



**ACE INTEGRATED SOLUTIONS LIMITED**

Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373 in Delhi. Subsequently, our Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on, September 30, 2016 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed to “Ace Integrated Solutions Limited”. The Corporate Identification Number of Our Company is U74140DL1997PLC088373. For details of change in registered office of our Company please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page 102 of Prospectus.

**Registered Office:** B-13 DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi – 110092, India

**Tel No:** +91: 011-22162970; **Fax No:** +91 011-22156374; **E-mail:** [cs@aceintegrated.com](mailto:cs@aceintegrated.com)

**Website:** [www.aceintegrated.com](http://www.aceintegrated.com)

**Contact Person:** Mr. Ranjeet Singh, Company Secretary and Compliance Officer.

**PROMOTERS OF OUR COMPANY:** Mr. Chandra Shekhar Verma and Mrs. Amita Verma

**THE ISSUE**

**PUBLIC ISSUE OF 18,00,000 EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH FULLY PAID UP OF ACE INTEGRATED SOLUTIONS LIMITED (“AISL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF Rs.40 PER EQUITY SHARE (THE “ISSUE PRICE”) (INCLUDING A SHARE PREMIUM OF Rs. 30 PER EQUITY SHARE) AGGREGATING TO RS. 720.00 LAKHS (THE “ISSUE”) BY OUR COMPANY, OF WHICH 90,000 EQUITY SHARES OF Rs. 40 FULLY PAID UP 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. ISSUE OF 17,10,000 EQUITY SHARES OF Rs.40 EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.47% AND 25.15% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10 EACH. THE ISSUE PRICE IS Rs. 40 THE ISSUE PRICE IS 4 TIMES THE FACE VALUE.**

**THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME)**

*For further details please refer to “Section VII - Issue Information” beginning on Page 214 of the Prospectus.*

All potential investors shall participate in the Issue through 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 “Issue Procedure” on page 221 of the Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10/- and the Issue Price is 4 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled “Basis for Issue Price” beginning on page 74 of the Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investment 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 the Issue including the risks involved. The Equity Shares offered 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 this Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” on page 19 of the Prospectus.


**COMPANY’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in the 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 of which makes the 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 offered through the Prospectus are proposed to be listed on the NSE Emerge Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principle listing approval for the shares being offered in this issue. However, our Company has received an in-principle approval letter dated **June 08, 2017** from NSE for using its name in this Prospectus for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

**LEAD MANAGER TO THE ISSUE**

 **D&A Financial Services (P) Limited**  
 13, Community Centre,  
 East of Kailash,  
 New Delhi-110065  
**Tel. No.** 011-26472557 / 26419079  
**Fax No:** 011-26219491  
**Contact Person:** Ms. Neha Jain / Ms. Radhika Pushkarna  
**Investor Grievance Email:** [investors@dnafinserv.com](mailto:investors@dnafinserv.com)  
**Website:** [www.dnafinserv.com](http://www.dnafinserv.com)  
**SEBI Registration No.:** INM000011484

**REGISTRAR TO THE ISSUE**

 **Bigshare Services Private Limited**  
 E2 Ansa Industrial Estate,  
 Sakivihar Road, Sakinaka Andheri East,  
 Mumbai – 400072  
**Tel:** 022 - 40430200  
**Fax:** 022 – 28475207  
**Contact Person:** Mr. Jibu John  
**E-mail:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**SEBI Registration No.:** INR000001385

**ISSUE PROGRAMME**

**ISSUE OPENS ON : JUNE 29, 2017**

**ISSUE CLOSES ON : JULY 05, 2017**



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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 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 INFORMATION

