch has traceability to maintain high level of quality.

1. Raw materials charging

At the initial stage of our manufacturing process, derivatives are charged to the process, the liquid raw materials are charged to reactors pneumatically and solid raw materials are charged manually. The materials are then sent for reactions and purifications.

2. Reactions and purifications

Derivatives are reacted with acids at controlled temperature and pressure during which the gases are generated. Such gases are scrubbed in alkali scrubbers and liquid effluents. They are then treated & neutralised for further treatment in central facility. Some effluents are processed in Multiple Effect Evaporator (MEE). Solid wastes generated are disposed at disposal site approved by Government and resultant by-products obtained are sold in the market. After completion of reaction, products are purified & taken further for processing.

3. Drying, pulverising & blending

After the reaction is over the reaction mass is centrifuged, washed with water, dried, and pulverised. Pulverised product is blended for homogenisation & to maintain uniformity of quality, as required.

4. Packing, Storage and Dispatch

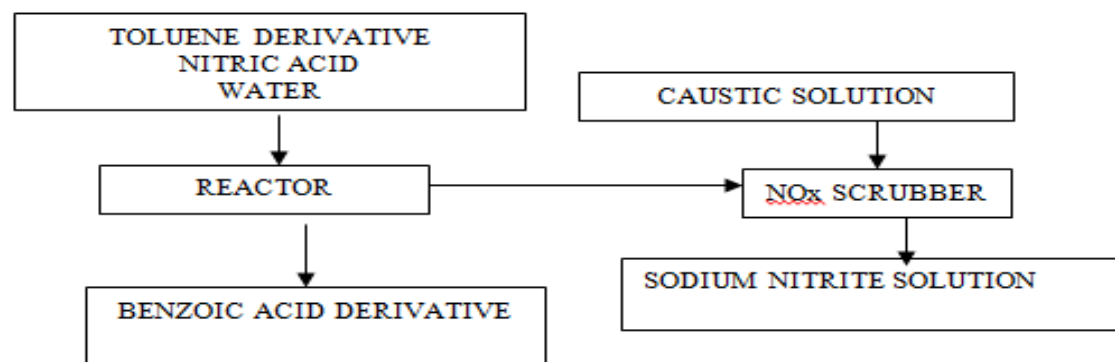
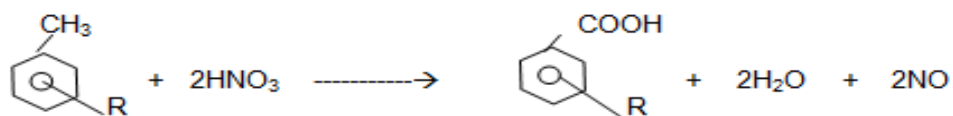
After drying, blending and pulverising, final products are packed and stored in the store. All batches are tested as per quality standards of ISO before final packing. Finished Product is dispatched to customer as per requirements from time to time.

Unit Operation wise Broad Route of Synthesis and Brief manufacturing process

A. Oxidation

MANUFACTURING PROCESS FOR BENZOIC ACID DERIVATIVES

Toluene Derivative + Nitric Acid \longrightarrow Benzoic Acid Derivative + Water + Nitrous Gases

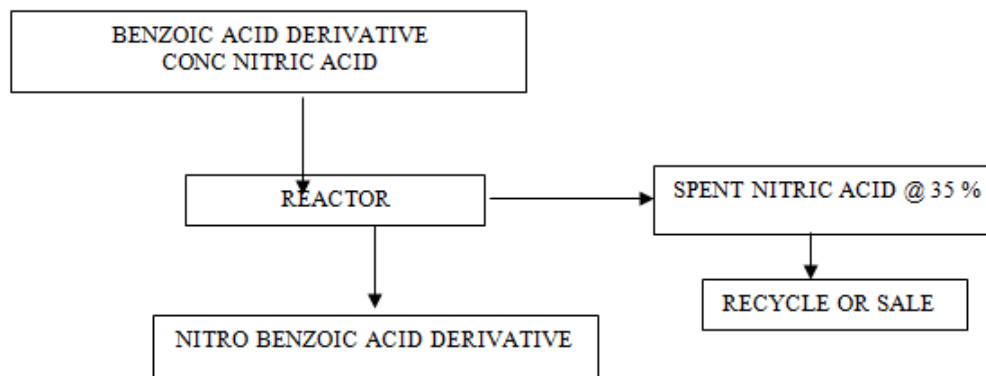
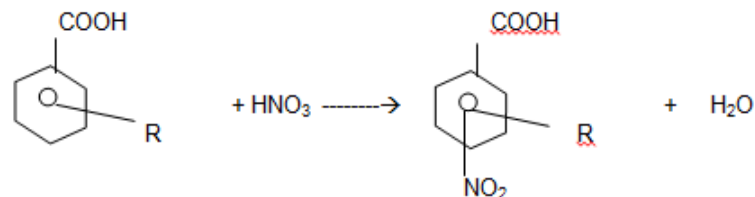


Toluene derivative corresponding to the Benzoic acid derivative to be manufactured is reacted with dilute nitric acid at high temperatures and under high pressure. During the reaction, the gases generated are scrubbed in alkali scrubber and Sodium Nitrite solution is obtained and sold. After the reaction is over the reaction mass is centrifuged, washed with water, dried, pulverised and packed. The liquid coming out of centrifuge is sent to ETP for further treatment and discharge.

B. Nitration

MANUFACTURING PROCESS FOR NITRO BENZOIC ACID DERIVATIVE

Benzoic Acid Derivative + Conc. Nitric Acid \longrightarrow Nitro Benzoic Acid Derivative + Water

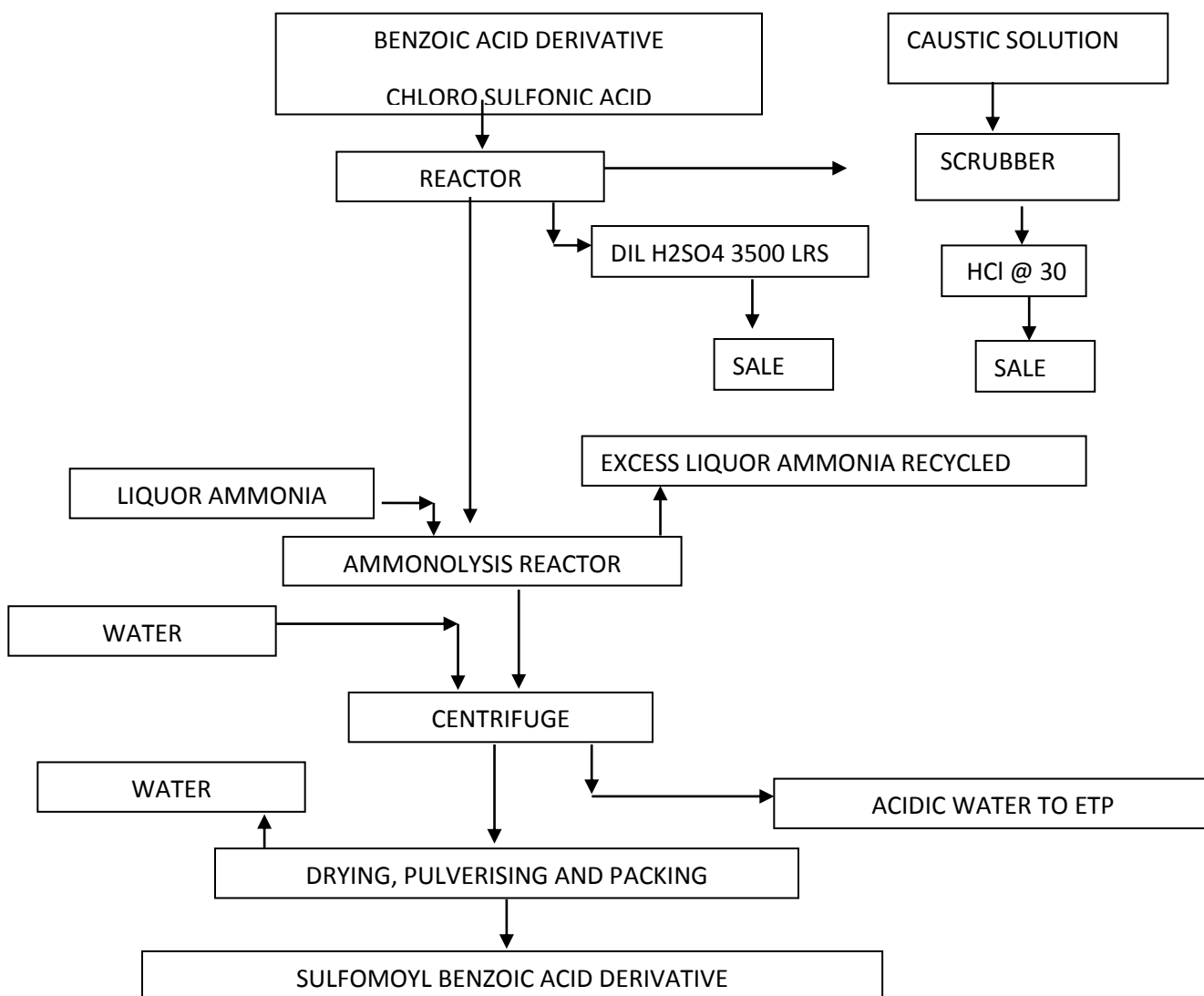
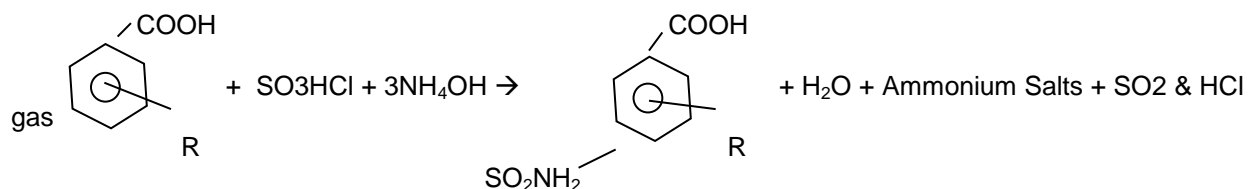


Benzoic acid derivative corresponding to the nitro benzoic acid derivative to be manufactured is reacted with concentrated nitric acid (CNA) at low temperatures. After the reaction is over the reaction mass is centrifuged, washed with water, dried, pulverised and packed. The liquid coming out of centrifuge is sent to ETP for further treatment and discharge.

C. Chloro Sulfonation - CHANGE FLOW CHART & REDUCE

MANUFACTURING PROCESS FOR SULFOMOYL BENZOIC ACID DERIVATIVE

Benzoic Acid Derivative + Chloro Sulfonic acid + Liquor Ammonia -----> Sulfonyl Benzoic Acid Derivative + Water + Ammonium Salts + SO₂ & HCl Gases



Benzoic acid derivative is reacted with Chloro Sulfonic acid by refluxing. The gases generated are scrubbed with water. After the reaction is over the mass is dumped in Ice and Water mixture. The gases generated are scrubbed in the scrubber. The resultant product i.e. sulfonyl chloride derivative is centrifuged and dumped in excess liquor ammonia at low temperatures. Excess ammonia liquor is distilled and the pH is adjusted by adding sulfuric acid. The product which comes out is centrifuged and taken for purification. The purified product is centrifuged, dried, pulverised and packed

RAW MATERIALS

The major raw materials used in manufacturing of our products are nitrotoluene, chlorotoluene, nitric acid, Benzoic Acid. These raw materials are procured as per the production planning and are easily available in indigenous and overseas markets. We procure raw material from overseas countries like Europe and China over & above indigenous sources.

The raw materials are being sourced from our suppliers on a regular basis. All sourcing of Major & Critical Raw Materials is from approved vendors as per company's QMS - ISO 9001. We do not envisage any difficulty in getting timely and adequate supply of raw materials.

OUR COMPETITIVE STRENGTHS

Cordial relation with clients and suppliers

We constantly try to address customer needs by supplying products to customers as per their quality standards. This also helps us in getting repeated business orders from our customers. We develop new products based on requirements of our clients & also improvise our product quality to attain customer satisfaction.

Quality of Product

Quality Control Department ("QCD") is responsible for maintaining quality standards as per Quality Management System. QCD department controls quality of finished product, raw materials, in-process quality checks & effluents. All products are released/ dispatched after approval completion of testing from QC. Our quality control laboratory is equipped with HPLC, TLC, K.F. & other required equipment. Our Company has been granted ISO 9001:2008 and 14001:2004 for its quality management systems.

Experienced Management and Employee Base

Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of speciality chemicals and pharma intermediates including production, research & development, marketing and finance. Girish Shah, Promoter, Chairman & Whole Time Director of our Company, is a chemical engineer from The Maharaja Sayajirao University of Vadodara and also holds post-graduation in Industrial Management from Indian Institute of Science, Bangalore. He has an experience of more than 30 years in chemical industry. Sanjaybhai Marathe, Promoter and Managing Director of our company, is a chemical engineer from The Maharaja Sayajirao University of Vadodara and has an experience of about more than 30 years in chemical industry.

AWARDS/ CERTIFICATES / MEMBERSHIP/RECOGNITION

Our Company have been awarded with certain awards, certificates of membership etc. from various associations as below:

- Certificate of Registration cum Membership of CHEMEXCIL- set up by Ministry of Commerce, Government of India
- Certificate of Membership for Common waste Disposal facility by Bharuch Enviro Infrastructure Limited.
- Life Membership Certificate by Disaster Prevention & Management Centre (DPMC).
- Certificate of Appreciation by Ankleshwar Industries Association for Massive Tree Plantation Undertaken during the year 2011-12.
- Certificate for high standards of safety by Inspector of Factories & Rotary Club in year 1998

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office is situated at T-7, National Plaza, R. C Dutt Road, Vadodara -390007, Gujarat, India and manufacturing facility is situated at 4712-14, GIDC, Road South-10, Ankleshwar-393002, Gujarat, India. Spread over 66,000 sq. feet. Our manufacturing facility is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities, which are required for our business operations to function smoothly. It is equipped with requisite utilities and facilities including the following:

Power

Our Company meets its power requirements of factory by purchasing electricity from Madhya Gujarat Vij Company Limited and Dakshin Gujarat Vij Company Limited. The sanctioned load of our Company is 475 KW for our manufacturing facility.

Fuel

We use Compressed Natural Gas ("CNG"), for thermic and steam boilers at our factory. CNG is continuously available at our manufacturing facility as the same is supplied through pipeline. Apart from CNG, diesel is required for the DG sets.

Water

Our water requirements are sourced from GIDC. It is used for our manufacturing processes, for cooling arrangements, for steam generation, in chilling plant and other general purposes.

Steaming & cooling arrangement

Utilities like chilling plants and cooling towers are required to maintain the designed process conditions during the reactions. We currently have one steam boiler with a capacity of 3 tons, oil heating unit, water softener plant, cooling towers, chilling plant, air compressors, etc. facilities for steaming and cooling required during our manufacturing process.

Currently, our requirement of ice is met partially by manufacturing at our plant ice and partially by purchasing from market. Further we are in the process of installing other chilling plant to fully meet our requirements from our own source which will also helps us to reduce overheads cost.

Effluent treatment

The manufacture of intermediates involves generation of residues and discharges which may lead to pollution of air, water or soil if not treated and disposed in an appropriate manner. We have in place management controls and systems, which control and prevent processes, residues and discharges from polluting the air, ground or water.

For liquid effluents we have primary treatment plant, secondary treatment plant and tertiary treatment plant. Our manufacturing unit is registered with Bharuch Enviro Infrastructure Limited for the Common Liquid effluent Facility and Common Solid waste Disposal Facility and also registered as member of Ankleshwar Cleaner Process Technology Centre Limited for treatment and recycle of industrial waste water generated from manufacturing. The liquid waste is the water from the processes, boiler blow-down, cooling tower blow-down, etc. This water has impurities like suspended solids, oil & grease etc. This water is treated prior to discharge out of the factory and the primary treatment involves neutralization, flocculation etc. The neutralized effluent is sent to CETP through their designated tankers and this effluent gets collected in the Common Effluent Sump at CETP.

For gaseous effluents we have absorption towers, airborne emissions are scrubbed in scrubbers and are discharged after removal of hazardous soluble gases and insoluble particles like dust.

Quality control

Quality control has two aspects: one is maintaining the quality of raw materials, and another is maintaining the quality of the products we manufacture. Keeping in mind this objective, we have quality control departments at our factory, the activities of which comprise of collection and preparation of samples, testing of raw materials and other process inputs inspection, testing and quality

certification of finished products, preparation of technical information sheet and issue of certificate of analysis.

CAPACITY AND CAPACITY UTILIZATION

MT/Year

Product Name	Installed	Actual			Projected		
		2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Oxidation	1050	940	689	848	900	950	950
Nitration	300	131	63	48	120	130	140
Chloro Sulfonation	500	391	413	361	390	420	420

Note:

Our Company intends to achieve higher production by utilising its existing unutilised installed capacity and increase its installed capacity by purchasing/hiring new machineries in the future years. The projected capacity for the next three years cannot be accurately estimated as the production depends upon the demand of the products and various other factors.

Capacity is measured on the basis of process which is to be followed for getting an output of desired intermediates and out put of one process may also be used in other process as per requirements.

COLLABORATIONS

As on the date of this Draft Prospectus, our Company has not entered into any technical or other collaboration

EXPORT AND EXPORT OBLIGATION

Our Company does not have any Export Obligation as on date of filing of this Draft Prospectus

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As on September, 2016 we have total 54 employees at factory and registered office, who look after our manufacturing operations, administrative, legal, marketing and accounting functions in accordance with their respective designated goals. Apart from these we also employ casual labour or temporary labour on need basis. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

In addition to the above, we have contractual manpower required for executing various activities. They are hired as per our production planning. As on September 30, 2016, we have 8 workers in production division.

Till date we have not experienced any strike, lockout or go-slow at our factory.

MARKETING

Marketing is an important function of our Company. We sell our products in domestic as well as overseas markets viz. United States of America, Egypt and European Countries. Our marketing team directly approaches the large end users. As we deal directly with our customers and respond quickly to their requirements, we are able to build long term relationships with them. We already have established a client network from various industries like pharmaceutical, chemical, dyes and pigments etc.

In addition to the above, our website provides details of the range of products manufactured by us , infrastructure & QC facilities available, which enables the prospective customers to know the company strengths & expertises. This facilitates customer decision making for placing orders on company without

much inconvenience. Also, we regularly participate in trade exhibitions and seminars for marketing our products.

COMPETITION

We operate in chemical industry, which faces competition from domestic as well as international players. Competition emerges from the organized and unorganized sector but also from small and big players. Our competitiveness depends on several factors which includes quality, price and customer services.

Further, there are no entry barriers in this industry, and any expansion in capacity of the existing manufacturers would further intensify competition. To counter further competition, we are proposing expansion of our business activity so as to achieve diverse product portfolio, economies of scale and cost competitiveness.

We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way

END USERS

We are primarily engaged in High Pressure Oxidation, Nitration, Acetylation and Chlorosulfonation – for manufacturing intermediates for bulk Drugs, Dyes and Pigments. So end user of our products are majorly from the bulk drugs, dyes and pigment industries and pharmaceuticals industries.

REGISTRATION

Our Company exports some of its products to European countries. As per the REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company.

This obligation applies to substances as such and in preparations. Thus, our Company has entered in to agreement with Sustainability Support Services (Europe) AB and preregistered its products under REACH Regulation.

BUSINESS STRATEGY

Capacity expansion and Product Development for Customised Product

We focus on a value addition strategy coupled with a volume driven approach, which enables margin enhancement along with revenue growth. We intend to continue to enhance scale in existing products and introduce new products to capitalize on the opportunity to cater rising acceptance and demand of new products. We also intend to improvise technical processes for better efficiencies. Our diversification into Customised product is in furtherance of our strategy of increasing our market share in the Intermediates for bulk drugs industry.

Reduction of Greenhouse Gases

We are already experiencing the effects of climate change. Temperatures are rising, snow and rainfall patterns are shifting, and more extreme climate events—like heavy rainstorms and record high temperatures are already taking place. These changes are linked to the climbing levels of carbon dioxide and other greenhouse gases in our atmosphere, caused by human activities such as burning fossil fuels for energy.

By making efforts for reducing greenhouse gases, our Company can contribute to save the Environment. We can also absorb financial benefits arising out of sale of carbon credit which will generate revenue for the company in addition to the revenue of existing business.

Increase in Export Sales

Company is presently dealing in chemicals and currently export to United States of America, Egypt and European countries. Our export sale contribute 23.51% of our total revenue for the financial year 2015-16. We plan to expand our export market in countries like Japan & China.

Improving functional efficiency.

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development. Our Company is in process to expand a capacity of Chilling plant for meeting the requirement of Ice Cubes internally which will reduce the overhead costs and also ensures timely supply of the same.

Strengthening our customer base

We propose to widen our customer base by launching our various customised products. It is our long term goal to widen our portfolio of Products, considering important factors such as Market requirements, Customer requirement, etc.

INSURANCE

We maintain insurance policies in respect of our business, operations and products. We have taken insurance policy to insure fire and shock, Marine Policies for Cargo and Money Insurance, Floater Policy, Public Liability Policy, Machinery Breakdown Policy and Burglary Policy etc. Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

LAND AND PROPERTY

Owned Properties:

We currently operate from the state of Gujarat from the following locations:

Sr. No.	Property Kind	Buyer	Name of Seller	Address of the Property	Usage	Area
1.	Freehold Property	Original buyer M/s.Chemcrux Current Owner Chemcrux Enterprises Limited	Kunj Corporation	T-7, National Plaza, R.C.Dutt Road, Alkapuri, Vadodara -390007	Registered and Administration Office	32.40 sq. Mtr.
2.	Freehold Property	Chemcrux Enterprises Limited	Bhalchandra Enterprise.	‘‘Omkar Exotica’’, Plot No. 86, R.s No. 1225-1, 1226, 1238-2, 1230, Vill: Kondh, Ta: Valiya, Dist.: Bharuch	Staff Accommodation	594.73 sq. Mtr.

Sr. No.	Property Kind	Buyer	Name of Seller	Address of the Property	Usage	Area
3.	Freehold Property	Chemcrux Enterprises Limited	Bhalchandra Enterprise.	‘Omkar Igzotica’, Plot No. 199, R.s No. 1225-1, 1226, 1238-2, 1230, Vill: Kondh, Ta: Valiya, Dist.: Bharuch	Staff Accomodation	287.00 sq mtr.

Leased/Rental Properties:

The following properties are taken on lease by our Company:

Sr. No.	Location of Property	Licensor and Licensee	Date and Period of Agreement	Usage
1.	Plot No. 4712, GIDC Ankleshwar, Vill: Piraman, Ta; Ankleshwar, Dist. Bharuch, Gujarat, India	Gujarat Industrial Development Corporation Chemcrux Enterprises Limited	Original Deed- March 20, 2004 Deed of Assignment – July 19, 2003 99 years	Manufacturing facility
2.	Plot No. 4713/A, GIDC Ankleshwar, Vill: Piraman, Ta; Ankleshwar, Dist. Bharuch, Gujarat, India	Gujarat Industrial Development Corporation Chemcrux Enterprises Limited	Original Lease Deed- September 27, 1982 Deed of Assignment – July 19, 2003 99 years	Manufacturing facility
3.	Plot No. 4713/B, GIDC Ankleshwar, Vill: Piraman, Ta; Ankleshwar, Dist. Bharuch, Gujarat, India	Gujarat Industrial Development Corporation Chemcrux Enterprises Limited	Original Lease Deed- July 31, 1990 Deed of Assignment – July 19, 2003 99 years	Manufacturing facility
4.	Plot No. 4714, GIDC Ankleshwar, Vill: Piraman, Ta; Ankleshwar, Dist. Bharuch, Gujarat, India	Gujarat Industrial Development Corporation Chemcrux Enterprises Limited	Original Deed- March 13, 1981 and June 06, 2000 Deed of Assignment – July 19, 2003 99 years	Manufacturing facility
5.	101A, Tower –D, World Trade Centre,	WTC Noida Development	July 06, 2015 and Addendum	Office Purpose

Sr. No.	Location of Property	Licensor and Licensee	Date and Period of Agreement	Usage
	GIFT City, Block No.51, Gandhinagar, Gujarat	Company Private Limited Chemcrux Enterprises Limited	Agreement-October 27, 2015 Up to September 22, 2113	

INTELLECTUAL PROPERTY RIGHTS

As on date of this Draft Prospectus company does not have any registered intellectual property rights, but our company is in process of making application for registration of its Logo as trademark.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the business of manufacturing of intermediaries required for manufacturing of bulk drug, dyes and pigments. Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 238 of this Draft Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Indian Boilers Act, 1923

The Indian Boilers Act, 1923 (the “Boilers Act”) states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economiser or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner.

Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) Regulation

REACH Regulation is regulation of European Union came into force on June 01, 2007, adopted to improve the protection of human health and the environment from the risk that can be posed by chemicals, while enhancing the competitiveness of the EU chemical industry. It also helps in promoting alternative methods for the hazard assessment of substances in order to reduce the number of tests on animals. REACH places the burden of proof on companies. To comply with the regulation, companies must identify and manage the risks linked to the substances they manufacture and market in the EU. They have to demonstrate to ECHA how the substance can be safely used, and they must communicate the risk management measures to the users.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed

twenty-five lakh rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise , where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, “Micro – enterprise” , where the investment in equipment does not exceed ten lakh rupees, “Small Enterprise” where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or “ Medium Enterprise” where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Gujarat Industrial Policy 2015

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by way of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through MSE exchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries.

The Government of Gujarat, will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on “Zero Defect” to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one’s products or wares. Government of Gujarat will make market credit available to MSMEs.

Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made way to enactment of Companies Act, 2013. The Companies act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register

and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year covered to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1951 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1976

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against Female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour is prohibited in Building and Construction Industries and as per Part A of the Schedule it is applicable to the Port and the vicinity of the port area.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with

labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment

TAX RELATED LEGISLATIONS

Gujarat Value Added Tax Act, 2003 (“GVAT”)

Gujarat Value Added Tax, 2003 (GVAT Act) is made effective in the state of Gujarat from 1st April, 2006. On its implementation following Acts are repealed.

- The Gujarat Sales Tax Act, 1969,
- The Bombay Sales of Motor Spirit Taxation Act, 1958,
- The Purchase Tax on Sugarcane Act, 1989.

However provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive. The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act.

Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976. And The Gujarat State Tax On Professions Traders, Callings and Employments Rules, 1976

Professional tax in Gujarat is governed by the Gujarat Panchayats, Municipalities, Municipal Corporation and State Tax on Professions, Traders, Callings and Employment Act, 1976 and rules of 1976. All registered partnership firms, all factory owners, all shops or establishment owners (if the shop has employed on an average five employees per day during the year), all businesses covered under the definition of ‘dealer’ defined in the Gujarat Value Added Tax Act, 2003 whose annual turnover is more than Rs. 2.50 lakhs, all transport permit holders, money lenders, petrol pump owners, all limited companies, all banks, all district or state level co-operative societies, estate agents, brokers, building contractors, video parlors, video libraries, members of associations registered under Forward Contract Act, members of stock exchange, other professionals, like legal consultants, solicitors, doctors, insurance agents, etc are covered under this Act. It is duty of the employers to deduct tax from the person earning any salary/wage in the organisation. For the purpose of this act, employer means in relation to an employee earning any salary or wages on regular basis under him, means the person or the officer who is responsible for disbursement of such salary or wages, and includes the head of the office or any establishment as well as the manager or agent of the employer.

Monthly Salary Amount payable in Gujarat

Less than Rs. 5999	Nil
Rs. 6000 to Rs. 8999	Rs. 80 per month
Rs. 9000 to Rs. 11999	Rs. 150 per month
Rs. 12000 & above	Rs. 200 per month

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Central Sales Tax Act, 1956 (“CST”)

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for Levy,

collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 (“Central Excise Act”) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

OTHER LAWS

The Factories Act, 1948

The Factories Act, 1948 (“Factories Act”) aims at regulating labour employed in factories. A “factory” is defined as “any premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...”. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the “occupier”, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

Shops and establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 (“Environment Protection Act”)

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981 (“the Act”) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act 1974 (“the Act”) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

Hazardous Waste (Management and Handling) Rules, 1989

The Hazardous Waste (Management and Handling) Rules, 1989, as amended, impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose of such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. Each occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state pollution control board for collecting, storing and treating the hazardous waste.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the “**Trade Marks Act**”) provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (DGFT) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of all the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. Director General of Foreign Trade (herein after referred to as DGFT) is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999("FEMA") and the rules and regulations promulgated there under. The act aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not as ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (**“FDI”**) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**“DIPP”**), has issued consolidated FDI Policy Circular of 2016(**“FDI Policy 2016”**), which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (**“RBI”**) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectorial caps, entry routes and other sectorial regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated on April 15, 1996 under the name and style 'Chemcrux Enterprises Limited', under the provisions of the Companies Act, 1956 with Registrar of Companies, Gujarat Dadra and Nagar Haveli vide certificate of incorporation bearing registration number 4-29329 of 1996-97 at Vadodara, Gujarat. We took over the business of M/s. Chemcrux, a partnership firm in December, 1999, which was formed in the year 1981 with three partners.

Our promoters Girish Shah and Sanjaybhai Marathe, have an experience of more than 30 years in chemical industry. Our promoters ran business in the name of 'Chemcrux' since 1981 by our promoters as a partnership concern at Gujarat. It has fully equipped chemical testing laboratory and treatment plant for effluent liquids and gases. The unit has also been honoured with safety awards.

Our Company vide a business purchase agreement, purchased the business of "M/s. Chemcrux" in the year 1999 as a going on concern.

We also undertake customer specific processing activities and also manufacture products as per customer requirements.

Our registered office is situated at T-7, National Plaza, R. C Dutt Road, Vadodara -390007, Gujarat, India and our manufacturing facility is situated at 4712-14, GIDC, Road South-10, Ankleshwar-393002, Gujarat, India.

Our Company is an ISO 9001:2008 and ISO 14001:2004 certified company and is engaged in High Pressure Oxidation, Chlorosulfonation, Nitration and Acetylation for manufacturing of intermediates for bulk drugs, dyes and pigments. For market of each segment, capacity built-up, standing of our Company in comparison with prominent competitors, with reference to its services, products, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to chapters titled "*Our Business*", "*Financial Statements as Restated*", "*Management's Discussion and Analysis of Financial Condition and Results of Operation*", "*Government and Other Statutory Approvals*" beginning on page 133, 181, 229 and 238 respectively of the Draft Prospectus.

The total number of members of our Company as on the date of filing of this Draft Prospectus is 7 (seven). For further details, please refer the chapter titled "*Capital Structure*" beginning on page 67 of this Draft Prospectus.

CHANGES IN OUR REGISTERED OFFICE:

Since Incorporation, our Registered Office was situated at T-7, National Plaza, R. C. Dutt Road, Vadodara , Gujarat-390007, India.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main objects of our Company are:

1. *"To acquire and take-over the entire business with all its assets and liabilities as a going concern of a partnership firm known in the name of 'CHEMCRUX' at T -7, National Plaza, R C. Dutt Road. Vadodara-390 007.*

2. *To carry on in India or elsewhere the business of manufacture, produce, process, compound, refine, formulate, commercialise, develop, warehousing of but not limited to and to act as broker, agent, consignor, consignee, stockists, distributors, consultants in management or otherwise in general, collaborator, trader, buyer, seller, exporter, importer, job worker, vendor, supplier in all types of chemicals including organic and inorganic chemicals, fine chemicals, intermediates, dyes, pigments, petrochemicals, pesticides, biochemical, solvents, bulk drugs and dyes, Active Pharmaceuticals Intermediates (API), food products & its ingredients, additives etc., pharmaceutical and pesticide*

formulation and elements and compounds of all kinds (solid, liquid and gaseous), bulk chemicals and allied items.

3. To access, process, trade and transfer technology in the field of chemicals, bulk drugs, Life Sciences, Active Pharmaceuticals Intermediates (API), R & D both basic and applied research as well as contract development in the above relevant fields and to distribute, market, sell or assign the intellectual property rights or the technology in respect of the products or processes or patented process, chemicals, APIs, pharmaceuticals of every description, biotechnological and biochemical processes developed to any other individual, firm, body corporate for a lump sum payment, royalty, technical fees, know-how fees or any other fee etc.

4. To carry on research and development work to attain the objects of the Company, including but not limited to, in the field of Science, Engineering, Commerce, agriculture, Management and to acquire /develop the intellectual properties thereof having industrial, commercial, academic application.

5. To carry on in India or elsewhere all activities relating to software development for any industry, business, application, product, device, computer, micro processor, including design and implementation of hardware and software for all such services.

6. To carry on the business as permitted by laws, as promoter, organizer, developer, surveyor or to deal in/trade in, sale, purchase, transfer of/ construction, development, maintenance of land, building or any other real estate or any project for industrial, commercial, domestic or other legible purposes”.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since incorporation, the following amendments have been made to the MoA of our Company:

Date of AGM / EGM	Changes
December 31, 1999	<p>Increase of Authorised Capital from Rs. 50,00,000 consisting of 5,00,000 Equity Shares of Rs.10/- each to Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs.10/- each</p> <p>Alteration of Main object clause of condition IIIA of Memorandum of Association by insertion of new Main Clause No. 1 and by renumbering the existing Main object clause No.1 as No.2 of condition IIIA.</p> <p><i>“To acquire and take over the entire business with all its assets and liabilities as a going concern of a partnership firm known in the name of ‘CHEMCRUX” situated at T-7, National Plaza, R.C Dutt. Road, Vadodara-390007.”</i></p>
September 30, 2016	<p>Increase of Authorised Capital from Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares to Rs. 4,00,00,000 consisting of 40,00,000 Equity Shares of Rs.10/- each</p> <p>Alteration of object clause of of Memorandum of Association as per below details</p> <p>a. In Clause III (A)-Main Object Clause, Sub- Clause 2 shall be altered as under:</p> <p><i>2. To carry on in India or elsewhere the business of manufacture, produce, process, compound, refine, formulate, commercialise, develop, warehousing of but not limited to and to act as broker, agent, consignor, consignee, stockists, distributors, consultants in management or otherwise in general, collaborator, trader, buyer, seller, exporter, importer, job worker, vendor, supplier in all types of chemicals including organic and inorganic chemicals, fine chemicals, intermediates, dyes, pigments, petrochemicals, pesticides, biochemical, solvents, bulk drugs and dyes, Active Pharmaceuticals Intermediates (API), food products & its ingredients, additives etc., pharmaceutical and pesticide formulation and elements and compounds of all kinds (solid, liquid and gaseous), bulk chemicals and allied items.</i></p> <p>b. In Clause III (A) -Main Object Clause, after Sub- Clause 2 following clauses be inserted:</p> <p><i>3. To access, process, trade and transfer technology in the field of chemicals, bulk</i></p>

Date of AGM / EGM	Changes
	<p>drugs, Life Sciences, Active Pharmaceuticals Intermediates (API), R & D both basic and applied research as well as contract development in the above relevant fields and to distribute, market, sell or assign the intellectual property rights or the technology in respect of the products or processes or patented process, chemicals, APIs, pharmaceuticals of every description, biotechnological and biochemical processes developed to any other individual, firm, body corporate for a lump sum payment, royalty, technical fees, know-how fees or any other fee etc.</p> <p>4. To carry on research and development work to attain the objects of the Company, including but not limited to, in the field of Science, Engineering, Commerce, agriculture, Management and to acquire /develop the intellectual properties thereof having industrial, commercial, academic application.</p> <p>5. To carry on in India or elsewhere all activities relating to software development for any industry, business, application, product, device, computer, micro processor, including design and implementation of hardware and software for all such services.</p> <p>6. To carry on the business as permitted by laws, as promoter, organizer, developer, surveyor or to deal in/trade in, sale, purchase, transfer of/ construction, development, maintenance of land, building or any other real estate or any project for industrial, commercial, domestic or other legible purposes.</p> <p>c. In clause III (B), the following Sub Clauses shall be altered as follows</p> <p>(a) In Sub-Clause 28, the word/phrase 'Companies Act, 1956', shall be replaced by the word/phrase 'Companies Act, 2013'</p> <p>(b) In Sub- Clause 58, the word/ phrase 'Section 58A of the Companies Act and Rules made there under and directions issued by Reserve Bank of India' shall be replaced by the word/phrase 'applicable provisions of the Companies Act, 2013 and Rules made there under and directions issued by Reserve Bank of India' and; for the words, 'the Banking Regulations Act, 1949', the words/phrase 'the applicable Banking Regulations' shall be replaced.</p> <p>d. In Clause III (B) the following Sub Clauses shall be inserted after Sub Clause 58:</p> <p>59. To act as promoter, developer, manager, management consultant, agent, engineer, architect, planner, designer, technical advisor and to carry on other activities and undertake and execute any contract in connection with the main objects.</p> <p>e. Clause III (C)- Other Object Clause be deleted.</p> <p>f. Clause IV be replaced by following clause:</p> <p>IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."</p>
November 17, 2016	Increase of Authorised Capital from Rs. 4,00,00,000 consisting of 40,00,000 Equity Shares of Rs.10/- each to Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs.10/- each

KEY EVENTS AND MILESTONES

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Events
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Year	Events
1996	Incorporation of our Company and commencement of business
1999	Takeover of Partnership Firm M/s. Chemcrux by the Company and raising of capital by way of issue of shares.
2010	ISO 9001-2008 Certificate
2013	ISO 14001-2004 Certificate

OUR HOLDING COMPANY

Our Company does not have any holding company as on the date of filing of this Draft Prospectus.

OUR SUBSIDIARY COMPANY,

Our Company does not have any Subsidiary company as on the date of filing of this Draft Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details in relation to our capital raising activities through equity and debt, please refer to the chapters titled “*Financial Information as Restated*” and “*Capital Structure*” beginning on page 181 and 67, respectively, of this Draft Prospectus.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

Since incorporation, there has been no change in the activities being carried out by our Company.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has acquired business of a partnership concern named M/s. Chemcrux in the year 1999-2000. Except that, our Company was not involved in any other merger or acquisitions.

SHAREHOLDERS’ AGREEMENTS

Our Company has not entered into any shareholders’ agreement as on date of filing of this Draft Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any agreements / arrangements except under normal course of business of the Company, as on date of filing of this Draft Prospectus.

STRIKES AND LOCK-OUTS

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock- outs. As on the date of this Draft Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

STRATEGIC PARTNERS

Our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

FINANCIAL PARTNERS

As on the date of this Draft Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Draft Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has 7 (seven) shareholders as on date of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. As on the date of this Draft Prospectus, our Board comprises of 6 Directors.

The following table sets forth details regarding our Board:

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Re-appointment	Other Directorship
1.	Name: Girish Shah Father's Name: Champaklal Shah Age: 60 Years Designation: Chairman & Whole Time Director Address: Gokul 12, Parijatak Society, Tandalja Road, Vadodara-390020 Gujarat, India. Occupation: Business Nationality: Indian Term: 3 years from January 01, 2016. Liable to retire by rotation. DIN: 00469291	January 01, 2016	Public Limited Company: Nil Private Limited Company: Nil
2.	Name: Sanjaybhai Marathe Father's Name: Yashwantrao Marathe Age: 60 years Designation: Managing Director Address: A/73, Shrinathdham Society, Nr. Urmi Char Rasta, Vadodara ,Surat-390007, Gujarat, India Occupation: Business Nationality: Indian Term: 3 years from January 01, 2016. Not Liable to retire by rotation. DIN: 01316388	January 01, 2016	Public Limited Company: Nil Private Limited Company: Nil
3.	Name: Shaileshkumar Patel Father's Name: Hashmukhlal Patel Age: 59 years Designation: Independent Director Address: A/5, Shrinathdham Duplex B/H. Dinesh Mills Vadodara 390007, Gujarat, India Occupation: Business Nationality: Indian Term: 5 years from September 30, 2016 DIN: 02826895	September 30, 2016	Public Limited Company: Nil Private Limited Company: Nil
4.	Name: Bhanubhai Patel Father's Name: Vashrambhai Patel Age: 65 years Designation: Independent Director Address: 1 Ravi Darshan Society, New Colony, GIDC, Ankleshwar	September 30, 2016	Public Limited Company: Nil Private Limited Company: Kapil Organisers Private

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Re-appointment	Other Directorship
	393002,Gujarat,India. Occupation: Business Nationality: Indian Term: 5 years from September 30, 2016 DIN: 00727280		Limited
5.	Name: Neela Marathe Husband Name: Sanjaybhai Marathe Age: 55 years Designation: Non Executive Director Address: A-73,Shrinathdham Society, Near Urmi Crossing, Akota,Vadodra 390007, Gujarat, India Occupation: Business Nationality: Indian Term: .. Liable to Retire by Rotation DIN: 00469204	December 31, 1999	Public Limited Company: Nil Private Limited Company: Nil
6.	Name: Sidhdhi Shah Husband Name: Girish Shah Age: 55 years Designation: Non Executive Director Address: Gokul 12,Parijatak Society,Tandalja Road,Vadodara 390020 Occupation: Business Nationality: Indian Term: Liable to Retire by Rotation DIN: 00469138	December 31, 1999	Public Limited Company: Nil Private Limited Company: Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

1. Girish Shah, Promoter, Chairman and Whole Time Director

Girish Shah aged 60 years, is the Promoter Chairman and Whole Time Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a degree in Bachelor of Engineering in Chemical from the Maharaja Sayajirao University of Vadodara and post-graduation in Industrial Management from Indian Institute of Science, Bangalore. He has an experience of about more than 30 years in chemical industry. At present he is heads Marketing and Finance division of the Company.

2. Sanjaybhai Marathe, Promoter and Managing Director

Sanjaybhai Marathe, aged 60 years, is the Promoter and Managing Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Vadodara (M.S University) and Master Degree (M.Tech) from Indian Institute of Technology (IIT), Powai. He has an experience of about more than 30 years in chemical industry. At present he is involved in overall production activities of the Company.

3. Shaileshkumar Patel, Independent Director

Shaileshkumar Patel aged 59 years has been appointed as Independent Director of our company with effect from September 30, 2016. He has completed his Bachelor of Commerce and Bachelor of law from, Maharaja Sayajirao University of Vadodara.

4. Bhanubhai Patel, Independent Director

Bhanubhai Patel aged 65 years has been appointed as Independent Director of our with effect from September 30, 2016. He has completed his Bachelor of Science from Gujarat University and B.Sc Teach. From University Department of Chemical Technology (UDTC), Mumbai, Maharashtra. He has experience of more than 35 years in the industry.

5. Neela Marathe, Non Executive Director

Neela Marathe, aged 55, is appointed as Non-Executive Director of our Company since December 31, 1999 and she is also one of the subscribers of MOA of our Company.

6. Sidhdhi Shah, Non Executive Director

Sidhdhi Girish Shah, aged 56 is appointed as Non Executive Director of our Company since December 31, 1999 and she is also one of the subscribers of MOA of our Company

CONFIRMATIONS

As on the date of this Draft Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Director	Other Director	Relation
Sanjaybhai Marathe	Neela Marathe	Husband-Wife
Girish Shah	Sidhdhi Shah	Husband-Wife

2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies.
6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION OF DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2016,

Name of Director	Amount (Rs. In Lakhs)
Sanjaybhai Marathe	30.00
Girish Shah	30.00

Compensation of our Director:

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and Articles of Association of the Company.

Terms and conditions of employment of our Director

A. Sanjaybhai Marathe

Sanjaybhai Marathe has been a Director of our Company since incorporation; He was re-appointed as Managing Director on January 01, 2016.

Currently his term of appointment as Managing Director was authorised vide shareholders resolution in Annual General Meeting held on September 30, 2016. His current term of appointment is as under:

Remuneration	Rs. 2,00,000 per month with increment up to Rs. 2,50,000 per month provided the remuneration payable from time to time to fix within the limits prescribed under schedule V of the Companies Act, 2013.
Term of Appointment	3 Years from January 01, 2016.
Perquisites	<p>A. Company's contribution towards provident fund and Company's contribution towards Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.</p> <p>B. Gratuity payable as per the rules of the Company.</p> <p>C. Leave encashment at the end of the tenure.</p> <p>D. The provision for use of Company's car with driver for official use.</p> <p>E. Company's telephone at his residence.</p> <p>F. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.</p>

B. Girish Shah

Girish Shah has been a Director of our Company since incorporation; subsequently he was re-appointed as Chairman and Whole Time Director of the company w.e.f January 01, 2016.

Currently his term of appointment as Chairman and Whole Time Director was authorised vide shareholders resolution in Annual General Meeting held on September 30, 2016 His current term of appointment is as under:

Remuneration	Rs. 2,00,000 per month with increment up to Rs. 2,50,000 per month provided the remuneration payable from time to time to fix within the limits prescribed under schedule V of the Companies Act, 2013.
Term of Appointment	3 Years from January 01, 2016 and liable to retire by rotation.
Perquisites	<p>A. Company's contribution towards provident fund and Company's contribution towards Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.</p> <p>B. Gratuity payable as per the rules of the Company.</p> <p>C. Leave encashment at the end of the tenure.</p>

	<p>D. The provision for use of Company's car with driver for official use.</p> <p>E. Company's telephone at his residence.</p> <p>F. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.</p> <p>Further, he shall be entitled to reimbursement of actual entertainment, travelling expenses incurred from time to time to perform his duties as per the rules of the Company.</p>
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Terms and conditions of employment of our Independent Directors and Non Executive Directors

Independent and Non executive Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations. The sitting fees presently paid to the Non-Executive Independent Director is Rs. 1000/- per meeting of the Board or a Committee thereof.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our Company.

The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Capital	% of Post Issue Equity Capital
1.	Girish Shah	1,800,080	50.00	36.47
2.	Sanjaybhai Marathe	1,800,080	50.00	36.47
3.	Neela Marathe	24	Negligible	Negligible
4.	Sidhdhi Shah	40	Negligible	Negligible

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Our directors, Girish Shah and Sanjaybhai Marathe are interested in the promotion of the Company to the extent of the equity shares held by them and other distributions in respect of the aforesaid Equity Shares. For further details please refer chapter titled "*Our Promoter & Promoter Group*" and heading titled "*Financial Statements as Restated*" beginning on Page No. 174 and 181 respectively of this Draft Prospectus.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the of this Draft Prospectus

Interest as member of our Company

As on date of this Draft Prospectus, our Directors together hold 36,00,224 Equity Shares in our Company i.e. 100 % of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding, dividend declared and other distributions, if any, by our Company.

Interest as a creditor of our Company

As on the date of this Draft Prospectus, our Company has availed loans from the Directors of our

Company. For further details, refer to chapter titled “*Financial Indebtedness*” and section titled “*Related Party Transactions*” beginning on page 229 and 179 of this Draft Prospectus.

Interest as Director of our Company

Except as stated above and in the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 181 and 67 of this Draft Prospectus our Directors, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

Interest as Key Managerial Personnel of our Company

Girish Shah, Promoter, Chairman and Whole-Time Director and Sanjaybhai Marathe Promoter and Managing Director of the Company are Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company. For further details, please refer details mentioned in “*Related Party Transactions*” beginning on page 179 of this Draft Prospectus.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to in the heading titled “*Land and Property*” in the chapter “*Our Business*” beginning on page 133 of the Draft Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in “*Financial Statements as Restated*” beginning on page 181 of this Draft Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Save and except as stated otherwise in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 187 of this Draft Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have any Associate Company or Subsidiary Company as on date of filing the draft prospectus of the Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Draft Prospectus.

Name	Date of event	Nature of event	Reason
Sanjaybhai Marathe	January 01, 2016	Re-appointment	Re-appointment as Managing Director
Girish Shah	January 01, 2016	Re-appointment	Re-appointment as Executive Chairman
Bhanubhai Patel	September 30, 2016	Appointment	Appointment as Independent Director
Shaileshkumar Patel	September 30, 2016	Appointment	Appointment as Independent Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Annual General Meeting of our Company held on September 30, 2016, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit and appropriate, notwithstanding that the money to be borrowed together with the money already borrowed by our Company from the financial institutions, Company's banker's, firms, bodies corporate and/or from any other person or persons whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, borrowed by our Company and outstanding at any one time shall not exceed the sum of Rs. 50 Crore (Fifty Crore).

CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with BSE. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has six directors out of which two are Independent Directors. The constitution of our Board is in compliance with section 149 of the Companies Act, 2013.

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee

A) *Audit Committee*

Our Company has constituted an audit committee ("***Audit Committee***"), as per section 177 of the Companies Act, 2013 vide resolution passed at the meeting of the Board of Directors held on December 20, 2016.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the Listing Regulation, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors:

Name of the Director	Status	Nature of Directorship
Shaileshkumar Patel	Chairman	Independent Director
Bhanubhai Patel	Member	Independent Director
Neela Marathe	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

- a. To investigate any activity within its terms of reference,
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice, and
- d. To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least 4 times in a year and not more than one hundred and twenty days shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

B) Stakeholder's Relationship Committee

Our Company has constituted a *Stakeholders Relationship Committee* to redress complaints of the shareholders. The Committee was constituted vide resolution passed at the meeting of the Board of Directors held on December 20, 2016.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Shaileshkumar Patel	Chairman	Independent Director
Bhanubhai Patel	Member	Independent Director
Sidhdhi Shah	Memnber	Non Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/investor's complaints;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company

Quorum for Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Compensation committee was approved by a Meeting of the Board of Directors held on December 20, 2016. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Bhanubhai Patel	Chairman	Independent Director
Shaileshkumar Patel	Member	Independent Director
Sidhdhi Shah	Memnber	Non Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Compensation Committee are:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- e. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- f. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.

- g. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- h. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

Quorum for Nomination and Remuneration Committee

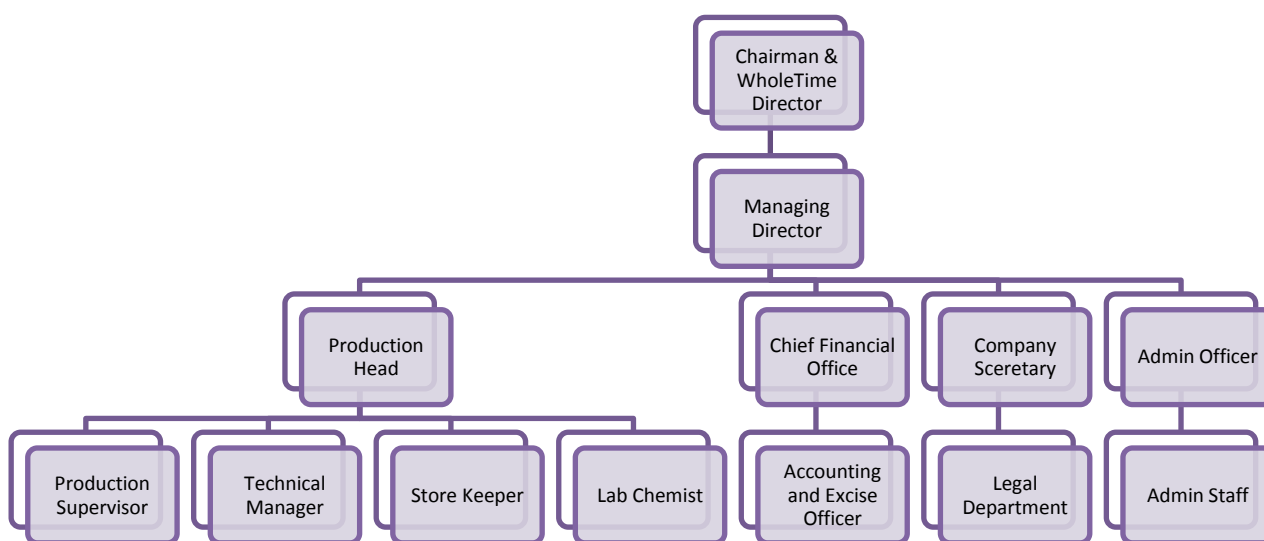
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on December 20, 2016 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Mr. Alpesh Makwana, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company.

i. Girish Shah, Promoter Chairman and Whole Time Director

Girish Shah aged 60 years, is the Promoter Chairman and Whole Time Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of

our Company. He holds a degree in Bachelor of Engineering in Chemical from the Maharaja Sayajirao University of Vadodara and post-graduation in Industrial Management from Indian Institute of Science, Bangalore. He has an experience of about more than 30 years in chemical industry. At present he is heads Marketing and Finance division of the Company.

ii. Sanjaybhai Marathe, Promoter and Managing Director

Sanjaybhai Marathe, aged 60 years, is the Promoter and Managing Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Vadodara He has an experience of about more than 30 years in chemical industry. At present he is involved in overall production activities of the Company

iii. Premchand Tiwari, Chief Financial Officer

Premchand Tiwari, aged 52 years has been appointed as the Chief Financial Officer of our Company w.e.f. December 20, 2016 He has completed his Bachelor of Commerce from Maharaja Sayajirao University of Vadodara. He looks after the administration and finance operation of the Company.

iv. Alpesh Makwana, Company Secretary & Compliance Officer

Alpesh Makwana, aged 28 years has been appointed as the Company Secretary and Compliance officer of our Company with effect from September 01, 2016. He has completed his Bachelor of Commerce from Saurashtra University, Master in Commerce from Maharaja Sayaji Rao University, Bachelor of Law and Master of Law from Maharaja Sayaji Rao University of Vadodara. He is a Company Secretary by qualification and member of Institute of Company Secretaries of India. He looks after the legal and compliance Department of the Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are related to the each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP OF DIRECTORS AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as mentioned below, none of the key managerial personnel are related to the directors of our company within the meaning of Section 2(77) of the Companies Act, 2013.

Name of Key Managerial Personnel	Relationship with	Relation
Girish Shah	Sidhdhi Shah	Husband-Wife
Sanjaybhai Marathe	Neela Marathe	Husband-Wife

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Shareholder	No. of Shares held	% of Shares held
1.	Girish Shah	1,800,080	50.00
2.	Sanjaybhai Marathe	1,800,080	50.00

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Draft Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any. Except as disclosed under heading titled “Shareholding of the Key Managerial Personnel” in the chapter “Our Management” on page 161 of this Draft Prospectus none of our Key Managerial Personnel hold any equity shares in our Company. Further, the Whole-time Director and Managing Director of our Company are also interested to the extent of being Promoter of our Company. For more information, see “Our Promoters and Promoter Group” on page 174 of this Draft Prospectus. Except as stated in chapter titled “Related Party Transactions” beginning on page 179 of this Draft Prospectus and as described herein above, our KMPs do not have any other interest in our business. Except as disclosed in this Draft Prospectus, none of our Key Managerial Personnel have been paid any consideration of any nature from our Company, other than their remuneration, reimbursement and Interest on Unsecured Loans.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Sanjaybhai Marathe	Managing Director	January 01, 2016	Re appointment as Managing Director
Girish Shah	Whole Time Director	January 01, 2016	Re appointment as Chairman and Whole Time Director
Alpesh Makwana	Company Secretary	September 01, 2016	Appointment as Company Secretary and Compliance Officer
Premchand Tiwari	Chief Financial Officer	December 20, 2016	Appointment as Chief Financial Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.



PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements*” beginning on page 181 of this Draft Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

Our Company is promoted by Girish Shah and Sanjaybhai Marathe. As on date of this Draft Prospectus, our promoter holds, in aggregate 36,00,160 Equity Shares representing 99.99% of the pre-issue paid up Capital of our Company.

Brief profile of our Promoter is as under:

	<p>Girish Shah, Promoter, Chairman & Whole-time Director</p> <p>Girish Shah, aged 60 years is the Promoter and Whole time Director of our Company. He has been Director of our Company since incorporation. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Vadodara and Diploma in Industrial Management from Indian Institute of Science, Bangalore. He has an experience of about more than 30 years in chemical industry. At present, he heads Marketing and Finance division of the Company.</p> <p>Passport No: H9879810 Driving License: GJ06 19870073016 Voters ID: HDG4537387</p> <p>Address: Gokul 12, Parijatak Society, Tandalja Road, Vadodara – 390020, Gujarat, India</p>
	<p>Sanjaybhai Marathe, Promoter and Managing Director</p> <p>Sanjaybhai Marathe, aged 60 years is currently Managing Director of our Company. He has been Director of our Company since incorporation. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Vadodara and Master Degree from Indian Institute of Technology (IIT), Powai. He has an experience of about more than 30 years in chemical industry. At present he is involved in overall production and factory activities of the Company.</p> <p>Passport No: N4994225 Driving License: GJ06 20060050817 Voters ID: HDG4320180</p> <p>Address: A/73, Shrinathdham Society, Nr. Urmi Char Rasta, Vadodara – 390007, Gujarat, India</p>

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchange at the time of filing of this Draft Prospectus with it.

INTEREST OF PROMOTER

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our promoters in our Company, please refer “Capital Structure” on page 67 of this Draft Prospectus.

Our Promoters may also be deemed to be interested in our Company to the extent of their shareholding/ interest in ventures promoted by them with which our Company transacts during the course of its operations.

Our Promoters are Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our company, if any and AoA of our Company. For details please see “*Our Management*”, “*Financial Statements*” and “*Capital Structure*” beginning on pages 161, 181 and 67 respectively of this Draft Prospectus.

Our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Draft Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in this section and “*Related Party Transactions*” and “*Our Management*” on page 179 and 161 of this Draft Prospectus respectively, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the filing of this Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group.

COMMON PURSUITS

Except for Chemcrux Enterprises Limited, Girishbhai Shah HUF and Sanjay Marathe HUF in their individual names, our Promoters and members of our Promoter Group do not have any common pursuits.

M/s Chemcrux, a partnership firm was acquired by our Company in the year 2000.

For further details please refer to chapter titled “*Risk Factors*” on page 17 of this Draft Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoters, Promoter Group and Group Companies, please refer to chapter titled “*Related Party Transactions*” on page 179 of this Draft Prospectus.

Except as stated in “*Related Party Transactions*” beginning on page 179 of this Draft Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

PAYMENT OR BENEFITS TO PROMOTERS

Except as stated otherwise in the chapter titled “*Related Party Transactions*” on page 179 of this Draft Prospectus, there have been no payments or benefits to the Promoters during the two years prior to filing of this Draft Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (zb) of the SEBI (ICDR) Regulations is as under:

A. Natural Persons who are part of the Promoter Group:

Relationship with Promoters	Girish Shah	Sanjaybhai Marathe
Father	Late Champaklal Shah	Yashawantrao Marathe
Mother	Late Prabhavatiben Shah	Mandaben Marathe
Brother	Alkesh Shah	-
	Jayesh Shah	
Sister(s)	Gita Mehta	Rujuta Joshi
	Jagruti Shah	
Spouse	Sidhdhi Shah	Neela Marathe
Son(s)	-	Swapnil Marathe Pushkar Marathe

Relationship with Promoters	Girish Shah	Sanjaybhai Marathe
Daughter(s)	Urvi Shah Payal Shah	-
Wife's Father	Thakorlal Parikh	Sudhakar Apte
Wife's Mother	Ushaben Parikh	Suniti Apte
Wife's Brother(s)	Vihang Parikh	-
Wife's Sister(s)	Priti Shah	Beena Deshpande

b. Corporates and Entities forming part of our Promoter Group:

1. Girishbhai Shah HUF
2. Sanjay Marathe HUF

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Except as disclosed herein, our Promoter is not related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Promoter	Director	Relationship
Girish Shah	Sidhdhi Shah	Husband-Wife
Sanjaybhai Marathe	Neela Marathe	Husband-Wife

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEAR

Our Promoter has not disassociated himself from any entities/firms during preceding three years.

CHANGES IN CONTROL

There has been no change in the management or control of our Company in the last three years.

LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, please refer "*Outstanding Litigation and Material Developments*" on page 232 of this Draft Prospectus.

CONFIRMATIONS

Our Company, our Promoters and members of promoter group are not Wilful Defaulters and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "*Related Party Transactions*" on page 179 of this Draft Prospectus, our Promoters are not related to any of the sundry debtors nor are not beneficiaries of Loans and Advances given by/to our Company.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Companies”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. In the above mentioned scenario, our Company does not have any Group Company.

RELATED PARTY TRANSACTIONS

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled “*Related Party Transactions*” beginning on page 179 of this Draft Prospectus, there has been no payment of benefits to our Group Companies during the financial period ended September 30, 2016 and financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 nor is any benefit proposed to be paid to them.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has paid dividend for the last five years and till March 31, 2016 as given below:

Description	For the year ended March 31				
	2016	2015	2014	2013	2012
Face Value of Equity Shares	10	10	10	10	10
Dividend (Rs. in lakhs)	4.50	4.50	-	-	4.00
Dividend per Equity Share (Rs.)	0.25	0.25	-	-	0.25
Dividend rate (%)	2.5	2.5	-	-	2.5

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION V – FINANCIAL STATEMENTS
FINANCIAL STATEMENTS AS RE-STATED

**Report of the Independent Auditor on the Restated Summary Financial Statements of
Chemcrux Enterprises Limited
for the period ended on 30th September 2016 and
each of the years ended on 31st March, 2012, 31st March, 2013, 31st March, 2014,
31st March, 2015 and 31st March 2016**

To,
The Board of Directors,
CHEMCRUX ENTERPRISES LIMITED
T-7 , Bombay Plaza,
R C Dutt Road,
Alkapuri,
Vadodara-390007

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Chemcrux Enterprises Limited (the “Company”)** as at 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the financial period / year ended on 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 (collectively the **”Restated Summary Statements”** or **”Restated Financial Statements”**). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of Bombay Stock Exchange.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 (**“Act”**) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (**“ICDR Regulations”**) issued by the Securities and Exchange Board of India (**“SEBI”**) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter dated 1st December, 2016, requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of Bombay Stock Exchange (**“IPO”** or **“SME IPO”**); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India to the extent applicable (**“Guidance Note”**).
3. This Restated Summary Statements of the Company have been extracted by the Management from the Audited Financial Statements of the Company for the financial years ended 31st March 2016, 31st March 2015, 31st March 2014, 31st March 2013, and 31 March 2012 and special purpose Audited Financial Statements for the period ended 30th September, 2016 which have been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The **“Restated Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, of the Company as at 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 are prepared by the Company and approved by the Board of

Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies to the Restated Summary Statements set out in **Annexure IV** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure V** to this Report. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the Audited Financial Statements of the Company for the relevant period / financial years.

- (ii) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the financial period / year ended on 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies to the Restated Summary Statements set out in **Annexure IV** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure V** to this Report.
 - (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the financial period/year ended on 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies to the Restated Summary Statements set out in **Annexure IV** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure V** to this Report. The Audited Financial Statements for the year ended 31st March, 2012 did not contain cash flow statement and hence reliance has been placed on the cash flow statement prepared by the management. Further, as a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, for the relevant financial years.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
- a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this report.
6. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period / year ended on 30th September 2016, 31st

March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”)

Annexure of Restated Financial Statements of the Company:-

1. Significant Accounting Policies in Annexure IV to this report;
2. Reconciliation of Restated Profits with Explanatory Notes in Annexure V to this report;
3. Details of Share Capital as Restated as appearing in ANNEXURE VI to this report;
4. Details of Reserves and Surplus as Restated as appearing in ANNEXURE VII to this report;
5. Details of Long Term Borrowings as Restated as appearing in ANNEXURE VIII to this report;
6. Details of Deferred Tax Liabilities (Net) as Restated as appearing in ANNEXURE IX to this report;
7. Details of Long Term Provisions as Restated as appearing in ANNEXURE X to this report;
8. Details of Other Long Term Provisions as Restated as appearing in ANNEXURE XI to this report;
9. Details of Short Term Borrowings as Restated as appearing in ANNEXURE XII to this report;
10. Details of Trade Payables as Restated as appearing in ANNEXURE XIII to this report;
11. Details of Other Current Liabilities as Restated as appearing in ANNEXURE XIV to this report;
12. Details of Short Term Provisions as Restated as appearing in ANNEXURE XV to this report;
13. Details of Fixed Assets as Restated as appearing in ANNEXURE XVI to this report;
14. Details of Non-Current Investments as Restated as appearing in ANNEXURE XVII to this report;
15. Details of Long Term Loans & Advances as Restated as appearing in ANNEXURE XVIII to this report;
16. Details of Inventories as Restated as appearing in ANNEXURE XIX to this report;
17. Details of Trade Receivables as Restated enclosed as ANNEXURE XX to this report;
18. Details of Cash and Bank Balances as Restated enclosed as ANNEXURE XXI to this report;
19. Details of Short Term Loans & Advances as Restated as appearing in ANNEXURE XXII to this report;
20. Details of Other Current Assets as Restated as appearing in ANNEXURE XXIII to this report;
21. Details of Contingent Liabilities and Commitments as Restated as appearing in ANNEXURE XXIV to this report;
22. Details of Other Income as Restated as appearing in ANNEXURE XXV to this report;
23. Details of Related Parties Transactions with the Directors as Restated as appearing in ANNEXURE XXVI to this report;
24. Capitalization Statement as Restated as at 30th September, 2016 as appearing in ANNEXURE XXVII to this report;
25. Statement of Tax Shelters as Restated as appearing in ANNEXURE XXVIII to this report;
26. Details of Significant Accounting Ratios as Restated as appearing in ANNEXURE XXIX to this report;
27. Details of Statement of Dividend Declared as Restated as appearing in ANNEXURE XXX to this report.

7. **We, Naresh & Co., Chartered Accountants**, have been subjected to the peer review process of the Institute of Chartered Accountants of India (“**ICAI**”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
8. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Trendy our opinion, the above financial information contained in Annexure I to XXX of this report read with the respective Significant Accounting Policies as set out in Annexure IV and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in Annexure V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For, Naresh & Co..
Chartered Accountants
ICAI Firm Registration No.109628W

CA HARIN PARIKH
Partner
Membership No. 107606
Place: Vadodara
Date: January 12, 2017

Annexure I - Summary of statement of assets and liabilities, as restated:

Amount (Rs in Lakhs)

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
	EQUITY AND LIABILITIES						
1	<u>Shareholders Funds</u>						
	a. Share capital	160.01	180.01	180.01	180.01	180.01	180.01
	b. Reserves and surplus	312.72	356.23	399.63	475.81	632.78	742.59
	Total Shareholders Fund	472.73	536.24	579.64	655.82	812.79	922.60
2	<u>Non-current liabilities</u>						
	e. Long-term borrowings	98.24	119.51	97.72	105.97	75.51	112.98
	f. Deferred tax liabilities	81.50	85.64	94.08	97.07	115.22	111.50
	g. Long-term Provisions	13.13	12.06	14.87	20.39	1.83	10.13
	h. Other Long-term Liabilities	25.00	25.00	25.00	25.00	-	-
	Total Non Current Liabilities	217.87	242.21	231.67	248.43	192.56	234.61
3	<u>Current liabilities</u>						
	e. Short-term borrowings	313.15	207.74	224.59	139.16	192.73	238.91
	f. Trade payables	219.14	202.11	230.85	170.84	84.82	170.99
	g. Other current liabilities	129.30	124.09	112.73	145.55	160.84	184.53
	h. Short-term provisions	4.65	-	-	26.77	36.94	36.22
	Total Current Liabilities	666.24	533.94	568.17	482.32	475.33	630.65
	TOTAL (1+2+3)	1,356.84	1,312.39	1,379.48	1,386.57	1,480.68	1,787.86
	ASSETS						
4	<u>Non-current assets</u>						
	e. Fixed assets						
	v. Tangible assets	854.95	908.62	1,040.72	1,110.90	1,203.01	1,280.48
	Less: Accumulated Depreciation	(252.22)	(296.33)	(346.33)	(404.18)	(448.87)	(475.43)
	vi. Intangible Assets	-	-	-	-	-	-
	vii. Intangible Assets under developme	-	-	-	-	-	-
	viii. Capital Work in Progress	36.38	53.75	-	-	-	-
	Net Block	639.11	666.04	694.39	706.72	754.14	805.05
	f. Non Current Investments	4.67	4.67	4.67	4.67	4.67	4.67
	g. Long-term loans and advances	43.14	65.85	56.35	62.27	87.83	90.27
	h. Other Non Current Assets	-	-	-	-	-	-
	Total Non Current Asset	686.92	736.56	755.41	773.66	846.64	899.99
5	<u>Current assets</u>						
	g. Current Investments	-	-	-	-	-	-
	h. Inventories	268.38	270.39	252.30	241.83	165.65	288.72
	i. Trade receivables	233.06	174.39	255.02	228.00	358.80	463.15

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
	j. Cash and Bank Balances	44.48	19.87	8.90	60.17	37.95	43.24
	k. Short-term loans and advances	124.00	111.18	106.60	79.21	58.68	76.75
	l. Other Current Assets	-	-	1.25	3.70	12.96	16.01
	Total Current Assets	669.92	575.83	624.07	612.91	634.04	887.87
	Total	1356.84	1,312.39	1,379.48	1,386.57	1,480.68	1,787.86

Annexure II - Summary of Statement of Profits and Loss, as restated:

Amount (Rs. In Lakhs)

Sr. No.	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
A	Revenue from operations	1,756.59	1,782.99	1,561.30	1,959.88	2,011.59	1,361.57
	Other income	13.07	29.20	3.47	6.00	11.99	21.46
	Total Revenue	1,769.66	1,812.19	1,564.77	1,965.88	2,023.58	1,383.03
B	Expenses:						
	Cost of materials consumed & purchase of stock in trade	1,051.95	959.12	552.03	835.68	717.38	614.64
	Purchase of Raw Material (Stock-in-Trade)	-	-	-	-	-	-
	Changes in inventories	(82.97)	(38.36)	23.07	11.00	94.31	(63.94)
	Employee benefits expense	151.07	176.67	188.73	222.18	252.46	142.12
	Finance costs	51.41	43.37	44.69	42.43	28.40	20.97
	Depreciation and amortization expense	42.52	44.30	50.00	54.90	50.00	26.56
	Other expenses	454.90	565.29	642.20	669.99	634.34	481.49
	Total expenses	1,668.88	1,750.39	1,500.72	1,836.18	1,776.89	1,221.84
	Restated Profit before Exceptional items	100.78	61.80	64.05	129.70	246.69	161.19
C	Exceptional Items	-	-	-	-	-	-
D	Extraordinary Items	-	-	-	-	-	-
	Profit before tax as restated	100.78	61.80	64.05	129.70	246.69	161.19
E	Tax expense:						
	(1) Current tax	19.21	15.09	11.44	42.94	66.14	55.10
	(2) Deferred tax	12.18	4.15	8.44	2.98	18.16	(3.72)
	(3) MAT credit entitlement	0.95	(0.95)	0.77	(0.77)	-	-

Sr. No .	Particulars	For the year Ending 31 st March					As at September 30, 2016
		2012	2013	2014	2015	2016	
F	Profit (Loss) for the period	68.44	43.51	43.40	84.55	162.39	109.81
G	Earnings per equity share:						
	Before Bonus Shares	4.28	2.72	2.41	4.70	9.02	6.10
	After Bonus Shares Diluted	2.01	1.28	1.21	2.35	4.51	3.05

Annexure III - Statement of Cash Flows, as restated for the period / year ended:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016		Amt.	Amt.
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.		
A. Cash flow from Operating Activities												
Net Profit Before Taxation		100.78		61.80		64.05		129.70		246.69		161.19
Adjustments for :												
Depreciation & Amortisation Exp.	42.52	-	44.30	-	50.00	-	54.90	-	50.00	-	26.56	-
Loss (Profit) on Sale of Assets	-	-	-	-	-	-	-	-	1.85	-	-	-
Dividend Income	(0.00)	-	-	-	-	-	-	-	-	-	-	-
Extraordinary Items	-	-	-	-	-	-	-	-	-	-	-	-
Interest Income	(3.17)	-	(4.28)	-	(3.10)	-	(3.75)	-	(6.58)	-	(3.21)	-
Preliminary Expenses Written off	-	-	-	-	-	-	-	-	-	-	-	-
Finance Cost	51.41	90.76	43.37	83.38	44.69	91.58	42.43	93.58	28.40	73.68	20.97	44.32
Operating Profit before working capital changes	-	191.53	-	145.19	-	155.63	-	223.28	-	320.36	-	205.50
Changes in Working Capital												
Trade receivable	44.56	-	58.67	-	(80.63)	-	27.02	-	(130.80)	-	(104.35)	-
Other Loans and advances receivable	(29.98)	-	13.94	-	11.39	-	22.63	-	6.01	-	(18.07)	-
Other Current Assets	7.12	-	-	-	(1.25)	-	(2.45)	-	(9.26)	-	(3.05)	-
Inventories	(88.43)	-	(2.00)	-	18.09	-	10.46	-	76.19	-	(123.08)	-

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
Trade Payables	(94.79)	-	(17.03)	-	28.74	-	(60.00)	-	(86.02)	-	86.17	-
Other Current Liabilities	44.47	-	(5.21)	-	(11.36)	-	32.82	-	15.29	-	23.69	-
Short Term Borrowings	120.53	-	(105.42)	-	16.86	-	(85.44)	-	53.58	-	46.17	-
Short term Provisions	-	-	-	-	-	-	-	-	-	-	-	-
	-	3.47	-	(57.05)	-	(18.15)	-	(54.96)	-	(75.02)	-	(92.52)
Net Cash Flow from Operation	-	195.01	-	88.14	-	137.47	-	168.32	-	245.34	-	112.98
Less : Income Tax paid	-	26.85	-	15.27	-	19.02	-	16.05	-	43.30	-	55.82
Net Cash Flow from Operating Activities (A)	-	168.16	-	72.87	-	118.45	-	152.28	-	202.04	-	57.16
<u>Cash flow from investing Activities</u>												
Purchase of Fixed Assets (Net)	(55.15)	-	(17.25)	-	(78.35)	-	(70.18)	-	(100.92)	-	(77.47)	-
Increase in Capital Work In Progress	(22.71)	-	(53.97)	-	-	-	-	-	-	-	-	-
Sale of Fixed Assets	-	-	-	-	-	-	-	-	3.50	-	-	-
Purchase of Investment	-	-	-	-	-	-	-	-	-	-	-	-
Sale / Redemption of Investment	-	-	-	-	-	-	-	-	-	-	-	-
Movement in Loan & Advances	(6.80)	-	(22.72)	-	9.51	-	(5.92)	-	(25.56)	-	(2.44)	-
Interest Income	3.17	-	4.28	-	3.10	-	3.75	-	6.58	-	3.21	-
Dividend Income	0.00	-	-	-	-	-	-	-	-	-	-	-
	-	(81.49)	-	(89.65)	-	(65.74)	-	(72.36)	-	(116.40)	-	(76.70)
Net Cash Flow from Investing Activities (B)	-	(81.49)	-	(89.65)	-	(65.74)	-	(72.36)	-	(116.40)	-	(76.70)
<u>Cash Flow From Financing Activities</u>												

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
Proceeds From Issue of shares capital	-	-	20.00	-	-	-	-	-	-	-	-	-
Increase in Share Premium	-	-	-	-	-	-	-	-	-	-	-	-
Decrease in Secured Loans	(57.29)	-	27.24	-	(0.39)	-	(3.15)	-	6.87	-	37.80	-
Increase in Other Long Liabilities	25.00	-	-	-	-	-	-	-	(25.00)	-	-	-
Increase in Long Term Provisions	7.76	-	(1.08)	-	2.81	-	5.51	-	(18.58)	-	8.30	-
Increase in Unsecured Loans	10.87	-	(5.97)	-	(21.41)	-	11.41	-	(37.34)	-	(0.30)	-
Interest Paid	(51.41)	-	(43.37)	-	(44.69)	-	(42.42)	-	(28.40)	-	(20.97)	-
Dividend paid (Including DDT)	(4.66)	(69.74)	(4.65)	(7.83)	-	(63.68)	-	(28.65)	(5.42)	(107.86)	-	24.83
Net Cash Flow from Financing Activities (C)	-	(69.74)	-	(7.83)	-	(63.68)	-	(28.65)	-	(107.86)	-	24.83
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	-	16.93	-	(24.61)	-	(10.98)	-	51.27	-	(22.22)	-	5.29
Opening Cash & Cash Equivalents	-	27.54	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95
Cash and cash equivalents at the end of the period	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95	-	43.24
Cash And Cash Equivalents Comprise :	-	-	-	-	-	-	-	-	-	-	-	-
Cash	-	2.43	-	1.03	-	0.28	-	0.73	-	0.78	-	1.06
Bank Balance :	-	-	-	-	-	-	-	-	-	-	-	-
Current Account	-	22.17	-	3.84	-	1.13	-	46.84	-	1.16	-	3.29

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
Deposit Account	-	19.88	-	15.00	-	7.49	-	12.60	-	36.01	-	38.89
Total	-	44.48	-	19.87	-	8.90	-	60.17	-	37.95	-	43.24

Annexure IV - Significant Accounting Policies:

(A) Corporate Information :

Chemcrux Enterprises Limited (“the company”) was incorporated in April 1996 to undertake the business of manufacturing or processing of Bulk Drug Intermediates like Para Chloro Benzoic, Ortho Benzoic Acid, Lasamide etc.

The Company started its business activities in the year 2000-01 by taking over the running business of M/s. Chemcrux, a partnership firm of the promoters, as a going concern.

The Company has grown progressively on year-to-year basis through addition of new products as well as continuous upgradation and expansion of its manufacturing facilities. The Company has a healthy turnover and profit track record and has a robust outlook for the future.

(B) Basis of Preparation :

The Summary Statement of the Assets and Liabilities as Restated of the Company as at 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flows for the financial period / year ended on 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012 (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”) have been compiled by the management from the Audited Financial Statements of the Company for the period ended on at 30th September 2016, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013 and 31st March, 2012. These Restated Summary Statements have been prepared specifically for the purpose of inclusion in the offer documents to be filed by the Company with Securities and Exchange Board of India (‘SEBI’) in connection with the proposed Initial Public Offering (hereinafter referred to as ‘IPO’).

The Restated Summary Statement of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time. Appropriate re-classifications/ adjustments have been made in the Restated Summary Statements wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition requirements

(C) Significant Accounting Policies :

The Accounting Policies that are adopted in preparation of financial statements are consistently applied by the Company. Accounting Policies, not specifically referred to, are consistent and in consonance with generally accepted accounting principles. Where a change in accounting policy is necessitated due to changed circumstances, detailed disclosures to that effect along with the impact of such change in duly disclosed in the financial statements.

1. Method of Accounting

The Restated Summary Statements are prepared and presented under the historical cost convention on a going concern basis using the accrual system of accounting in according with the accounting principles generally accepted in India and the requirements of the Companies Act, 1956 (upto 31st March, 2014), and the notified sections, schedules and rules of the Companies Act, 2103 (with effect from 1st April, 2014) and have been prepared to comply with Accounting Standards referred to in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 which are deemed to be applicable as per Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgements estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the financial statements and

the reported amount of revenue and expenses and overall results of operations during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Although these estimates are based on managements' best knowledge, uncertainty about these assumptions and estimates could result in the future outcome being different and requiring a material adjustment to the carrying amount of assets or liabilities in the future period. The difference between the actual result and estimates are recognised in the period in which the results are known or materialise. The effects of change in accounting estimates are reflected in the financial statements in the period in which the results are known and if material, are disclosed in the financial statements.

3. Fixed Assets :

Fixed Assets are stated at their cost of acquisition less accumulated depreciation / amortization and impairment loss, if any, except freehold land which is carried at cost. The cost of acquisition includes freight, installation cost, duties, taxes and other incidental expenses, identifiable with the asset, incurred during the installation / construction stage in order to bring the assets to their working condition for intended use, including borrowing costs capitalized, if any, but are net of tax credits (Excise and Vat) availed for the relevant element in the cost. Subsequent expenditures related to an item of Fixed Assets are added to its book value only if they increases the future benefits from the existing asset beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are disclosed under Capital Work in Progress, comprising direct cost, related incidental expenses and attributable interest.

All other expenses on fixed assets, including repair and maintenance expenditure and replacement expenditure of parts, are charged to Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of an asset and are recognized in the statement of profit and loss when the asset is derecognized.

4. Depreciation & Amortization :

Depreciation upto the year ended on 31st March, 2014 (which would comprise the years ended 31st March, 2012, 31st March, 2013 and 31st March, 2014 in the Restated Summary Statements) was provided as prescribed under Schedule XIV of the Companies Act, 1956 on Straight Line Method.

With effect from 01st April, 2014 (which would comprise the years ended 31st March, 2015, 31st March, 2016 and the period ended 30th September 2016) depreciation has been continued to be provided on Straight Line Method but based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The carrying amount of assets under the Sl.

In case of Plant & Machinery and related the management had classified the same as Continuous Process Plant and applied the depreciation rate of 5.28% instead of the regular rate of 4.75% upto 31st March, 2014. However, w.e.f. 1st April, 2014 management has adopted the special rate applicable to Chemical Industries considering useful life of 20 years instead of normal useful life of 15 years.

Depreciation on additions during the year as well as in case of assets sold / disposed during the year has been provided pro-rata on the basis of number of days for which the asset was used during the year according to respective rate of depreciation or useful lives as applicable.

5. Inventories:

Raw Materials and stores and spares are valued at lower of cost and net realizable value on FIFO Basis. 'Cost' includes all duties, taxes and other expenses incurred to bring the inventories to their present location and condition.

Finished products are valued at lower of cost or net realizable value and including the excise duty payable on this stock.

Semi-Finished Goods have been valued at Raw Material cost increased by a proportion of overheads and semi-finished goods of job work valued at cost of own raw materials involved in the process increased by overheads in consonance with the stage of completion as certified by the management.

6. Revenue Recognition:

Revenue is recognized on transfer of property in goods or on transfer of significant risks and rewards of ownership to the buyer, for a consideration, without the seller retaining any effective control over the goods.

Sales are accounted on dispatch of goods (which generally coincides with the transfer of ownership) and are net of excise duty and sales tax (which are collected on behalf of Government and hence no economic benefits flow to the company)

Other items of income such as Interest, Export Incentives, and Claims etc. are accounted on accrual basis (depending on certainty of realization) and disclosed under the head "Other Income".

7. Excise, Service Tax and Value Added Tax:

Sales are accounted exclusive of Excise Duty / Service Tax / Vat elements. Sales are grossed up at the year-end for presentation purposes. Similarly purchases are accounted exclusively of Excise Duty / VAT and Expenses are accounted exclusive of Service Tax Element on which Credit is available.

Credit available on the Purchases / Expenses are set-off against Excise Duty / Service Tax / VAT payable on Sales. The Net Balance, after the aforesaid adjustment, if receivable is presented under Current Assets as Indirect Taxes Recoverable from Revenue Authorities and if payable is presented under Current Liabilities as Statutory Liabilities and are matched with returns filed under respective laws.

8. Foreign Currency Transactions:

Transactions in foreign currency are recorded in Indian Rupees at the exchange rate prevailing on the date of the transactions. Exchange gains or losses on settlement, if any, are treated as income or expenditure respectively in the Statement of Profit and Loss. Liabilities in foreign currency as well as receivables in foreign currency as on the date of the Balance Sheet have been restated into Indian rupees at the rates of exchange prevailing as on the date of Balance Sheet.

9. Investment:

Investments are classified as current and long term investments. Current Investments are those that are not intended to be held for more than one year from the date of investment. All other investments are classified as long-term investments. Long term investments are stated at cost. Cost is taken net of any rebates / subsidies received on account of the said Investment. Provision for diminution in the value of such investments is made to recognize a decline, if any, other than temporary, in their value. Current investments, where applicable, are valued at lower of cost or fair value.

10. Employee Benefits

Employee Benefits comprise short term as well as long term defined benefit as well as defined contribution plans.

Contributions to Provident Fund and Employee State Insurance are defined contributions. The Company's Contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no further obligations beyond the periodic contributions.

Retirement Benefits in form are Gratuity are defined benefit obligations and are provided for on the basis of actuarial valuation using projected unit credit method as at the balance sheet date. Actuarial gain / losses are immediately taken to the profit and loss account and are not deferred.

In terms of the Management Policy for availment of leave by the employees during the year itself, no provision for leave encashment is required as at the year end.

11. Borrowing Costs:

Borrowing costs directly attributable to the construction of an asset that necessarily take a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred. Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings and foreign exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest costs.

12. Taxation:

Provision for taxation for the year under report includes provision for current tax as well as provision for deferred tax.

Provision for Current tax is made, based on tax estimated to be payable as computed under the various provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to prudence, on timing differences between taxable income and accounting income that originate during the year and are capable of being reversed in one or more subsequent periods. Deferred tax assets for timing differences of items other than unabsorbed depreciation are recognized only to the extent that there is a reasonable certainty that future taxable income will be available against which such deferred tax assets can be realized. However, if there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred Tax Liabilities / Assets are quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

13. Impairment of Assets:

Assessment of Impairment of Assets is done as at the Balance Sheet Date considering external and internal impairment indicators. If there is an indication that an asset may be impaired, its recoverable amount is estimated and the impairment loss duly provided for. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired.

14. Provision, Contingent Liabilities and Contingent Assets:

Provisions requiring a substantial degree of estimation in measurement are recognized, if in the opinion of the Management, there is a probability that a present obligation as a result of past events will result in an outflow for the Company in the future. Contingencies, the outcome of which is not certain, have been disclosed in these notes as Contingent Liabilities. Contingent Assets are neither recognized nor disclosed in the financial statements.

Annexure V – Reconciliation of Restated Profit:

Amount (Rs.in Lakhs)						
Particulars	For the year Ending 31 st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Net profit/(loss) after tax as per audited statement of profit & loss	66.06	40.61	42.64	85.74	173.83	64.83
<u>Adjustments for:</u>						
Prior Period Expense Adjustments (Refer Note 1)	0.19	-	-	-	2.90	-
Excess / Short Provision for Tax (Refer Note 2)	(1.16)	1.59	(0.49)	3.18	(0.04)	0.10
Differed Tax Liability / Assets Adjustments (Refer Note 3)	3.35	1.25	1.25	(1.47)	(11.97)	44.88

Particulars	For the year Ending 31 st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Decrease / (Increase) in expenses	-	0.06	-	(2.90)	(2.33)	-
Net profit/ (loss) after tax as restated	68.44	43.51	43.40	84.55	162.39	109.81

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective years / period.

Adjustments having impact on Profit:

Note: 1

Amounts relating to the Prior Period have been adjusted in the Year to with the same related to.

Note: 2

The company has provided Excess or Short Provision in the year in which the income tax return has been filed. But in Restated Summary Statements, the company has provided Excess or Short Provision in the year to which it relates.

Note: 3

There is change in Deferred Tax Assets / Liabilities as per Audited Books of Accounts and as per Restated Books and the same has been given effect in the year to which the same relates.

To give Explanatory Notes regarding Adjustments

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009.

Annexure VI - Details of Capitals Restated:

Particulars	For the year Ending 31 st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
<u>Authorised</u>						
Equity Shares of Rs.10 each						
No of shares (Lakhs)	30.00	30.00	30.00	30.00	30.00	30.00
Amount	300.00	300.00	300.00	300.00	300.00	300.00
<u>Issued, subscribed & fully Paid up:</u>						
No of shares (Lakhs)	16.00	18.00	18.00	18.00	18.00	18.00
Amount	160.01	180.01	180.01	180.01	180.01	180.01
Total	160.01	180.01	180.01	180.01	180.01	180.01

1. Reconciliation of number of shares outstanding:

Particulars	For the year Ending 31 st March										As at September 30, 2016	
	2012		2013		2014		2015		2016			
	No.	Amt.	No.	Amt.	No.	Amt.	No.	Amt.	No.	Amt.	No.	Amt.
Shares outstanding at the beginning of the year	16.00	160.01	16.00	160.01	18.00	180.01	18.00	180.01	18.00	180.01	18.00	180.01
Shares Issued during the year	-	-	2.00	20.00	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	16	160.01	18.00	180.01	18.00	180.01	18.00	180.01	18.00	180.01	18.00	180.01

Amount (Rs in Lakhs)

2. Terms/Rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10 Per share. Each holder of equity shares is entitled to one vote per share. All shares rank pari passu with reference to all rights relating thereto. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all distribution of all preferential shares amounts, if any. The distributions will be in proportion to the numbers of equity shares held by the shareholders.

3. Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date

Equity Shares allotted as fully paid bonus shares by capitalisation of surplus in statement of profit and loss

Particulars	For the year Ending 31 st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
No of Equity Shares						
Equity Share Capital						

4. Details of shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	For the year Ending 31st March										As at September 30, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Girish Shah	800040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%
Sanjaybhai Marathe	800040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%	900040	49.99%

Annexure VII Details of Restated Reserves & Surplus

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
A. Securities Premium Account						
Opening Balance	-	-	-	-	-	-
Add : Securities premium credited on Share issue	-	-	-	-	-	-
Less : Premium Utilised for various reasons	-	-	-	-	-	-
For Issuing Bonus Shares	-	-	-	-	-	-
Closing Balance	-	-	-	-	-	-
B. Surplus						
Opening balance	251.01	312.72	356.23	399.63	475.81	632.78
(+) Net Profit/(Net Loss) For the current year	68.44	43.51	43.40	84.55	162.39	109.81
(-) Transfer for Issue of Bonus Shares	-	-	-	-	-	-
(-) Appropriations	-	-	-	-	-	-
Proposed Dividend	4.00	-	-	4.50	4.50	-
Tax on Proposed Dividend	0.65	-	-	0.92	0.92	-
Income Tax of Earlier Years	2.08	-	-	-	-	-
(-) Adjustment in F.A as per Companies Act,2013	-	-	-	2.95	-	-
Closing Balance	312.72	356.23	399.63	475.81	632.78	742.59
					-	-
Total	312.72	356.23	399.63	475.81	632.78	742.59

Annexure VIII Details of Long Term Borrowings as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31 st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
<u>Secured</u>						
(a) Term loans						
From Bank & Financial Institutions						
-Term Loan	36.28	63.51	63.12	59.97	59.71	99.87
-Vehicle Loan	-	-	-	-	7.14	4.79
From Others						
Sub-total (a)	36.28	63.51	63.12	59.97	66.85	104.66
<u>Unsecured</u>						
(b) Loans and advances from related parties						
From Promoters	29.70	24.60	24.60	36.00	8.66	8.32
From Members	1.40	1.40	-	-	-	-
From Relatives of Promoters	10.00	10.00	-	-	-	-
From Others	20.87	20.00	10.00	10.00	-	-
(c) Loans and Advances from Bank & Financial Institutions						
-Business Loans from Banks	-	-	-	-	-	-
-Business Loans from Financial Institutions	-	-	-	-	-	-
Sub-total (b) + (c)	61.96	56.00	34.60	46.00	8.66	8.32
Total	98.24	119.51	97.72	105.97	75.51	112.98

Secured – Term Loan

- State Bank of India 1 - Term Loan of Rs.110 Lakhs are secured by hypothecation of machineries purchased out of it and is repayable in 42 monthly installments of Rs. 2.62 lakhs for 41 equal monthly installments and Rs. 2.58 lakhs for the last installment. Applicable Rate of Interest is I-Base 13.25%+1.5% i.e. 14.75 %.
- State Bank of India 2 - Term Loan of Rs. 110 Lakhs are secured by hypothecation charge over plant and machinery and other assets purchased out of it and is repayable in 60 monthly installments of Rs. 1.835 lakhs for 59 equal monthly installments and Rs.1.735 lakhs for the last installment. Applicable Rate of Interest is I-Base 13.25%+1.5% i.e. 14.75%.
- State Bank of India 3 & 4 - New Term Loan of Rs. 100 lakhs which includes Corporate Loan of Rs. 45 Lakhs and Term Loans of Rs. 55 Lakhs are secured against assets acquired out of such finance and is repayable in 50 monthly installments of Rs. 2.00 lakhs. Applicable Rate of Interest is I-Base 9.70%+3.10% i.e. 12.80%. The installments are commencing from Oct.2013 and last installment is due in Nov. 2017
- State Bank of India 5 - New Term Loan of Rs. 51 lakhs is secured against assets acquired out of such finance and is repayable in 51 monthly installments of Rs. 1.00 lakhs . Applicable Rate of Interest is I-Base 10%+3.85% i.e. 13.88%. The installments were to commence from April 2015.
- State Bank of India 6 - Term Loan of Rs. 95 lakhs is secured against assets acquired out of such finance and is repayable in 58 monthly installments of Rs. 1.90 lakhs. Applicable Rate of Interest is I-Base 9.30%+2.85% i.e. 12.15%. The installments were to commence from October 2016.
- The above facilities are further secured by collateral security of Factory Land, Building at GIDC, Ankleshwar and hypothecation of existing Plant & Machinery and also personal guarantee of two Directors namely Girish Shah and Sanjaybhai Marathe as per sanction letter of Bank.

Secured – Vehicle Loan :

- Term loan obtained from Kotak Mahindra Prime Ltd for purchase of Innova Car and secured against hypothecation of the same. The Loan bears Interest Rate of 10.02% p.a and is repayable in 36 equated monthly installments starting from 01st August 2015 with last installment payable on 01st July 2018.

Unsecured Loan :

- The amount taken as unsecured loans from Directors, Members and others are usually payable on demand but the company reserves its right to defer the payment of the same for a period exceeding 12 months. Interest has been paid @ 12% p.a.

Annexure IX Details of Deferred Tax Liabilities (Net) as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
WDV as per Books	580.61	590.16	672.27	660.72	708.13	759.05
WDV as per IT	289.90	288.50	339.23	325.73	357.81	402.05
Time Difference	290.71	301.66	333.04	334.99	350.32	357.00
Gratuity Provision	13.13	12.06	14.87	20.39	1.83	10.13
Preliminary Expense W/O	-	-	-	-	-	-
Disallowance u/s 43B	13.83	12.45	13.68	15.43	-	9.62
Brought forward Unabsorbed Loss & Depreciation	-	-	-	-	-	-
Net	263.75	277.15	304.49	299.17	348.49	337.25
Tax Rate	0.31	0.31	0.31	0.32	0.33	0.33
NET DTL	81.50	85.64	94.08	97.07	115.22	111.50
OP. Net DTL	69.32	81.50	85.64	94.08	97.07	115.22
Transfer to P & L A/c	12.18	4.15	8.44	2.98	18.16	(3.72)

Annexure X Details of Long Term Provision as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
<u>Provision for employee benefits</u>						
Provision for Gratuity	13.13	12.06	14.87	20.39	1.83	10.13
<u>Provision for tax</u>	-	-	-	-	-	-
<u>Others</u>	-	-	-	-	-	-
Total	13.13	12.06	14.87	20.39	1.83	10.13

Annexure XI Details of Other Long Term Provision as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Security Deposit	25.00	25.00	25.00	25.00	-	-
Total	25.00	25.00	25.00	25.00	-	-

Annexure XII Details of Short Term Borrowings as Restated

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Secured						
(a) Working Capital	313.15	207.74	203.19	139.16	192.73	238.91
(b) Buyers' Credit Facilities	-	-	-	-	-	-
Unsecured	-	-	-	-	-	-
Loans and advances from related parties	-	-	21.40	-	-	-
Total	313.15	207.74	224.59	139.16	192.73	238.91

- The Bank Facilities from SBI Bank (Cash Credit) are secured by hypothecation of Company's entire stocks and receivables. The facilities are further secured by Collateral Security of Factory land and building at GIDC, Ankleshwar and also hypothecation of existing Plant and machinery and personal guarantee of two Directors of the Company.

Annexure XIII Details of Trade Payables as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(a) Micro, Small and Medium Enterprise	-	-	-	-	-	-
(b) Others	219.14	202.11	230.85	170.84	84.82	170.99
Total	219.14	202.11	230.85	170.84	84.82	170.99

Annexure XIV Details of Other Current Liabilities as Restated:

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(i) Current maturities of Long Term Debt	54.96	47.63	24.27	24.27	52.47	52.47
(i.e. Term Liability classified as current)						
(ii) Statutory Remittance	9.75	9.74	12.02	22.92	15.22	10.50
(iii) Due against Capital Expenditure	-	-	-	-	-	-
(iv) Other Payables (Specify Nature)						
Outstanding Employee	20.43	20.36	21.67	34.58	37.73	42.45

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Other Expense Payable	44.16	46.36	54.78	63.78	55.42	79.11
Total	129.30	124.09	112.73	145.55	160.84	184.53

Annexure XV - Details of Short Term Provision as Restated

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Provision For						
(a) Employee benefits						
(i) Contribution to PF	-	-	-	-	-	-
(ii) Worker Salary Payable	-	-	-	-	-	-
(iii) Gratuity Provisions	-	-	-	-	-	-
(b) Others (Specify nature)						
(i) Income Tax	-	-	-	21.35	31.52	30.80
(ii) Others	4.65	-	-	5.42	5.42	5.42
Total	4.65	-	-	26.77	36.94	36.22

Annexure XVI - Details of Fixed Assets as Restated

Amount (Rs in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at April 01, 2011	Additions	Disposals	Balance as at March 31, 2012	Balance as at April 01, 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2012	Balance as at March 31, 2012	Balance as at March 31, 2011
Tangible Assets											
Land	22.12	-	-	22.12	-	-	-	-	-	22.12	22.12
Building	92.81	18.10	-	110.91	22.22	3.56	-	-	25.78	85.13	70.59
Plant and Machinery	518.83	123.95	-	642.78	162.19	32.78	-	-	194.97	447.81	356.64
Furniture & Fixture	3.05	0.21	-	3.26	1.18	0.20	-	-	1.38	1.88	1.87
Motor Car	33.41	-	-	33.41	6.77	3.17	-	-	9.94	23.47	26.64
Computer	6.59	0.31	-	6.90	5.92	0.98	-	-	6.90	-	0.67
Vehicles	0.18	-	-	0.18	0.18	-	-	-	0.18	-	-
Office equipment	6.15	0.23	-	6.38	1.32	0.30	-	-	1.62	4.75	4.82
Electrifications	29.01	-	-	29.01	9.92	1.53	-	-	11.45	17.57	19.10
Total	712.15	142.80	-	854.95	209.70	42.52	-	-	252.22	602.73	502.45
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	712.15	142.80	-	854.95	209.70	42.52	-	-	252.22	602.73	502.45
Capital Work-In-Progress											
Plant & Machinery	81.09	19.84	64.55	36.38	-	-	-	-	-	36.38	81.09
Factory Building	1.51	2.88	4.39	-	-	-	-	-	-	-	1.51
Pollution Control	18.72	-	18.72	-	-	-	-	-	-	-	18.72

System											
Total	101.32	22.71	87.65	36.38	-	-	-	-	-	36.38	101.32
Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at April 01, 2012	Additions	Disposals	Balance as at March 31, 2013	Balance as at April 01, 2012	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2013	Balance as at March 31, 2013	Balance as at March 31, 2012
Tangible Assets											
Land	22.12	-	-	22.12	-	-	-	-	-	22.12	22.12
Building	110.91	12.80	-	123.71	25.78	3.79	-	-	29.57	94.14	85.13
Plant and Machinery	642.78	40.81	-	683.58	194.97	35.27	-	-	230.24	453.35	447.81
Furniture & Fixture	3.26	-	-	3.26	1.38	0.21	-	-	1.58	1.68	1.88
Motor Car	33.41	-	-	33.41	9.94	3.17	-	-	13.12	20.29	23.47
Computer	6.90	0.24	-	7.15	6.90	0.02	-	-	6.92	0.22	-
Office equipment	6.38	-	-	6.38	1.62	0.30	-	-	1.93	4.45	4.75
Electrifications	29.01	-	-	29.01	11.45	1.53	-	-	12.98	16.04	17.57
Total	854.77	53.85	-	908.62	252.04	44.30	-	-	296.33	612.28	602.73
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	854.77	53.85	-	908.62	252.04	44.30	-	-	296.33	612.28	602.73
Capital Work-In-Progress											
Plant & Machinery	36.38	53.97	36.60	53.75	-	-	-	-	-	53.75	36.38
Total	36.38	53.97	36.60	53.75	-	-	-	-	-	53.75	36.38

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013
Tangible Assets											
Land	22.12	-	-	22.12	-	-	-	-	-	22.12	22.12
Building	123.71	16.02	-	139.72	29.57	4.51	-	-	34.08	105.65	94.14
Plant and Machinery	683.58	114.98	-	798.57	230.24	39.96	-	-	270.19	528.38	453.35
Furniture & Fixtures	3.26	-	-	3.26	1.58	0.21	-	-	1.79	1.47	1.68
Motor Car	33.41	-	-	33.41	13.12	3.17	-	-	16.29	17.12	20.29
Computer	7.15	0.56	-	7.70	6.92	0.30	-	-	7.22	0.48	0.22
Office Equipment	6.38	-	-	6.38	1.93	0.30	-	-	2.23	4.15	4.45
Electrifications	29.01	0.54	-	29.55	12.98	1.55	-	-	14.53	15.03	16.04
Total	908.62	132.10	-	1,040.72	296.33	50.00	-	-	346.33	694.39	612.28
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	908.62	132.10	-	1,040.72	296.33	50.00	-	-	346.33	694.39	612.28
Capital Work-In-Progress											
Plant & Machinery	53.75	-	53.75	-	-	-	-	-	-	-	53.75
Total	53.75	-	53.75	-	-	-	-	-	-	-	53.75

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at April 01, 2014	Additions/ (Disposals)	Disposals	Balance as at March 31, 2015	Balance as at April 01, 2014	Depreciation charge for the year	Adjustment during the year in carrying cost	On disposals	Balance as at March 31, 2015	Balance as at March 31, 2015	Balance as at March 31, 2014
Tangible Assets											
Land	22.12	23.89	-	46.01	-	-	-	-	-	46.01	22.12
Building	139.72	-	-	139.72	34.08	4.14	1.36	-	39.58	100.15	105.65
Plant and Machinery	798.57	45.11	-	843.68	270.19	36.07	-	-	306.26	537.41	528.38
Furniture & Fixture	3.26	0.24	-	3.51	1.79	0.34	0.10	-	2.22	1.28	1.47
Motor Car	33.41	-	-	33.41	16.29	5.47	-	-	21.76	11.65	17.12
Computer	7.70	0.40	-	8.10	7.22	0.52	(0.72)	-	7.02	1.08	0.48
Office equipment	6.38	0.28	-	6.66	2.23	2.09	-	-	4.32	2.33	4.15
Electrifications	29.55	0.26	-	29.82	14.53	6.26	2.22	-	23.00	6.81	15.03
Total	1,040.72	70.18	-	1,110.90	346.33	54.90	2.95	-	404.18	706.72	694.39
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	1,040.72	70.18	-	1,110.90	346.33	54.90	2.95	-	404.18	706.72	694.39

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 1 April 2015	Additions	Disposal/Adjustment	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
Tangible Assets											
Land	46.01	-	-	46.01	-	-	-	-	-	46.01	46.01
Building	139.72	-	-	139.72	39.58	4.14	-	-	43.72	96.01	100.15
Plant and Machinery	843.68	80.77	-	924.45	306.26	38.59	-	-	344.85	579.60	537.41
Furniture & Fixture	3.51	0.80	-	4.31	2.22	0.28	-	-	2.50	1.81	1.28
Motor Car	33.41	17.01	8.81	41.61	21.76	5.19	-	5.31	21.65	19.96	11.65
Computer	8.10	2.02	-	10.12	7.02	0.68	-	-	7.71	2.42	1.08
Office equipment	6.66	0.31	-	6.97	4.32	0.14	-	-	4.46	2.51	2.33
Electrifications	29.82	-	-	29.82	23.00	0.99	-	-	23.99	5.83	6.81
Total	1,110.90	100.92	8.81	1,203.01	404.18	50.00	-	5.31	448.87	754.14	706.72
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	1,110.90	100.92	8.81	1,203.01	404.18	50.00	-	5.31	448.87	754.14	706.72

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	Balance as at 31 March 2016
	Balance as at 1 April 2016	Additions	Disposal/Adjustment	Balance as at 30 September 2016	Balance as at 1 April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 30 September 2016	Balance as at 30 September 2016	
Tangible Assets											
Land	46.01	-	-	46.01	-	-	-	-	-	46.01	46.01
Building	139.72	-	-	139.72	43.72	2.07	-	-	45.79	93.94	96.01
Plant and Machinery	924.45	75.00	-	999.44	344.85	21.08	-	-	365.93	633.52	579.60
Furniture & Fixture	4.31	-	-	4.31	2.50	0.14	-	-	2.65	1.66	1.81
Motor Car	41.61	-	-	41.61	21.65	2.03	-	-	23.67	17.94	19.96
Computer	10.12	1.28	-	11.40	7.71	0.48	-	-	8.19	3.21	2.42
Office Equipment	6.97	1.20	-	8.17	4.46	0.07	-	-	4.54	3.63	2.51
Electrifications	29.82	-	-	29.82	23.99	0.68	-	-	24.67	5.14	5.83
Total	1,203.01	77.47	-	1,280.48	448.87	26.56	-	-	475.43	805.05	754.14
Intangible Assets											
Software	-	-	-	-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Total	1,203.01	77.47	-	1,280.48	448.87	26.56	-	-	475.43	805.05	754.14

Annexure XVII - Restated Statement of Non Current Investment
Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(a) Investment in Property						
(b) Investment in Equity Instruments						
In Unquoted Fully paid up Equity Shares of						
Bharuch Eco-Acqua Inf. Ltd.	3.67	3.67	3.67	3.67	3.67	3.67
Ankleshwar Research & Analysis Infra. Ltd.	1.00	1.00	1.00	1.00	1.00	1.00
(c) Investment in Preference Shares	-	-	-	-	-	-
(d) Investments in Government or Trust Securities	-	-	-	-	-	-
(e) Investments in Debentures or Bonds	-	-	-	-	-	-
(f) Investments in Mutual Funds	-	-	-	-	-	-
(g) Investments in Partnership Firms	-	-	-	-	-	-
(h) Other Non Current Investments	-	-	-	-	-	-
Aggregate amount of unquoted Investments	4.67	4.67	4.67	4.67	4.67	4.67
Aggregate Cost of Quoted Investment	-	-	-	-	-	-
Aggregate Cost of Unquoted Investment	4.67	4.67	4.67	4.67	4.67	4.67
Aggregate Market Value of Quoted	-	-	-	-	-	-
Total	4.67	4.67	4.67	4.67	4.67	4.67

Annexure- XVIII Details of Long Term Loans and Advances as Restated
Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(Unsecured and Considered Good)						
a. Long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-	-
b. Other Long Term Loans & Advances						
Security Deposits	43.14	50.85	56.35	58.33	57.03	56.05
Advance against Capital Expenditure	-	15.00	-	3.94	30.80	32.87
Other Advances	-	-	-	-	-	1.35
<i>(recoverable in cash or kind or for value to be received)</i>	-	-	-	-	-	-
Total	43.14	65.85	56.35	62.27	87.83	90.27

Annexure- XIX Details of Inventories as Restated
Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
a. Raw Materials and components (Valued at Cost as per FIFO Method)	64.01	29.12	30.80	25.13	50.55	109.78
b. Work-in-progress (Valued At Estimated Cost)	149.04	197.45	151.70	99.12	57.36	121.88
c. Finished goods (Valued At Lower of Cost or NRV)	52.33	40.82	66.80	114.58	54.74	54.06
d. Stores and spares & Packing Materials (Valued at Lower of Cost or NRV as per FIFO Method)	3.00	3.00	3.00	3.00	3.00	3.00
e. Stock-in-Transit (Valued at Cost)	-	-	-	-	-	-
Total	268.38	270.39	252.30	241.83	165.65	288.72

Annexure - XX Details of Trade Receivables as Restated
Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(Unsecured and Considered Good)						
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies						
Over Six Months	-	-	-	-	-	-
Others	-	-	-	-	-	-
b. From Others (net of advance received)						
Over Six Months	0.73	1.67	25.99	4.14	-	5.17
Others	232.33	172.72	229.03	223.86	358.80	457.98
Total	233.06	174.39	255.02	228.00	358.80	463.15

Annexure - XXI Details of Cash and Bank Balances as Restated

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
a. Cash & Bank Equivalent						
Cash on hand*	2.43	1.03	0.28	0.73	0.78	1.06
Balances with banks						
- in current accounts	22.17	3.84	1.13	46.84	1.16	3.29
b. Balance in Deposit Accounts	19.88	15.00	7.49	12.60	36.01	38.89
Total	44.48	19.87	8.90	60.17	37.95	43.24

Annexure - XXII Details of Short Term Loans and Advances as Restated

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(Unsecured and Considered Good)						
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-	-
b. Balance with Government Authorities	82.27	72.04	59.95	46.50	35.45	46.57
c. Others (specify nature)						
Advance Tax & Refunds Receivable	12.29	13.41	20.23	15.46	0.95	0.95
Advance to Staff	3.89	4.83	4.40	7.81	7.98	15.76
Prepaid Expenses	2.28	2.57	2.53	2.36	2.73	6.40
Others	23.27	18.33	19.49	7.09	11.57	7.07
Total	124.00	111.18	106.60	79.21	58.68	76.75

Annexure - XXIII Details of Other Current Assets as Restated

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Advance to Suppliers	-	-	1.25	3.70	12.96	16.01
Total	-	-	1.25	3.70	12.96	16.01

Annexure XXIV- Details of Contingent Liabilities and Commitments

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
(a) Contingent Liabilities						
a. Claims against the company not acknowledged as debts	-	-	-	-	-	-
Claim under Central Excise Act, 1944 (Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)						
b. Guarantees						
c. Other Money for which the company is contingently liable						
Demand of FY 2006-07	55.56	55.56	55.56	55.56	32.91	32.91
Demand of FY 2007-08	81.18	-	-	-		-
Demand of FY 2009-10	-	-	6.21	-	-	-
(b) Commitments	-	-	-	-	-	-
Total	136.74	55.56	61.78	55.56	32.91	32.91

Annexure XXV- Details of Other Income as Restated

Amount (Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016	Nature of Income
	2012	2013	2014	2015	2016		
Interest Income	3.17	4.28	3.10	3.75	6.58	3.21	Recurring and Not related to business activity
<u>Other non-Operating Income</u>							
Misc. Income (Exchange Rate Difference,Duty Drawback Etc.)	9.90	24.92	0.37	2.26	5.41	18.25	Non-Recurring and related to business activity
Total Other Income	13.07	29.20	3.47	6.00	11.99	21.46	

Particulars	For the year Ending 31st March					As at September 30, 2016	Nature of Income
	2012	2013	2014	2015	2016		
Net Profit Before Tax as Restated	100.77	61.81	64.05	129.70	246.68	161.18	
Percentage	12.97%	47.25%	5.42%	4.63%	4.86%	13.31%	

Annexure- XXVI Details of Related Party Transactions as Restated

Amount(Rs in Lakhs)

Name	Nature of Transaction	Amount of Transaction during 2011-12	Amount Outstanding as on 31.03.12 (Payable)/ Receivable	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/ Receivable	Amount of Transaction during 01/04/2016 to 30-09-2016	Amount Outstanding as at 30/09/2016 (Payable)/ Receivable
Girish Shah	Director Remuneration	12.00	(7.18)	18.00	(0.52)	18.00	(1.13)	24.00	(5.34)	30.00	(5.46)	15.00	(1.95)
	<u>Unsecured Loan</u>	-	(10.26)	(0.10)	(10.16)	-	(10.16)	10.00	(20.16)	(18.00)	(2.16)	-	(2.16)
	Loan received during the year	17.38	-	16.90	-	4.00	-	17.12	-	0.15			
	Loan repaid during the year	(17.38)	-	(17.00)	-	(4.00)	-	(7.12)	-	(18.15)			
Sanjaybhai Marathe	Director Remuneration	12.00	(0.87)	18.00	(0.89)	18.00	(1.32)	24.00	(5.64)	30.00	(5.89)	15.00	(1.95)
	<u>Unsecured Loan</u>	-	(6.04)	(5.00)	(1.04)	-	(1.04)	-	(1.04)	-	(1.04)	-	(1.04)
	Loan received during the year	15.00	-	-	-	1.00	-	-		0.03			
	Loan repaid during the year	(15.00)	-	(5.00)	-	(1.00)	-	-		(0.03)			
Siddhdhi Shah	Interest On Unsecured Loan	0.29	-	0.29	-	0.29	-	0.29	-	0.29	(0.29)	0.17	(0.17)
	<u>Unsecured Loan</u>	-	(2.40)	-	(2.40)	-	(2.40)	-	(2.40)	-	(2.40)	(0.38)	(2.40)
	Loan received during the year											-	
	Loan repaid during the year											(0.38)	
Neela	Interest On Unsecured	1.32	-	1.32	-	1.32	-	1.40	-	0.39	(0.39)	0.16	(0.16)

Name	Nature of Transaction	Amount of Transaction during 2011-12	Amount Outstanding as on 31.03.12 (Payable)/ Receivable	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.13 (Payable)/ Receivable	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.14 (Payable)/ Receivable	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.15 (Payable)/ Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/ Receivable	Amount of Transaction during 01/04/2016 to 30-09-2016	Amount Outstanding as at 30/09/2016 (Payable)/ Receivable
Marathe	Loan												
	<u>Unsecured Loan</u>	-	(11.00)	-	(11.00)	-	(11.00)	1.40	(12.40)	(10.02)	(2.38)	(0.29)	(2.40)
	Loan received during the year	-	-	-	-	-	-	1.40	-	0.02	-	-	
	Loan repaid during the year	-	-	-	-	-	-	-	-	(10.02)	-	(0.29)	
Sanjay Marathe HUF	Interest On Unsecured Loan	0.17	-	0.17	-	0.17	-	0.08	-	-	-	-	-
	<u>Unsecured Loan</u>	-	(1.40)	-	(1.40)	-	(1.40)	(1.40)	-	-	-	-	-
	Loan received during the year	-	-	-	-	1.00	-	-	-	-	-	-	-
	Loan repaid during the year	-	-	-	-	(1.00)	-	-	-	-	-	-	-
Urvi Shah	Interest On Unsecured Loan	1.20	-	1.20	-	1.20	-	1.20	-	-	-	-	-
	<u>Unsecured Loan</u>	-	(10.00)	-	(10.00)	-	(10.00)	(10.00)	-	-	-	-	-
	Loan received during the year	0.17	-	-	-	-	-	-	-	-	-	-	-
	Loan repaid during the year	(0.17)	-	-	-	-	-	(10.00)	-	-	-	-	-

Annexure XXVII -Capitalisation Statement

Amount(Rs in Lakhs)

Particulars	Pre Issue as on 30.09.2016	Post Issue as on 30.09.2016	As Adjusted for Issue
<u>Borrowings</u>			
Short term debt	291.38	291.38	[•]
Long Term Debt	112.98	112.98	[•]
Total debts (A)	404.35	404.35	[•]
<u>Shareholders' funds</u>			
Equity share capital	180.01	493.63	[•]
Reserve and surplus - as restated	742.59	562.60	[•]
Securities Premium	-	106.88	
Total shareholders' funds (B)	922.62	1,163.11	[•]
Long term debt / shareholders funds	0.12	0.10	[•]
Total debt / shareholders funds	0.44	0.35	[•]

Annexure XXVIII- Statement of Tax Shelters

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Restated Profit before tax (A)	100.78	61.80	64.05	129.70	246.69	161.19
Tax Rate (%)	30.09%	30.09%	30.09%	32.45%	33.06%	33.06%
Tax at notional rate on profits	30.32	18.60	19.27	42.08	81.56	53.29
Adjustments :						
Permanent Differences(B)						
Expenses disallowed under Income Tax Act, 1961						
Disallowed under Section 43B	3.08	(1.38)	1.24	1.75	(15.43)	9.62
Gratuity Provision	7.76	(1.08)	2.81	5.51	(18.56)	8.31
Donation	0.63	0.21	0.45	0.28	0.34	0.16
Loss on Sale of Motor Car	-	-	-	-	1.85	-
Prior Period Expense	0.19	-	-	-	-	-
Interest on Income Tax Paid	-	-	-	-	2.33	3.33
Total Permanent Differences(B)	11.66	(2.25)	4.50	7.54	(29.47)	21.42
Income considered separately (C)	-	-	-	-	1.51	-
Total Income considered separately (C)	-	-	-	-	1.51	-
Timing Differences (D)						
Difference between tax depreciation and book depreciation	(50.25)	(10.71)	(31.37)	(4.90)	(18.70)	(15.96)
Difference due to any other items of addition u/s 28 to 44DA	-	-	-	-	-	-
Total Timing Differences (D)	(50.25)	(10.71)	(31.37)	(4.90)	(18.70)	(15.96)
Net Adjustments E = (B+D)	(38.59)	(12.96)	(26.87)	2.64	(48.17)	5.46
Tax expense / (saving) thereon	(11.61)	(3.90)	(8.08)	0.86	(15.93)	1.81

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Income from Other Sources (F)	-	-	-	-	1.51	-
Loss of P.Y. Brought Forward & Adjusted(G)	-	-	-	-	-	-
Deduction under Chapter VIA(H)	-	-	0.17	-	-	-
Taxable Income/(Loss) (A+E+F+G-H)	62.18	48.85	37.01	132.34	200.03	166.64
Taxable Income/(Loss) as per MAT	100.77	61.81	64.05	129.70	246.68	161.18
Tax as per MAT	20.16	11.78	12.20	25.95	50.30	32.86
Tax as per Normal Calculation	19.21	15.09	11.44	42.94	66.14	55.10
MAT credit entitlement	0.95	(0.95)	0.77	(0.77)	-	-
Tax paid	27.12	20.60	19.02	40.45	69.46	24.31

Annexure XXIX - Summary of Accounting Ratios

Amount(Rs in Lakhs)

Ratios	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Restated PAT as per P& L Account	68.43	43.52	43.40	84.55	162.39	109.81
Weighted Average Number of Equity Shares at the end of the Year/Period	16,00,140	16,01,236	18,00,140	18,00,140	18,00,140	18,00,140
Impact of issue of Bonus Shares before stub period	-	-	-	-	-	-
Impact of issue of Bonus Shares after stub period	18,00,140	18,00,140	18,00,140	18,00,140	18,00,140	18,00,140
Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of bonus shares	34,00,280	34,01,376	36,00,280	36,00,280	36,00,280	36,00,280
No. of equity shares at the end of the year/period	16,00,140	18,00,140	18,00,140	18,00,140	18,00,140	18,00,140
Impact of issue of Bonus Shares before stub period	-	-	-	-	-	-
Impact of issue of Bonus Shares after September 30, 2016	18,00,140	18,00,140	18,00,140	18,00,140	18,00,140	18,00,140
No. of equity shares at the end of the year/period after adjustment for issue of bonus shares	34,00,280	36,00,280	36,00,280	36,00,280	36,00,280	36,00,280
Net Worth	472.73	536.25	579.65	655.84	812.82	922.62
Earnings Per Share						
Basic & Diluted - before bonus	4.28	2.72	2.41	4.70	9.02	6.10
Basic & Diluted - after bonus	2.01	1.28	1.21	2.35	4.51	3.05
Return on Net Worth (%)	14.48%	8.12%	7.49%	12.89%	19.98%	11.90%
Net Asset Value Per Share (Rs) - before bonus	29.54	29.79	32.20	36.43	45.15	51.25
Net Asset Value Per Share (Rs) -	13.13	14.89	16.10	18.22	22.58	25.63

Ratios	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
after bonus						
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

Notes:

(Bonus Shares have been issued on 17.10.2016 i.e. after Stub Period ended on 30th September, 2016 and same has been considered accordingly)

(a) Basic Earnings per share	Net profit after tax (as restated) attributable to shareholders
	Weighted average number of equity shares outstanding during the year /period
(EPS Calculation has been done as per Accounting Standard-20, "Earnings Per Share" issued by The Institute of Chartered Accountants of India.)	
(b) Return on Net Worth	Net profit after tax (as restated) attributable to shareholders
	Shareholders' Equity
(c) Net Assets value per share	Net worth at the end of the year / period
	Total No. of Equity Shares outstanding at the end of the year / period
Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.	

Annexure XXX - Statement of Dividend Declared

Amount(Rs in Lakhs)

Particulars	For the year Ending 31st March					As at September 30, 2016
	2012	2013	2014	2015	2016	
Dividend	4.00	-	-	4.50	4.50	-
Percentage	2.50	-	-	2.50	2.50	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 31, 2016, 2015 and 2014 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements as Restated*" on page 181 of this Draft Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" on pages 17 and 16, of this Draft Prospectus beginning respectively.

The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the financial years ended March 31, 2016, 2015 and 2014 respectively and period of six months ended on September 30, 2016.

OVERVIEW

Our Company was originally incorporated on April 15, 1996 under the name and style of 'Chemcrux Enterprises Limited, under the provisions of the Companies Act, 1956 with Registrar of Companies, Gujarat Dadra and Nagar Haveli vide Certificate of Incorporation bearing Registration Number 4-29329 of 1996-97 at Vadodara, Gujarat. We took over the business of M/s. Chemcrux, a partnership firm in December, 1999. Chemcrux was formed in the year 1981 with initially three partners.

Our Company is an ISO 9001:2008 and ISO 14001:2004 certified company and is engaged in High Pressure Oxidation, Nitration, Acetylation and Chlorosulfonation - manufacturing intermediates for bulk Drugs, Dyes and Pigments.

Founded by Girish Shah and Sanjaybhai Marathe our promoters, have adequate experience in the line of business and looks after strategic as well as day to day business operations. Our Promoter has experience in the same line of business before incorporation of our Company as the business in the name of 'Chemcrux' was established in 1981 by both our promoters as a partnership concern at Gujarat. It has fully equipped chemicals testing laboratory and treatment plant for effluent liquids & gases. The unit has been honoured with safety awards for many years.

We export our products to Europe, China and United States of America. The total direct exports constituted 9.60%, 9.30% and 13.10% of gross sales during FY 2016, FY 2015 and FY 2014 respectively.

We also undertake job work activities and manufacture products as per customer requirements.

Our registered office is situated at T-7, National Plaza, R. C Dutt Road, Vadodara -390007, Gujarat, India and Our Manufacturing facility is situated at 4712-14, GIDC, Road South-10, Ankleshwar-393002, Gujarat, India.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

1. The Company obtained loan from Kotak Mahindra Prime Limited amounting to Rs. 19.45 lakhs dated October 20, 2016.
2. The Board of Directors passed a resolution for an Initial Public Offer in their meeting held on October 17, 2016
3. The Shareholders of the Company passed a special resolution for Initial Public Offer in their meeting held on November 17, 2016

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 17 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Dependency on few customers
- Dependency on imported raw material.
- Highly regulated industry.

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for period of six months ended on September 30, 2016 and the financial years ended March 31 2016, 2015 and 2014.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income is from sale of Lassamide, Chloro Benzoic Acid, and Nitro Benzoic Acid.

Other Income:

Our other income consists of interest income from exchange rate difference, duty drawback, interest income, bad debts recovered etc.

Particulars	September 30, 2016	Till March 31,		
		2016	2015	2014
Revenue from Operations	1,361.57	2,011.59	1,959.88	1,561.30
% of Total Income	98.45	99.41	99.69	99.78
Other Income	21.46	11.99	6.00	3.47
% of Total Income	1.55	0.59	0.31	0.22
Total Income (A)	1,383.03	2,023.58	1,965.88	1,564.77

EXPENDITURE

Our total expenditure primarily consists of cost of material consumed, purchase of stock in trade, employee benefit expenses, finance costs, depreciation and other expenses.

Direct Expenditure

Our direct expenditure includes cost of materials consumed, changes in inventories, stock in trade, etc.

Employee Benefit Expense

It includes salaries and wages, contributions to provident fund, gratuity and staff welfare expense.

Change in Inventories

Change in inventories includes change in inventories of work in progress and finished goods.

Financial Cost

Our financial cost includes interest expenses on loan, term loan, bank charges, interest on car loan, etc.

Depreciation

Depreciation includes depreciation of tangible assets.

Other Expenses

Other expenses include fuel and oil expense, effluent treatment charges, etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	For the Period ended		For the Year ended March 31,					
	September 30, 2016		2016		2015		2014	
	Amount	%	Amount	%	Amount	%	Amount	%
<u>Revenue from operations</u>	1,361.57	98.45%	2,011.59	99.41%	1,959.88	99.69%	1,561.30	99.78%
<u>Other income</u>	21.46	1.55%	11.99	0.59%	6.00	0.59%	3.47	0.22%
Total Revenue (I + II)	1,383.03	100.00%	2,023.58	100.00%	1,965.88	100.00%	1,564.77	100.00%
Expenses:								0.00%
Cost of materials consumed & purchase of stock in trade	614.64	44.44%	717.38	35.45%	835.68	42.51%	552.03	35.28%
Purchase of Raw Material (Stock-in-Trade)	15.65	1.13%	-		-		-	0.00%
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(79.58)	(5.75%)	94.31	4.66%	11.00	0.56%	23.07	1.47%
Employee benefits expense	142.12	10.28%	252.46	12.48%	222.18	11.30%	188.73	12.06%
<u>Finance costs</u>	20.97	1.52%	28.40	1.40%	42.43	2.16%	44.69	2.86%
Depreciation and amortization expense	26.56	1.92%	50.00	2.47%	54.90	2.79%	50.00	3.20%
Other expenses	481.49	34.81%	634.34	31.35%	669.99	34.08%	642.20	41.04%
Total expenses	1,221.85	88.35%	1,776.90	87.81%	1,836.17	93.40%	1,500.72	95.91%
Profit before tax (VII- VIII)	161.18	11.65%	246.68	12.19%	129.70	6.60%	64.05	4.09%
Exceptional Items(Prior Period Expense)	-		-		-		-	0.00%
Extraordinary Items	-		-		-		-	0.00%
Tax expense:								
(1) Current tax	55.10	3.98%	66.14	3.27%	42.94	2.18%	11.44	0.73%
(2) Deferred tax	(3.72)	(0.27%)	18.16	0.90%	2.98	0.15%	8.44	0.54%
(3) MAT credit entitlement					(0.77)	(0.04)%	0.77	0.05%
Profit (Loss) for the period (XI + XIV)	109.81	7.94%	162.39	8.03%	84.55	4.30%	43.40	2.77%
Earnings per equity share:	3.05		4.51		2.35		1.21	

REVIEW OF SIX MONTHS ENDED SEPTEMBER 30, 2016

INCOME

Income from operations

Our income from operations was Rs. 1,361.57 lakhs which is about 99.45% of our total revenue for the period of six months ended on September 30, 2016.

Other income

Our other income was Rs. 21.46 lakhs which consists of interest income and bad debt recovered.

EXPENDITURE

Direct expenditure

Our direct expenditure was Rs. 550.70 lakhs which is 39.82% of our total revenue for the period of six months ended September 30, 2016. The direct material expenditure includes raw material cost of consumed and changes in inventories of finished goods and work in progress.

Employee benefit expenses

Our employee benefit expenses were Rs. 142.12 lakhs which was 10.28% of our total revenue for the period of six months ended September 30, 2016 and comprised of salary, wages and Bonus, Contribution to Provident and, Gratuity Expenses and Staff welfare expenses.

Finance cost

Our finance cost which consists of interest on loan and other borrowing costs was Rs. 20.97 lakhs which is 1.52% of our total revenue for the period of six months ended September 30, 2016.

Depreciation

Depreciation and amortisation expenses were Rs. 26.56 lakhs which is 1.92% of our total revenue for the period of six months ended September 30, 2016.

Other expenses

Our other expenses were Rs. 481.49 lakhs which is 34.81% of our total revenue for the period of six months ended September 30, 2016. Other expenses include lab testing charges, effluent treatment charges, freight, octroi and transportation, etc.

Profit before tax

Our Profit before tax was Rs. 161.18 lakhs which is 11.65% of our total revenue for the period of six months ended September 30, 2016.

Net profit

Our Net profit after tax was Rs. 109.81 lakhs which is 7.94% of our total revenue for the period of six months ended September 30, 2016.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Revenue from Operations

Amount (Rs. In Lakhs)			
Particulars	2015-16	2014-15	Variance
Operating Income	2,011.59	1,958.88	2.64%

The operating income of the Company for the financial year 2015-2016 was Rs. 2,011.59 lakhs as compared to Rs. 1,958.88 lakhs for the financial year 2014-2015; showing a increase of 2.64%. The increase was in lines with our operations.

Other Income

Other Income of the Company for the financial year 2014-15 was Rs. 6.00 lakhs which increased to Rs. 11.99 lakhs during the financial year 2015-16. The increase was mainly due to increase in interest income.

DIRECT EXPENDITURE

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Cost of material consumed	717.38	835.68	14.16%
Changes in inventories of finished goods, traded goods and work in progress	94.31	11.00	757.31%

The direct expenditure decreased from Rs. 846.68 lakhs in financial year 2014-15 to Rs. 811.69 lakhs in financial year 2015-16 showing a decrease of 4.31% over the previous year. The decrease was due to decrease in purchase of domestic and imported raw material. The change in inventory was due to opening stock at the beginning of financial year 2015-16.

ADMINISTRATIVE AND EMPLOYEE COSTS

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Employee Benefit Expenses	252.46	222.18	13.63%

Employee Benefit Expenses in financial year 2015-16 have increased by 13.63% to Rs. 252.46 lakhs as against Rs. 222.18 lakhs in financial year 2014-2015. The increase was in lines with increase in salary and wages and increase in managerial remuneration.

FINANCE COSTS

The finance costs for the Financial Year 2015-16 decreased from Rs. 42.43 lakhs in the financial year 2014-15 to Rs. 28.40 lakhs showing a decrease of more than 33.05%. The decrease was due to decrease in loan for the financial year 2015-16.

DEPRECIATION

Depreciation for the year financial year 2015-16 decreased to Rs. 50.00 lakhs as compared to Rs. 54.90 lakhs for the financial year 2014-15.

PROFIT BEFORE TAX

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Profit Before Tax	246.68	129.70	90.19%

The Profit before tax has increased from Rs.129.70 lakhs to Rs. 246.68 lakhs showing an increase of 90.19%. The same was achieved due to improvement of operational capabilities.

PROVISION FOR TAX AND NET PROFIT

Amount (Rs. In Lakhs)

Particulars	2015-16	2014-15	Variance
Taxation Expenses	84.30	45.15	86.71%
Profit after Tax	162.39	84.55	92.06%

Profit after tax increased to Rs. 162.39 lakhs as compared to Rs. 84.55 lakhs for the financial year 2014-15. The same was achieved due to improvement of operational capabilities.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations*Amount (Rs. In Lakhs)*

Particulars	2014-15	2013-14	Variance
Operating Income	1,959.98	1,561.30	25.53%

The operating income of the Company for financial year 2014-2015 is Rs. 1,959.98 lakhs as compared to Rs. 1,561.30 lakhs for the financial year 2013-2014 showing an increase of 25.53%. The increase in revenue was due to increase in sale of our products.

Other Income

Our other income increased by 72.85% Financial Year 2014-2015 compared to 2013-14. The main reason for increase in other income is gain from exchange rate difference.

DIRECT EXPENDITURE*Amount (Rs. In Lakhs)*

Particulars	2014-2015	2013-2014	Variance
Cost of materials consumed	835.68	552.03	51.38%
Changes in Inventories of finished goods, WIP and stock in Trade	11.00	23.07	52.32%

The direct expenditure has increased from Rs. 575.10 lakhs in Financial Year 2014-2015 to Rs. 846.68 lakhs in Financial Year 2013-2014 showing an increase of 71.58% over the previous year. The increase is in lines with increase in sales

ADMINISTRATIVE AND EMPLOYEE COSTS*Amount (Rs. In Lakhs)*

Particulars	2014-2015	2013-2014	Variance
Employee Benefit Expenses	222.18	188.73	17.73%

There is a increase in employee benefit expenses from Rs. 222.18 lakhs to Rs. 188.73 lakhs in the year 2014-15. The increase was due to increase in number if employees and increase in managerial remuneration.

FINANCE COSTS

The finance costs for the period Financial Year 2014-2015 have decreased to Rs. 42.43 lakhs from Rs. 44.69 lakhs in Financial Year 2013-14.

DEPRECIATION

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 54.90 lakhs as compared to Rs. 50.00 lakhs for the Financial Year 2013-2014.

PROFIT BEFORE TAX*Amount (Rs. In Lakhs)*

Particulars	2014-2015	2013-2014	Variance
Profit Before Tax	129.70	64.05	102.51%

There was an increase in profit before tax for the year 2014-15 showing an increase of 102.51% over the previous financial year.

PROVISION FOR TAX AND NET PROFIT*Amount (Rs. In Lakhs)*

Particulars	2014-2015	2013-2014	Variance
Taxation Expenses	45.15	20.65	118.64%
Profit after Tax	84.55	43.40	94.81%

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled “*Risk Factors*” beginning on page 17 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled “*Risk Factors*” beginning on Page 17 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and prices of raw materials.

5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in chemical industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 105 of this Draft Prospectus.

7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal.

9. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company’s customer and supplier *vis a vis* the total income and finished goods / traded goods cost respectively as March 31, 2016 is as follows:

For Financial year 2015-16

Particulars	Customers	Suppliers
Top 5 (%)	74.88%	63.73%
Top 10 (%)	89.435	80.78%

10. Competitive Conditions

We face competition from existing and potential unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “*Our Business*” on page 133 of this Draft Prospectus.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from banks and others for conducting its business. Set forth is a brief summary of our Company's secured and unsecured borrowings together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

1. Loan of Rs. 463.00 lakhs from State bank Of India as per Latest Sanction Letter dated February 02,2016

A. Fund Based Limits					(Rs. In Lakhs)
Nature of Facility	As per the latest sanction letter dated	Interest	Tenure / Period	Primary Security	Outstanding amount as on September 30, 2016
Cash Credit	210.00	2.75% above base rate i.e present effective rate 12.05% p.a.	Renewable at the end of every year	<u>Cash credit</u> Hypothecation of Stocks and Book Debts.	238.91
EPC/EBR/FBD (Sub Limit of CC)	(100.00)	-	-		
Term Loan –I	20.00	2.85% above base rate i.e. present effective rate 12.15%	50 Months, Instalments of Rs 2.00 Lakhs each starting from October 2013	Asset acquired from bank finance as per original project cost at the time of Sanction Rs 2.04 Cr +Proposed project cost for new TL of Rs. 1.27.	1.93
Term Loan -II	25.00				6.15
Term Loan –III	38.00		51, Instalments of Rs 1.00 Lakhs starting from April 2015.		42.42
Term Loan –IV	95.00		Repayable in 58 Equal Instalments		101.81

* Our Company has obtained adhoc credit facility of Rs. 60.00 lakhs from State Bank of India.

B. Non Fund Based Limits

Nature of Facility	Limit	Outstanding amount as on September 30, 2016
Letter of Credit	70.00 lakhs	51.00 lakhs
Bank Guarantee	05.00 lakhs	0.50 lakhs

Collateral Securities

1. Leasehold plot, factory land and building bearing plot no: 4712, 4713-A, 413B and 4714, GIDC, Ankleshwar, Bharuch.
2. Extension of Charge over Plant and Machinery other than acquired from bank finance.

Personal Guarantee

1. Sanjaybhai Marathe
2. Girish Shah

Key restrictive covenants

- The unit should not be dissolved /reconstituted without obtaining bank prior approval in writing. Post-facto approval or reconstitution/ dissolution will not be accorded no the existing guarantors shall be released if the dissolution / reconstitution is affected without prior approval in writing.
- The Capital invested in the business by the proprietor/partners/directors should not be withdrawn during the currency of our advance.
- Effect any change in the Unit's capital structure.
- Implement any scheme of expansion / modernization/ diversification/ renovation or acquire any fixed assets during any accounting year

2. **Vehicle Loan facility for Toyota Innova of Rs. 15.00 lakhs sanctioned by Kotak Mahindra Prime Ltd vide sanction letter dated July 31, 2015**

Facility	Auto Loan
Amount	Rs. 15.00 Lakhs
Rate of interest	10.03%
Repayment Schedule	36 EMI of Rs. 48,225 /- starting from August 2015
Security	Secured by hypothecation of Vehicle Financed
Outstanding amount as on September 30, 2016	4.79 lakhs

3. **Vehicle Loan facility for Toyota Innova of Rs. 19.45 lakhs sanctioned by Kotak Mahindra Prime Ltd vide sanction letter dated November 9, 2016**

Facility	Car Loan
Amount	Rs19.45 Lakhs
Rate of interest	9.87%
Repayment Schedule	36 EMI of Rs. 62,260 /- starting from November 2016.
Security	Secured by hypothecation of Vehicle Financed

UNSECURED LOAN

The details of unsecured loan are as follows:

(Rs. In Lakhs)

Sr. No	Name of Lender	Outstanding amount as on September 30, 2016
1.	Girish Shah	2.16
2.	Sanjaybhai Marathe	1.03
3.	Neela Marathe	2.57
4.	Siddhi Shah	2.56

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, Subsidiaries or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on October 17, 2016 determined that outstanding dues to creditors in excess of Rs. 5.00 lakhs as per last restated financial statements shall be considered as material dues ("Material Dues").

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds 1.00 lakhs as determined by our Board, in its meeting held on October 17, 2016.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Income Tax:

AY 2009-10

Deputy/Assistant Commissioner of Income Tax, Circle 1(1), Baroda (hereinafter referred to as the 'Assessing Authority') issued a notice dated December 24, 2010 under Section 143(1) of the Income

Tax Act, 1961 (hereinafter referred to as the 'Act') to Chemcrux Enterprise Limited (hereinafter referred to as the 'Assessee Company') determining amount payable as Rs. 36,750. The Assessing Authority through its order dated September 14, 2012 under section 154 of the Act stated that Assessee Company is due to get refund of Rs. 69,823/- along with adjusted refund for AY 2009-10 and AY 2011-12. However, Department of Income Tax website is showing status for the said assessment year as 'Contact Jurisdictional Assessing Officer'. Matter is currently pending.

Central Sales Tax

AY 2006-07

The Commercial Tax Officer (2) Unit 57, Ankleshwar (hereinafter referred as 'Assessing Authority'), issued Final Notice of Assessment and passed an Assessment Order dated March 29, 2011 under Rule 9A of Central Sales Tax (Gujarat) Rules, 1970 read with The Central Sales Tax Act, 1956 and Gujarat Value Added Tax Act, 2003 directing Chemcrux Enterprise Limited (hereinafter referred as 'Assessee Company') to pay the sum of Rs. 55,56,387/-. The Assessing Authority issued another notice dated October 28, 2014 under section 152 of Mumbai Land Revenue Code, 1879 wherein Assessee Company was requested to pay Arrear Due amounting to Rs. 53,86,528/- and Interest of Rs. 24,54,995/-. As per Assessment Order Assessee Company had made certain transaction of job work outside the Gujarat State therefore, had received material of job work and had transferred the material outside the Gujarat State after completion of the job. Assessing Authority was of the view that the Assessee Company was required to submit Form 'F' for the goods transferred outside the state, after completion of job work. The Assessee Company could not produce Form 'F' therefore Assessing Authority levied tax at the rate of 10%. First Appeal was made against this Assessment Order to Deputy Commissioner of Commercial Tax wherein appeal was partly allowed and relief of Rs. 24,65,334/- was granted reducing the total liability to Rs. 32,91,032/-. Against this order of Deputy Commissioner of Commercial Tax Assessee Company went for Second Appeal in Gujarat Value Added Tax Tribunal at Ahmedabad under Appeal No. 635 of 2016. Gujarat Value Added Tax Tribunal vide its order dated August 16, 2016 granted stay against the recovery amount till the next hearing. Matter is currently pending.

AY 2007-08

The Commercial Tax Officer(2), issued Final Notice of Assessment and passed an Assessment Order dated January 07, 2012 under Rule 9A of Central Sales Tax (Gujarat) Rules, 1970 read with The Central Sales Tax, 1956 and Gujarat Value Added Tax Act, 2003 directing Chemcrux Enterprise Limited to pay the sum of Rs. 81,16,004/-. Aggrieved by this Chemcrux Enterprise Limited filed a plaint application to Deputy Commercial Tax Officer (hereinafter called as "Assessing Officer"). Through its order dated May 17, 2012 Assessing Officer allowing the application partly decided the amount of demand to be Rs. 2,771/- and amount of relief to be Rs. 81,13,233/-. Matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY**Criminal Litigations**

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY**LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY****Criminal Litigations**

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

INCOME TAX PROCEEDINGS AGAINST BHANUBHAI VARSHAMBHAI PATEL**1. For AY 2011-2012**

The demand dated May 18, 2012 under Section 143(1)(a) of the Income Tax Act, 1961 has been raised against Bhanubhai Varshambhai Patel for AY 2011-2012 determining demand of Rs. 4,140. The said demand is currently outstanding.

2. For AY 2015-16

Department of Income Tax's website display's that a notice dated November 24, 2016 under section 139(9) has been issued to Bhanubhai Vashrambhai Patel for AY 2015-16. Matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANIES

As on date of this Draft Prospectus, our Company does not have any Group Company.

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANIES

As on date of this Draft prospectus, our company does not have any subsidiary Company.

OTHER MATTERS

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — “Management Discussion and Analysis of Financial Condition and Result of Operation” on page 221 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of September 30, 2016, our Company had 97 creditors, to whom a total amount of Rs. 125.40 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated October 17, 2016, considered creditors to whom the amount due exceeds Rs. 5.00 lakhs as per our Company’s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs. in Lakhs)
Laxness Deutschland GMBH	34.64
Shivam Products	20.24
Gujarat Gas Limited	13.14
Sindhuja Traders	8.37
Oscar Chemicals Private Limited	5.73

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see website of our Company <http://www.chemcrux.com/>.

Information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, <http://www.chemcrux.com/>, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business to manufacture intermediates for bulk drugs & dyes, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer chapter “*Key Industry Regulations and Policies*” on page 145 of this Draft Prospectus.

The Company has its business located at:

Registered Office and Corporate Office: T-7, National Plaza, R.C. Dutt Road, Vadodara-390007, Gujarat, India.

Manufacturing Unit: Shed No. 4712-14, GIDC, Road South-10, Ankleshwar- District Bharuch - 393002, Gujarat, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on October 17, 2016, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting/Annual General Meeting held on November 17, 2016 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated December 19, 2016 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated January 6, 2017 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE298W01016

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated April 15, 1996 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli, in the name of “CHEMCRUX ENTERPRISES LIMITED”.
2. The Certificate of Commencement of Business pursuant to section 149 (3) of the Companies Act, 1956 dated August 8, 1996 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli, in the name of “CHEMCRUX ENTERPRISES LIMITED”.
3. The Corporate Identification Number (CIN) of the Company is U01110GJ1996PLC029329.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1	Certificate of Importer- Exporter Code (IEC)	Foreign Trade Development Officer, Office of Joint. Director General of Foreign Trade Ministry of Commerce, Government of India	IEC Number: 3499002957	December 23, 1999	Perpetual
2.	Boiler Registry under Indian Boiler Regulations, 1950 for Manufacturing Unit	Director of Boilers, office of Director of Boilers, Gujarat State, Ahmedabad	Boiler Maker's no. SM 30DL/10.54/20 New Registry no. GT-6677	August 01, 2012	NA
3	Entrepreneurs Memorandum for setting micro, small and medium Enterprises Unit	General Manager & Deputy Commissioner of Industries District Industries Centre, Bharuch	Entrepreneur Memorandum Number Part II: 24-021-12-00321	September 18, 2007	Perpetual
4	License for the purchase, possession and use of methyl alcohol in the manufacturing Unit. (under and subject to the provisions of the Bombay Prohibition Act, 1949 and rules and regulations made thereunder.)	Superintendent, Prohibition & Excise, Bharuch, Gujarat	License No: 4/2007-2008 Licence no. 04/15-16	Date of issue: April 5, 2007	License renewed for a period of : April 1, 2015 – March 31, 2017

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	AABCC1803D	April 14, 1996	Perpetual
Note: PAN Card of the Company reflects the date of issue of PAN as April 14, 1996. However the date of incorporation as per the MCA portal is April 15, 1996. Company has made an application dated December 20, 2016 to Income Tax Department for rectification of the same and the same is currently pending.					
2	Tax Deduction Account Number (TAN)	Assistant Commissioner of Income Tax, TDS, Circle Vadodara	BRDC00331C	October 07, 2002	Perpetual
3	Certificate of Registration (under Section 22 of Gujarat Value Added Tax Act, 2003 and rules made thereunder)	Commissioner, Commercial Taxes Department, Government of Gujarat	24211000122	Date of issue – November 20, 2016 with effect from July 01, 2002	Perpetual
4	Certificate of Registration of Service Tax (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)	Office of Assistant Commissioner of Central Excise and Customs, Ankleshwar	AABCC1803D ST001	January 27, 2005	Till holder carries on the activities for which the Certificate has been issued or surrendered.
5	Certificate of Registration Central Sales Tax (Under section 7(1) / 7(2) of Central Sales Tax Act, 1956 and Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Commissioner Commercial Taxes Department, Government of Gujarat of Gujarat	24711000122	Date of issue – November 20, 2016 with effect from November 19, 1997	Until cancelled

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
6	Central Excise Registration Certificate for manufacturing Unit (under Rule 9 of the Central Excise Rules, 2001)	Superintendent Central Excise and Customs, Range II, Division I, Ankleshwar	AABCC1803D XM001	December 05, 2001	Unless request for any correction/ change in registration certificate or surrendered or till it is revoked or suspended.
7	Professional Tax Enrolment Certificate (PTEC) for Registered Office and Manufacturing Unit (under section (2) sub – section 5 of Gujarat State, Profession, Trades, Callings and Employment Tax Act, 1976 and rules made thereunder)	Professions Tax Officer, Ankleshwar	PE325084184	December 17, 2016	NA
8	Professional Tax Registration Certificate (PTRC) (under section 5 of Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 and rules made thereunder)	Sales Tax Officer, Profession Tax	PR325004356	Dated December 07, 1989 Effected from – November 21, 1989	NA
9.	Professional Tax Enrolment Certificate (PTEC) for Registered Office	Vadodara Mahanagar Seva Sadan	PEC02100877 4	January 03, 2017	NA

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	under Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 and rules made thereunder)				
10.	Professional Tax Enrolment Certificate (PTEC) for Registered Office under Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 and rules made thereunder)	Vadodara Mahanagar Seva Sadan	PRC021001183	January 02, 2017	NA

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Registration under Employee Deposit Link Insurance scheme for manufacturing Unit (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and rules made thereunder) s	Regional Provident Fund Commissioner, Surat Regional Office, Surat, Gujarat	Reference No. GJ/SRT/18180 EXM-EDLI/1477 Code no.: GJ/18180 Employee Deposit Link Policy number : 714000876	September 10, 1997 Relaxation effective from: July 01, 1997
2.	Employee Provident fund Registration for manufacturing Unit (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Regional Provident Fund Commissioner, Employees Provident Fund Organisation, Ahmadabad, Gujarat	Reference Number: GJ/18180/ENF. IV/756 Establishment Code: 18180	August 23, 1990

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
	and rules made thereunder)			
3	Registration for Employees State Insurance for manufacturing Unit (under Employees State Insurance Act, 1948 and rules made thereunder)	Regional Director, Gujarat Regional Office, Employees' State Insurance Corporation, Ahmedabad	Establishment Code: 37-18491-34	July 07, 1993

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Consent Order and Authorisation under section 25 of the Water (Prevention & Control of Pollution) Act, 1974, Under section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorisation under Hazardous Wastes (Management, handling & Trans boundary movement) Rules 2008	Senior Environmental Engineer Gujarat Pollution Control Board (GPCB)	Consent Order No. AWH-51885	Date of Issue: February 04, 2013 Dated: March 08, 2013	October 15, 2017
2.	Provisional Consent Order (CCA)	Member Secretary, Gujarat Pollution Control Board	Consent No. AWH-51885	February 04, 2013	October 15, 2017

OTHER BUSINESS RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Registration Cum Membership Certificate (for Registered	Assistant Director, Basic Chemicals, Cosmetics & Dyes Export Promotion Council (CHEMEXCIL), Ahmedabad	Membership Number - C-1045 & C-1310 Registration No. CHEM/AHD/C-	April 21, 2016	March 31 , 2021


Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
	Office and Manufacturing Unit)		158/SSM-ME/PI-16-17/15162 in continuation of Registration Number No. CHEM/AHD/C-93/P-I/11-12/15162 dated April 1, 2011 and CHEM/AHD/C-107/ME/11-12/1087 dated May 20, 2011		
	Amended Registration Cum Membership Certificate	Assistant Director, Basic Chemicals, Cosmetics & Dyes Export Promotion Council (CHEMEXCIL)	Renewed RCMC No. CHEM/AHD/C-158/SSM-ME/PI-16-17/1115	April 28 , 2016	March 31, 2021
2	Life Membership Certificate for Manufacturing Unit	Disaster Prevention & Management Centre (DPMC), Ankleshwar Environmental Preservation Society, Ankleshwar	Life Membership No. LM/MSE/009	May 21, 2016	Membership Certificate is Valid as per the Terms and Conditions of Membership Circular dated April 01, 2016.
3	Certificate of Stability for Manufacturing Unit	Er. Anup P. Shah Competent Person & Government Registered Valuer	Ref. No. 13/01/2014/CERT/130	January 20, 2014	Valid for 5 years from date of issue i.e. January 20, 2019 subject to following: as per rule 3-C under Factories Act fresh 'Certificate of Stability' in form 1-A shall be obtained once in each period of five years, or after

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
					every extension, alteration, repairs or addition of machinery, plants etc.
4.	Membership Certificate for Common Incineration Facility for 06 MT/Year	Bharuch Enviro Infrastructure Limited	CI/Ank./044	May 14, 2004	NA
5.	Membership Certificate for Common Solid Waste Disposal Facility for disposing unlimited solid waste quantity	Bharuch Enviro Infrastructure Limited	Ank/107	December 23, 2004	NA
6.	Membership Certificate of Enviro Technology Limited for effluent quantity of 2400 KL/ per month	Enviro Technology Limited	Ref.ETL/ANK/2007/1043	December 12, 2007	NA
7.	Registration as member of Bharuch Eco-Acqua Infrastructure Limited for discharge of effluents through pipeline project for Manufacturing Unit	Bharuch Eco-Acqua Infrastructure Limited	Ref:BEAIL/REG/124	May 31, 2000	NA
8	ISO 14001:2004 for design, development	TUV Rheinland Cert GmbH, Am Grauen Stein 51105 koln, Germany	01 104 106861	Valid from May 06, 2016	September, 14, 2018

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
	and manufacture of intermediates for application in bulk drugs and dyes for its Manufacturing Unit				
9	ISO 9001:2008 for design, development and manufacture of intermediates for application in bulk drugs and dyes	TUV Rheinland Cert GmbH, Am Grauen Stein 51105 koln, Germany	01 100 106861	Valid from May 06, 2016	September, 14, 2018

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS


 Company logo **CHEMCRUX ENTERPRISES LTD.** has not been registered under the Trademarks Act, 1999. Further Company has confirmed that it has not made any application nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

1. Application dated March 21, 2013 has been made to Member Secretary “Paryavaran Bhavan” for Amendment of Provisional Consent Order bearing Consent Order No. AWH-51885 issued by Gujarat Pollution Control Board is currently pending.
2. Application dated December 16, 2016 for renewal of Registration Certificate of Establishment (under Bombay Shops and Establishments Act, 1948 and rules made thereunder) for Registered Office is made and the same is pending with concerned authority of Vadodara Municipal Corporation.
3. Application dated October 20, 2016 for renewal of License to work a factory (under Factories Act, 1948 and Rules made thereunder) for Manufacturing Unit is pending.
4. PAN Card of the Company reflects the date of issue of PAN as April 14, 1996. However the date of incorporation as per the MCA portal is April 15, 1996. Company has made an application dated December 20, 2016 to Income Tax Department for rectification of the same and the same is currently pending.
5. Application dated December 12, 2016 has been made to Assistant Labour Commissioner Office, Bharuch for registration of Manufacturing Unit under Contract Labour (Regulation and Abolition) Act, 1970 is currently pending.
6. Application dated April 18, 2011 was made to Novel Spent Acid Management for membership. Same is currently pending.

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. Company logo has not been registered under the Trademarks Act, 1999.
2. Company is yet to apply for Membership Certificate from Ankleshwar Cleaner Process Technology Centre Limited

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on October 17, 2016 and by the shareholders of our Company by a Special Resolution, pursuant to Section 62(1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on November 17, 2016 at the Registered Office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither our Company nor any of our Company, our Directors, our Promoter, relatives of Promoter, our Promoter Group and our Group Companies has been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority. Neither our Promoter, nor any of our Directors or persons in control of our Company were or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities.

None of our Directors are associated with the securities market in any manner, including securities market related business.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with regulation 106M(1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 60 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “*General Information*” beginning on page 60 of this Draft Prospectus.
5. The Company has Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 3 crore as per the latest audited financial results.
7. The Company has track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months.
8. The Distributable Profit of the Company as per the restated financial statements for the period ended September 30, 2016 and year ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, and March 31, 2012 is as set forth below:

(Rs. In lakhs)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Distributable Profits*	109.81	162.39	84.55	43.40	43.52	68.43
Net Tangible Assets**	1157.23	1005.38	904.27	811.33	778.46	690.60
Net Worth***	922.62	812.82	655.84	579.65	536.25	472.73

* “Distributable profits” have been computed in terms section 123 of the Companies Act, 2013.

** ‘Net tangible assets’ are defined as the sum of all net assets (i.e. non current assets, current assets less current liabilities) of our Company, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India and excluding deferred tax assets.

*** “Net Worth” has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

9. The Post-issue paid up capital of the Company shall be at least Rs. 3 crore. The post issue paid up capital of the Company shall be Rs. 493.63 lakhs.
10. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.
11. The Company has not been referred to Board for Industrial and Financial Reconstruction.
12. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
13. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
14. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
15. The Company has a website www.chemcrux.com.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of regulations 6(1), 6(2), 6(3), regulation 8, regulation 9, regulation 10, regulation 25, regulation 26, regulation 27 and sub-regulation (1) of regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO THE STOCK EXCHANGE AND SEBI, A DUE DILIGENCE CERTIFICATE:

AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009**

AND OTHER APPLICABLE LEGAL REQUIREMENTS.

- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT**

PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT FORM ONLY.

- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**
- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.- NOTED FOR COMPLIANCE**
- 16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS’ AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.” *COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS***

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE**

ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE EQUITY SHARES OF THE ISSUER
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. –NOTED FOR COMPLIANCE.

Note:

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under Section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in this Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat, in terms of Section 26, 30 and 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.chemcrux.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated January 10, 2017, the Underwriting Agreement dated January 10, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated January 10, 2017 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Draft Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus had been filed with BSE for its observations and BSE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

BSE Limited (“BSE”) has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Ltd does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company’s securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

The Draft Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at SEBI at SEBI regional office, Western Regional Office, Unit No: 002, Ground Floor SAKAR I, Near Gandhigram Railway Station Opp. Nehru Bridge Ashram Road, Ahmedabad – 380 009, Gujarat, India. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be delivered to the RoC situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013, Gujarat, India

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE. However application will be made to the SME platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE has given its in-principle approval for using its name in our Draft Prospectus *vide* its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, and Banker to the Company (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank/Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue, to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

Except as stated below, Our Company has not obtained any expert opinions:

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits
- Report of the Peer review Auditor on the Restated Financials Statement

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 93 of this Draft Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated January 10, 2017, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send unblocking or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case

of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee/ Investor Grievance Committee of the Board *vide* resolution passed at the Board Meeting held on December 20, 2016. For further details, please refer to the chapter titled “*Our Management*” beginning on page 161 of this Draft Prospectus.

Our Company has appointed Alpesh Makwana as Company Secretary and Compliance Officer and she may be contacted at the following address:

Alpesh S. Makwana

Chemcrux Enterprises Limited

T-7, National Plaza, R. C. Dutt Road,

Vadodara- 390007, Gujarat, India

Tel: +91 265 2344803

Fax: +91 265 2344803

Email: companysec@chemcrux.com

Website: www.chemcrux.com

Corporate Identification Number: U01110GJ1996PLC029329

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc.*

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There are no changes in Auditors during the last three financial years

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Except as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Draft Prospectus, the Prospectus, Application Form, ASBA Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 309 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Our Company shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 180 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 18 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page 99 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 309 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 8,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 8,000 Equity Shares subject to a minimum allotment of 8,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 8,000 Equity Share subject to a minimum allotment of 8,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and 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 India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013 the sole applicant, or the first applicant along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicant, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON		•
ISSUE CLOSES ON		•

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvment of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000 (Rupees One Lakh Only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the Main Board of BSE from the SME Stock Exchange on a later date subject to the following:

- a) If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing of shares offered through the Prospectus. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 60 of this Draft Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 8,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs

and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFI's, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page number 67 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page number 309 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M) (1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post issue face value capital does not exceed ten crore rupees, shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 259 and 266 of this Draft Prospectus.

Following is the issue structure:

Public Issue of 13,36,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 18 per Equity Share (including a premium of Rs. 8 per Equity Share) aggregating Rs. 240.48 lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 12,64,000 Equity Shares ('the Net Issue') and , a reservation of 72,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion')

Particulars	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	12,64,000 Equity Shares	72,000 Equity Shares
Percentage of Issue Size available for allocation	94.61% of the Issue Size	5.39% of Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 8,000 equity shares and further allotment in multiples of 8,000 equity shares each. For further details please refer to the chapter titled " <i>Issue Procedure–Basis of Allotment</i> " on page 266 of the Draft Prospectus.	Firm allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only	Through ASBA Process only
Minimum Application	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 8,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 For Retail Individuals 8,000 Equity shares	72,000 Equity Shares of Face Value of Rs.10.00 each
Maximum Application Size	<u>For Other than Retail Individual Investors</u> For all other investors the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. <u>For Retail Individuals:</u>	72,000 Equity Shares of Face Value of Rs. 10.00 each

Particulars	Net Issue to Public*	Market Maker Reservation Portion
	8,000 Equity Shares	
Mode of Allotment	Compulsorily in dematerialized mode.	Compulsorily in dematerialized mode.
Trading Lot	8,000 Equity Shares	8,000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Issue.	

*allocation in the net offer to public category shall be made as follows:

- (a) minimum fifty per cent. to retail individual investors; and
- (b) remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- (c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

For the purpose of sub-regulation 43 (4), *if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAMME

ISSUE OPENS ON	[•]
ISSUE CLOSES ON	[•]

Applications and any revision to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Document”) included below under section “Part B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Registered Office of the Lead Manager to the Issue and office of the Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.

WHO CAN APPLY?

In addition to the category of Applicants set forth under “– *General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI'S ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of

shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - I. Any transactions in derivatives on a recognized stock exchange;
 - II. Short selling transactions in accordance with the framework specified by the Board;
 - III. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - IV. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

- 8. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

9. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
10. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
11. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
12. An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. *The entire group of the investee company:* not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. *The industry sector in which the investee company operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must

be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
6. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
 - i) an SCSB, with whom the bank account to be blocked, is maintained

- ii) a syndicate member (or sub-syndicate member), if any
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Application Collecting intermediaries. Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

2. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
3. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable

to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. 18/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.
4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application

Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Numbers of Equity Shares Applied for;
 - Bank account number.
7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this

data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 72,000 Equity Shares shall be reserved for Market Maker. 6,32,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) Our Company has entered into an Underwriting agreement dated January 10, 2017.
- b) A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act, 2013.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;

- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.

Dont's:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Application Collecting Intermediaries. Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than five Application Forms per ASBA Account.

Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer 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, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days respectively of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447.”

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth day from issue closure date. Working Days from the Issue Closing Date;
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by us;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated January 6, 2017 among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated December 19, 2016 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE298W01016.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under chapter XB of the SEBI (ICDR) Regulations, wherein as per:

- Regulation 106M (1): An issuer whose post-issue face value Capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore

rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Issuer shall have Net Tangible assets of at least Rs. 3 crore as per the latest audited financial results.
- (f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3 crore as per the latest audited financial results.
- (g) The Issuer should have a track record of distributable profits in terms of section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of at least Rs. 5 Crores.
- (h) The Post-issue paid up capital of the Issuer shall be at least Rs. 3 Crore. The post –issue paid up capital of our company will be Rs. 493.62 Crore.
- (i) The Issuer shall mandatorily facilitate trading in demat securities.
- (j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- (m) The Company should have a website.
- (n) There has been no change in the promoter of the Company in the one year preceding the date

of filing application to BSE for listing on SME segment.

- (o) Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (**“Book Built Issue”**) or undertake a Fixed Price Issue (**“Fixed Price Issue”**). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period.

Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the Main board of BSE from the SME Exchange on a later date subject to the following

- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times

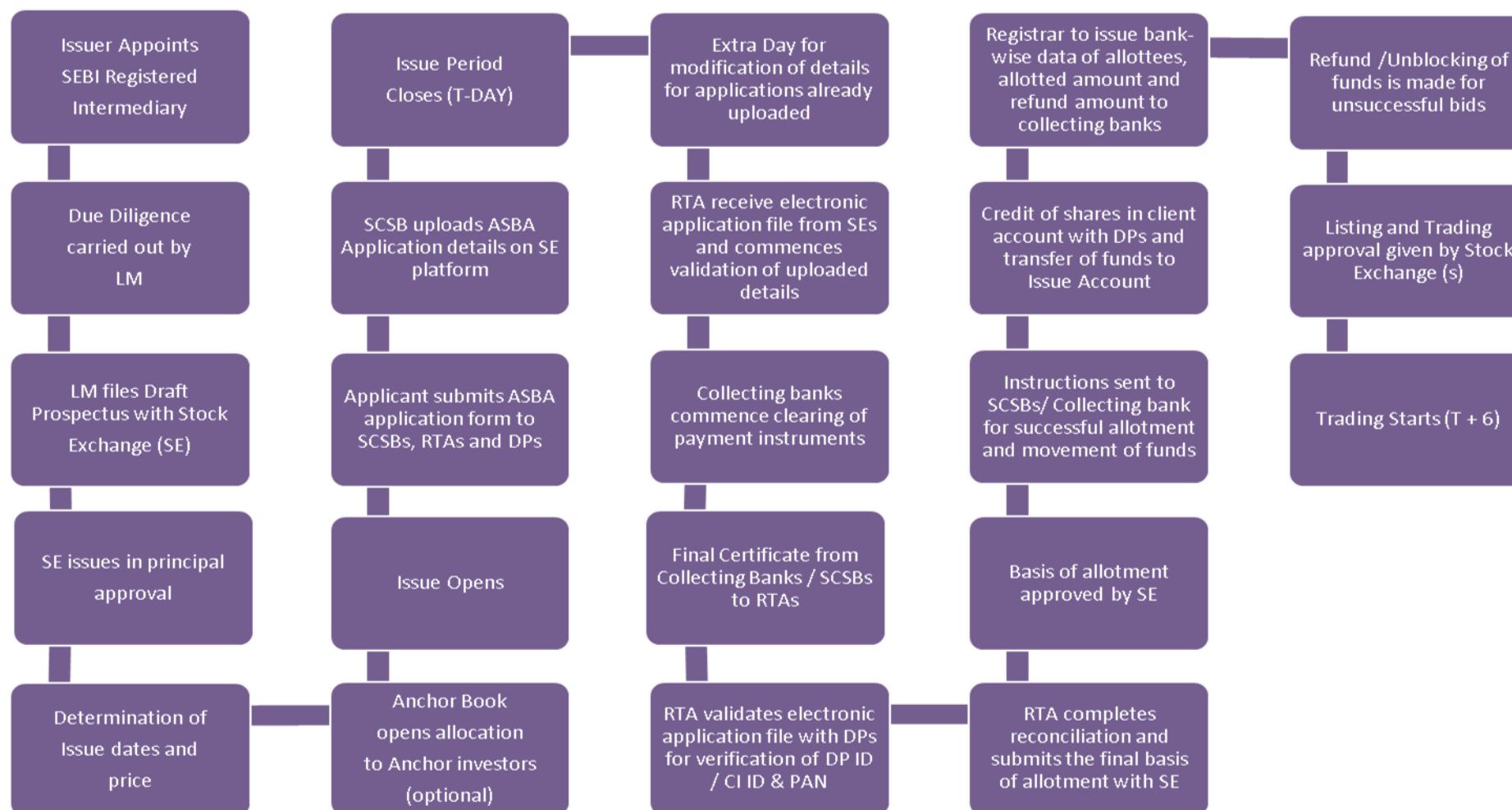
the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principle approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.1 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

R Application Form

COMMON APPLICATION FORM	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: T-7, National Plaza, R. C. Dutt Road, Vadodra- 390007, Gujarat, India Tel. No. : +91 265 2344803; Fax No. : +91 265 2344803; Email: companysec@chemcrux.com, Web site: www.chemcrux.com, CIN No.: U01110GJ1996PLC029329	FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs, ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	To, The Board of Directors CHEMCRUX ENTERPRISES LIMITED	Date : _____
FIXED PRICE SME ISSUE ISIN – INE298W01016		Application Form No. _____
BROKER'S / SCSEB / DP / RTA STAMP & CODE SCSEB / BANK BRANCH STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE SCSEB / BANK BRANCH SERIAL NO.	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr / Ms _____ Age _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ 2. PAN OF SOLE/FIRST APPLICANT _____
3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians (Non-Repatriation Basis) - NRI <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please Specify) - OTH
4. APPLICATION DETAILS No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 18/- per share ^{1&2} (In Figures) _____ (In Words) _____		5. CATEGORY <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
¹ Please note that applications must be made in minimum of 8,000 shares and further multiples of 8,000 shares accordingly. ² Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.		
7. PAYMENT DETAILS PAYMENT OPTION : Full Payment Amount Paid (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.		
S.A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2017	S.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts and things necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	BROKER / SCSEB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSEB/DP/RTA	Application Form No. _____
DPID / CLID _____ Amount Paid (₹ in figures) _____ Bank & Branch _____ ASBA Bank A/c No. _____ Received from Mr/Ms: _____ Telephone / Mobile _____ Email _____	PAN of Sole/First Bidder _____ Stamp & Signature of SCSEB Branch _____		

TEAR HERE

CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	<table style="width: 100%;"> <tr> <td style="width: 30%;">In Figures</td> <td style="width: 30%;">In Words</td> <td style="width: 40%;"></td> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> </tr> <tr> <td colspan="3">ASBA Bank A/c No. _____</td> </tr> <tr> <td colspan="3">Bank & Branch: _____</td> </tr> </table>	In Figures	In Words		No. of Equity Shares			Amount Paid (₹)			ASBA Bank A/c No. _____			Bank & Branch: _____			<table style="width: 100%;"> <tr> <td style="width: 50%; text-align: center;"> Stamp & Signature of Broker / SCSEB / DP / RTA </td> <td style="width: 50%;">Name of Sole / First Applicant</td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> <tr> <td colspan="2" style="text-align: center;"> Acknowledgement Slip for Applicant </td> </tr> <tr> <td colspan="2" style="text-align: center;"> Application Form No. _____ </td> </tr> </table>	Stamp & Signature of Broker / SCSEB / DP / RTA	Name of Sole / First Applicant			Acknowledgement Slip for Applicant		Application Form No. _____	
In Figures	In Words																								
No. of Equity Shares																									
Amount Paid (₹)																									
ASBA Bank A/c No. _____																									
Bank & Branch: _____																									
Stamp & Signature of Broker / SCSEB / DP / RTA	Name of Sole / First Applicant																								
Acknowledgement Slip for Applicant																									
Application Form No. _____																									

CHEMCRUX ENTERPRISES LIMITED **1**

NR Application Form

<p>COMMON APPLICATION FORM</p>	<p>CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: T-7, National Plaza, R. C. Dutt Road, Vadodara- 390007, Gujarat, India Tel.No. : +91 265 2344803, Fax No. : +91 265 2344803 Email: companysec@chemcrux.com, Web site: www.chemcrux.com, CIN No.: U01110GJ1996PLC029329</p>	<p>FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS</p>
<p>Chemcrux Enterprises Ltd.</p>		<p>To, The Board of Directors CHEMCRUX ENTERPRISES LIMITED</p>
<p>FIXED PRICE SME ISSUE ISIN – INE298W01016</p>		<p>Date : _____</p>
<p>BROKER'S / SCSE / DP / RTA STAMP & CODE</p>	<p>SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</p>	<p>1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT</p> <p>Mr / Ms _____ Age _____</p> <p>Address _____</p> <p>Email _____</p> <p>Tel. No (with STD code) / Mobile _____</p>
<p>SCSE / BANK BRANCH STAMP & CODE</p>	<p>SCSE / BANK BRANCH SERIAL NO.</p>	<p>2. PAN OF SOLE/FIRST APPLICANT</p>
<p>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL</p>		<p>6. INVESTOR STATUS</p> <p><input type="checkbox"/> Non-Resident Indians (Repatriation basis) NRI</p> <p><input type="checkbox"/> FII or Sub Account not a Corporate / Foreign Individual FII</p> <p><input type="checkbox"/> FII Sub Account Corporate/ Individual FII SA</p> <p><input type="checkbox"/> Foreign Venture Capital Investor FVCI</p> <p><input type="checkbox"/> Foreign Portfolio Investor FPI</p> <p><input type="checkbox"/> Others (Please Specify) OTH</p>
<p>4. APPLICATION DETAILS</p> <p>No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 18/- per share 1st 2</p> <p>(In Figures) _____ (In Words) _____</p>		
<p>5. CATEGORY</p> <p><input type="checkbox"/> Retail Individual</p> <p><input type="checkbox"/> Non-Institutional</p> <p><input type="checkbox"/> QIB</p>		
<p>7. PAYMENT DETAILS</p> <p>Amount Paid (₹ in Figures) _____ (₹ in words) _____</p> <p>ASBA Bank A/c No. _____</p> <p>Bank Name & Branch _____</p>		
<p>8. PAYMENT OPTION : Full Payment</p>		
<p>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.</p>		
<p>SA. SIGNATURE OF SOLE / FIRST APPLICANT</p> <p>Date: _____, 2017</p>	<p>SB. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</p> <p>I/We authorize the SCSE to do all acts and deeds necessary to make the Application in the issue</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p>	<p>BROKER / SCSE / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</p>
<p>TEAR HERE</p>		
<p>CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - NR</p>		
<p>Acknowledgement Slip for Broker/SCSE/DP/RTA</p>		
<p>Application Form No.</p>		
<p>PAN of Sole/First Bidder _____</p>		
<p>Amount Paid (₹ in figures) _____ Bank & Branch _____</p> <p>ASBA Bank A/c No. _____</p> <p>Received from Mr/Ms _____</p> <p>Telephone / Mobile _____ Email _____</p>		
<p>Stamp & Signature of SCSE Branch</p>		
<p>TEAR HERE</p>		
<p>CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - NR</p>	<p>Stamp & Signature of Broker / SCSE / DP / RTA</p>	<p>Name of Sole / First Applicant</p> <p>_____</p> <p>_____</p> <p>_____</p>
<p>No. of Equity Shares _____</p> <p>Amount Paid (₹) _____</p> <p>ASBA Bank A/c No. _____</p> <p>Bank & Branch: _____</p>	<p>Acknowledgement Slip for Applicant</p> <p>Application Form No.</p> <p>CHEMCRUX ENTERPRISES LIMITED 1</p>	

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of the said Act.

- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not

available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID 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.**
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of 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 sending allocation advice and for other correspondence(s) related to an Issue.
- (d) 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.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer may mention Price in the Draft Prospectus. However a prospectus registered with RoC contains one price.
- (b) Minimum And Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of 8,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 8,000 Equity Shares.

ii. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 8,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (e) The following applications may not be treated as multiple Applications:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

- i. Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one Bank Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case Applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non allotment ASBA Applications, if any,

along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
 - ii. In case of applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application And ASBA

Account Number and Name.

- ii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise/withdraw their applications till closure of the Issue period
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

Revision Form – R

COMMON APPLICATION FORM	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: T-7, National Plaza, R. C. Dutt Road, Vadodra- 390007, Gujarat, India Tel. No. : +91 265 2344803; Fax No. : +91 265 2344803 Email: companysec@chemcrux.com, Web site: www.chemcrux.com, CIN No.: U01110GJ1996PLC029329	FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs, ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	To, The Board of Directors CHEMCRUX ENTERPRISES LIMITED	FIXED PRICE SME ISSUE ISIN – INE298W01016
	Date : _____ Application Form No. _____	

BROKER'S / SCSEB / DP / RTA STAMP & CODE SUB-BROKER'S / SUB-AGENT'S STAMP & CODE SCSEB / BANK BRANCH STAMP & CODE SCSEB / BANK BRANCH SERIAL NO.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT</td> </tr> <tr> <td>Mr / Ms</td> <td>Age</td> </tr> <tr> <td colspan="2">Address</td> </tr> <tr> <td colspan="2">Email</td> </tr> <tr> <td colspan="2">Tel. No (with STD code) / Mobile</td> </tr> <tr> <td colspan="2" style="text-align: center;">2. PAN OF SOLE/FIRST APPLICANT</td> </tr> <tr> <td colspan="2"></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%; vertical-align: top;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</td> </tr> <tr> <td><input type="checkbox"/> NSDL</td> <td><input type="checkbox"/> CDSL</td> </tr> <tr> <td colspan="2">For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">4. APPLICATION DETAILS</td> </tr> <tr> <td colspan="2">No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 18/- per share ^{1&2}</td> </tr> <tr> <td style="width: 50%;">(In Figures)</td> <td style="width: 50%;">(In Words)</td> </tr> </table> </td> <td style="width: 40%; vertical-align: top;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">5. CATEGORY</td> </tr> <tr> <td><input type="checkbox"/> Retail Individual</td> <td><input type="checkbox"/> Non-Institutional</td> </tr> <tr> <td><input type="checkbox"/> QIB</td> <td></td> </tr> </table> </td> </tr> </table>	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT		Mr / Ms	Age	Address		Email		Tel. No (with STD code) / Mobile		2. PAN OF SOLE/FIRST APPLICANT				<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</td> </tr> <tr> <td><input type="checkbox"/> NSDL</td> <td><input type="checkbox"/> CDSL</td> </tr> <tr> <td colspan="2">For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">4. APPLICATION DETAILS</td> </tr> <tr> <td colspan="2">No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 18/- per share ^{1&2}</td> </tr> <tr> <td style="width: 50%;">(In Figures)</td> <td style="width: 50%;">(In Words)</td> </tr> </table>	3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS		<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		4. APPLICATION DETAILS		No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 18/- per share ^{1&2}		(In Figures)	(In Words)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">5. CATEGORY</td> </tr> <tr> <td><input type="checkbox"/> Retail Individual</td> <td><input type="checkbox"/> Non-Institutional</td> </tr> <tr> <td><input type="checkbox"/> QIB</td> <td></td> </tr> </table>	5. CATEGORY		<input type="checkbox"/> Retail Individual	<input type="checkbox"/> Non-Institutional	<input type="checkbox"/> QIB	
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(₹ in words)													
ASBA Bank A/c No.													
Bank Name & Branch													
PAYMENT OPTION : Full Payment													

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

S.A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2017	S.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts as necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	BROKER/ SCSEB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
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CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSEB/DP/RTA Application Form No. _____
PAN of Sole/First Bidder		
Amount Paid (₹ in figures) Bank & Branch Stamp & Signature of SCSEB Branch		
ASBA Bank A/c No.		
Received from Mr/Ms:		
Telephone / Mobile Email		

CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Applicant Application Form No. _____
Name of Sole / First Applicant		
Acknowledgement Slip for Applicant		
Application Form No.		

Revision Form – NR

COMMON APPLICATION FORM	CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R Registered Office: T-7, National Plaza R. C. Dutt Road, Vadodra- 390007, Gujarat, India Tel.No. : +91 265 2344803; Fax No. : +91 265 2344803; Email: comparysec@chemcrux.com , Web site: www.chemcrux.com , CIN No.: U01110GJ1996PLC029329	FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS
To, The Board of Directors CHEMCRUX ENTERPRISES LIMITED		Date : _____
FIXED PRICE SME ISSUE ISIN – INE298W01016		Application Form No. _____
BROKER'S/ SCSE / DP / RTA STAMP & CODE SCSE / BANK BRANCH STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE SCSE / BANK BRANCH SERIAL NO.	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ Age _____ Tel. No (with STD code) / Mobile _____ 2. PAN OF SOLE/FIRST APPLICANT _____ 3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID
PLEASE CHANGE MY APPLICATION <input type="checkbox"/> PHYSICAL		
4. FROM (as per last Application or Revision)		
Options	No. of Equity Shares applied (Application must be in multiples of 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 18/- (In Figures)
	Issue Price Discount, if any Net Price	
Option 1	7 6 5 4 3 2 1	4 3 2 1 4 3 2 1 4 3 2 1
(OR) Option 2	NOT APPLICABLE	NOT APPLICABLE
(OR) Option 3	NOT APPLICABLE	NOT APPLICABLE
5. TO (Revised Application)		
Options	No. of Equity Shares applied (Application must be in multiples of 8,000 equity shares) (In Figures)	Price per Equity Share (₹) 18/- (In Figures)
	Issue Price Discount, if any Net Price	
Option 1	7 6 5 4 3 2 1	4 3 2 1 4 3 2 1 4 3 2 1
(OR) Option 2	NOT APPLICABLE	NOT APPLICABLE
(OR) Option 3	NOT APPLICABLE	NOT APPLICABLE
7. PAYMENT DETAILS		
PAYMENT OPTION : Full Payment		
Amount Paid (₹ in Figures) _____ (₹ in words) _____		
ASBA Bank A/c No. _____		
Bank Name & Branch _____		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.		
8 A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2017		
8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSE to do all acts and sure necessary to make the Application in the issue 1) _____ 2) _____ 3) _____		
BROKER / SCSE / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)		
TEAR HERE		
CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R		Acknowledgement Slip for Broker/SCSE/DP/RTA
Application Form No. _____		
DPID / CLID _____		PAN _____
Additional Amount Paid (₹ in figures) _____		Bank & Branch _____
ASBA Bank A/c No. _____		SCSE Branch Stamp & Signature
Received from Mr./Ms. _____		
Telephone / Mobile _____ Email _____		
TEAR HERE		
CHEMCRUX ENTERPRISES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R	Stamp & Signature of Broker / SCSE / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares	Option 1 Option 2 Option 3	
Issue Price	NOT APPLICABLE	
Additional Amount Paid (₹)		
ASBA Bank A/c No. _____		
Bank & Branch: _____		
Acknowledgment Slip for Applicant		
Application Form No. _____		

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION ‘FROM’ AND ‘TO’

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

6 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depository);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 8,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing

Date , unless the extended time is permitted by BSE.

- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For applications where the proportionate allotment works out to less than 8,000 equity shares the allotment will be made as follows:
 - i. Each successful Applicant shall be allotted 8,000 equity shares; and
 - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- (d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 8,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 8,000 equity shares subject to a minimum allotment of 8,000 equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 8,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

- i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- ii. The balance net offer of shares to the public shall be made available for allotment to
 - individual applicants other than retail individual investors and
 - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
- iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
 - (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**
- Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
 - (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 5 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 5 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an

official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at a rate prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitution or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Manager, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Application Collecting Intermediaries	<ul style="list-style-type: none"> i) an SCSB, with whom the bank account to be blocked, is maintained ii) a syndicate member (or sub-syndicate member) iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Banker(s) to the Issue/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to the Issue/ Public Issue Bank with whom the Public Issue Account(s) and Refund Account may be opened, and as disclosed in the Draft Prospectus and Bid cum Application Form of the Issuer

Term	Description
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on- http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Draft Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
FPI(s)	Foreign Portfolio Investor
FPO	Further public offering
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issue Closing Date	The date after which the SCSBs may not accept any Application for

Term	Description
	the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Bid Application Form of the Issuer.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account

Term	Description
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Bid cum Application Form
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
RTGS	Real Time Gross Settlement
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on

Term	Description
	http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated January 17, 2016 entered into between the Underwriter and our Company
Working Day	<ol style="list-style-type: none"> 1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday 2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) “Auditors” means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *“The Company” shall mean Chemcrux Enterprises Limited	Company
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and “Written” includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) “Meeting” or “General Meeting” means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month

Sr. No	Particulars	
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
	b) The minimum paid up Share capital of the Company shall be Rs.5,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be	Increase of capital by the Company how carried into effect

Sr. No	Particulars	
	deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.	
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the</p>	Provisions to apply on issue of Redeemable Preference Shares

Sr. No	Particulars	
	redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	Reduction of capital
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue	Issue of Depository Receipts

Sr. No	Particulars	
	depository receipts in any foreign country.	
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
19.	The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
20.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
21.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
22.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by	Shares should be Numbered progressively and no share to be

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	which the same was originally distinguished.	subdivided.
23.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
24.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
25.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
26.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
27.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
28.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
29.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount	Share Certificates.

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	<p>paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
30.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any</p>	<p>Issue of new certificates in place of those defaced, lost or destroyed.</p>

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	Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	
31.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
32.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
33.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
34.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
35.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
36.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.	Directors may make calls

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	(2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	
37.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
38.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
39.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
40.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
41.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
42.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
43.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the	Proof on trial of suit for money due on shares.

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	matters aforesaid shall be conclusive evidence of the debt.	
44.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
45.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	Payments in Anticipation of calls may carry interest
	LIEN	
46.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
47.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the	As to enforcing lien by sale.

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	shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	
48.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
49.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
50.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
51.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
52.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member

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53.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
54.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
55.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
56.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
57.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
58.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
59.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
60.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not	Validity of sale

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	be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	
61.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
62.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
63.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
64.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of transfer.
65.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
66.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one	Notice of refusal to be given to

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	month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	transferor and transferee.
67.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
68.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debentureholder or other security holders.
69.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
70.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
71.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
72.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share</p>	Recognition of legal representative.

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	which had been jointly held by him with other persons.	
73.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	Titles of Shares of deceased Member
74.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
75.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (Transmission clause).
76.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
77.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
78.	The Company shall incur no liability or responsibility whatsoever	Company not

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	in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	liable for disregard of a notice prohibiting registration of transfer.
79.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
80.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
NOMINATION		
81.	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	Nomination
82.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p>	Transmission of Securities by nominee

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	<p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	DEMATERIALIZATION OF SHARES	
83.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
84.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
85.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
86.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and	Power to issue share warrants

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	such fee as the Board may, from time to time, require, issue a share warrant.	
87.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
88.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	Privileges and disabilities of the holders of share warrant
89.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	CONVERSION OF SHARES INTO STOCK	
90.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.
91.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
92.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
93.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.

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	BORROWING POWERS	
94.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
95.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
96.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
97.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
98.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
99.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about	Indemnity may be given.

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	to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	
	MEETINGS OF MEMBERS	
100.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
101.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
102.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
103.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
104.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
105.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an	Chairman with consent may adjourn meeting.

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	original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	
106.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
107.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
108.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
VOTES OF MEMBERS		
109.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
110.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
111.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
112.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
113.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to	Postal Ballot

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	time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	
114.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
115.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
116.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
117.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
118.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
119.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
120.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of	No votes by proxy on show of hands.

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	the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
121.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
122.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
123.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
124.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
125.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
126.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
127.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
128.	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges	Nominee Directors.

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	<p>including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	
129.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
131.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
132.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
133.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
134.	<p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(b) A director may, and the manager or secretary on the requisition</p>	Meetings of Directors.

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	of a director shall, at any time, summon a meeting of the Board.	
135.	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	Chairperson
136.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
137.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
138.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
139.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
140.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	Chairperson of Committee Meetings
141.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	Meetings of the Committee
142.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of	Acts of Board or Committee shall be valid notwithstanding defect in appointment.

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	any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	
	RETIREMENT AND ROTATION OF DIRECTORS	
143.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
144.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
145.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or	To pay for property.

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	services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as	To invest and deal with money of the Company.

Sr. No	Particulars	
	provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay	Transfer to Reserve Funds.

Sr. No	Particulars	
	interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege,	To apply & obtain

Sr. No	Particulars	
	concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of	

Sr. No	Particulars	
	<p>the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
146.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/ Wholetime Directors.
147.	The remuneration of a Managing Director or a Whole-time Director	Remuneration of

Sr. No	Particulars	
	(subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Managing or Wholetime Director.
148.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	Powers and duties of Managing Director or Whole-time Director.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
149.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

Sr. No	Particulars	
	<p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	
	THE SEAL	
150.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	The seal, its custody and use.
151.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
152.	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
153.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
154.	a) The Board may, before recommending any dividend, set aside	Transfer to

Sr. No	Particulars	
	<p>out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	reserves
155.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
156.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
157.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
158.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
159.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles .
160.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
161.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
162.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
163.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of	Dividends how remitted.

Sr. No	Particulars	
	<p>members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	
164.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
165.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
CAPITALIZATION		
166.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
167.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as</p>	Fractional Certificates.

Sr. No	Particulars	
	<p>fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
168.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
169.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
	FOREIGN REGISTER	
170.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
171.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
172.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	

Sr. No	Particulars	
173.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	INDEMNITY	
174.	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	Directors' and others right to indemnity.
175.	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p>	Not responsible for acts of others
	SECRECY	
176.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member	Secrecy

Sr. No	Particulars	
	<p>of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	
	<p>(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	<p>Access to property information etc.</p>

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing this Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated January 10, 2017 between our Company and the Lead Manager.
2. Agreement dated January 10, 2017 between our Company and Bigshare Services Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated January 10, 2017 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated January 10, 2017 between our Company, Market Maker and the Lead Manager.
5. Public Issue Banker/ Bankers to the Issue and Refund Banker to the Issue Agreement dated January 10, 2017 amongst our Company, the Lead Manager, Public Issue Bank and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 6, 2017
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated December 19, 2016

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated October 17, 2016 authorizing the Issue
3. Special Resolution of the shareholders passed at the EGM dated November 17, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated January 12, 2017 issued by our Peer Reviewed Auditor M/s. Naresh & Co., Chartered Accountants.
5. Report of the Peer Reviewed Auditor, M/s. Naresh & Co., Chartered Accountants, dated January 12, 2017 on the Restated Financial Statements for the period ended September 30, 2016 and the financial year ended as on March 31, 2016, 2015 2014, 2013 and 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Reviewed Auditors, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue and Refund Banker, to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated [•], to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Limited.
8. Due Diligence Certificate dated January 17, 2017 from Lead Manager to BSE Limited.

None of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by all the Directors, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

Name and designation	Signature
Sanjaybhai Marathe <i>Managing Director</i>	
Girish Shah <i>Chairman and Wholetime Director</i>	
Sidhdhi Shah <i>Non Executive Director</i>	
Neela Marathe <i>Non Executive Director</i>	
Bhanubhai Patel <i>Independent Director</i>	
Shaileshkumar Patel <i>Independent Director</i>	

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Premchand Tiwari

Chief Financial Officer

Alpesh Makwana

Company Secretary & Compliance Officer

Place: Vadodara
Date: January 16, 2017

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Narayani Steels Limited	11.52	32	September 14, 2016	33.45	2.03% (-2.18%)	-0.15 (-5.53%)	Not Applicable
2.	Nandani Creation Limited	4.04	28	October 10, 2016	33.60	39.29% (-1.90%)	0.61% (-16.19%)	Not Applicable
3.	DRA Consultants Limited	2.96	10	October 13, 2016	12.00	184% (-2.98%)	3.66% (-2.69%)	Not Applicable
4.	Gretex Industries Limited	3.96	20	October 14, 2016	24.00	-8.00% (-3.34%)	-0.26% (-2.36%)	Not Applicable
5.	Sakar Health Care Limited	14.85	50	October 14, 2016	52.80	-4.00% (-3.34%)	0.17% (-2.36%)	Not Applicable
6.	Bindal Exports Limited	1.99	16	October 17, 2016	17.00	0.31% (-4.45%)	Not Applicable	Not Applicable
7.	Mewar Hi-Tech Engineering Limited	2.33	22	October 17, 2016	26.40	-23.75 (-4.45%)	Not Applicable	Not Applicable
8.	Shashijit Infraprojects Limited	3.49	15	October 17, 2016	15.25	0.00% (-4.45%)	Not Applicable	Not Applicable
9.	Agro Phos India Limited	12.93	22	November 16, 2016	26.40	-6.59% (0.52%)	Not Applicable	Not Applicable
10.	Majestic Research Services and Solutions Limited	9.43	114	December 14, 2016	140.00	56.27% (2.42%)	Not Applicable	Not Applicable

Note:-

1. Majestic Research Services and Solutions Limited is a Further Public Offering managed by Pantomath
2. Maheshwari Logistics Limited has filed Prospectus with Registrar of Companies, Ahmedabad and is in the process of Listing

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
5. As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO/FPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30 th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
13-14	*1	6.85	-	-	-	-	1	-	-	-	-	-	1	-
14-15	**5	56.84	-	-	-	-	-	5	-	-	-	-	1	4
15-16	***9	54.01	-	-	1	3	2	3	-	-	2	4	3	-
16-17	****18##	101.34	-	-	6	3	3	6	-	-	1	3	-	2

*The scripts of Si. Vi. Shipping Corporation Limited was listed on March 6, 2014.

**The scripts of Women's Next Loungeries Limited, Ultracab (India) Limited, Momai Apparels Limited, Jet Infraventure Limited and Supreme(India) Impex Limited were listed on April 21, 2014, October 10, 2014, October 16, 2014, November 25, 2014, and March 31, 2015 respectively.

***The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

****The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos India Limited and Majestic Research Services and Solutions Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 and December 14, 2016 respectively.

##The Scripts of Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultants Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos India Limited and Majestic Research Services and Solutions Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.