### DEFINITIONS AND ABBREVIATIONS

In this Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

#### COMPANY RELATED TERMS

Term	Description
Articles /Articles of Association / AOA	The Articles of Association of our Company, as amended.
Auditor or Statutory Auditor	The statutory auditor of our company, being P. Rastogi & Co., Chartered Accountants having their office at D-9 , First Floor Gali No 19, Madhu Vihar, Near Hasanpura Depot, Delhi-110092
“Ace Integrated Solutions Limited” or “AISL” or “the Company” or “we” or “us” or “our” and the “Issuer Company”	Unless the context otherwise indicates, refers to Ace Integrated Solutions Limited, a Company incorporated under the Companies Act 1956.
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company or a duly constituted committee thereof.
Banker to our Company	ICICI Bank Limited IndusInd Bank Limited
Company Secretary and Compliance Officer	Mr. Ranjeet Singh
Director(s)	The director(s) of our Company, unless otherwise specified.
Equity Shares / Shares	Equity Shares of our Company having a face value of Rs. 10 each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company
Group Companies	Includes those companies, firms and ventures promoted by our Promoters, irrespective of whether such entities are covered under the Companies Act, 2013 and disclosed in “Our Group Entities” beginning on page 125 of the Prospectus.
Key Managerial Personnel / KMP	The personnel listed as Key Managerial Personnel in the chapter titled “Our Management” beginning on page 107 of the Prospectus.



Listing Agreement	The equity listing agreement to be entered into by our Company with the Stock Exchange.
Memorandum of Association / Memorandum / MOA	Memorandum of Association of our Company, as amended from time to time.
Promoters / Our Promoters	Promoters of our Company, being Mr. Chandra Shekhar Verma and Mrs. Amita Verma
Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the promoter group of our Company in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and as disclosed in “Our Promoter and Promoter Group” beginning on page 120 of the Prospectus.
Peer Review Auditor	The Peer Review Auditor of our company, being RPMD & Associates, Chartered Accountant having their office at AB-17, 1 <sup>st</sup> Floor, Shalimar Bagh, New Delhi-110088.
Registered office	The Registered Office of Our Company situated at B-13 DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi – 110092, India
ROC	Registrar of Companies, Delhi NCT and Haryana.

#### ISSUE RELATED TERMS

Term	Description
Allot / Allotment / Allotment of Equity Shares	Unless the Context otherwise requires, the allotment of Equity Shares pursuant to this Issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allottee(s)	Successful applicant(s) to whom Equity Shares are / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus.
Application Form	The Form in terms of which the prospective investor shall apply for the Equity Shares in this Issue.



Application Supported by Blocked Amount / ASBA	Application Supported by Blocked Amount (ASBA) means an application for subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA Applicant	Any prospective investor(s)/applicant(s) in this Issue who apply(ies) through the ASBA Process.
Bankers to the Issue/Public Issue Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Public Issue Account will be opened and in this case being <b>Axis Bank</b> .
Basis of Allotment	The basis on which the equity shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled “Issue Procedure” beginning on page 221 of the Prospectus.
Controlling Branch	Such branches of the SCSBs which coordinate Applications made under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603_">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603_</a> , 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.
Depository Participant /DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603_">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603_</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account specified by the ASBA Applicants to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.



Designated Stock Exchange	NSE Stock Exchange of India Limited.
Prospectus	The Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of National Stock Exchange of India Limited for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI.
Public Issue Account	Account opened with Public Issue Bank/Banker to the Issue Bank(s) for the Issue.
Public Issue Account Agreement / Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 18,00,000 Equity Shares of face value of Rs. 10 each fully paid of Ace Integrated Solutions limited for cash at a price of Rs.40 per Equity Share (including a premium of Rs. 30 per Equity Share) aggregating Rs.72000000/-
Issue Agreement	The agreement dated May 03, 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
Issue Opening Date	The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under the Prospectus being Rs. 40 per Equity Share of face value of Rs. 10/- each fully paid
Issue Proceeds	Proceeds to be raised by our Company through this Issue is Rs. 7,20,00,000/-



LM / Lead Manager	Lead Manager to this Issue, being D&A Financial Services Private Limited, SEBI Registered, Category I Merchant Bankers.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Emerge Platform of NSE.
Market Making Agreement	Market Making Agreement dated May 10, 2017 between our Company, Lead Manager and Market Maker.
Market Maker	<b>Choice Equity Broking Private Limited (SEBI Registration No. INB231377335)</b> will act as the Market Maker and 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 90,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 40 per Equity Share aggregating Rs. 36,00,000 for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
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 Gazette of India
Net Issue	The Issue excluding the Market Maker Reservation Portion of 17,10,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 40 Equity Share aggregating Rs. 6,84,00,000 by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 70 of the Prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000/-





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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, 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.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. Axis Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
QIBs Buyers /Qualified Institutional	As defined under the SEBI ICDR Regulations including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial bank, mutual funds registered with SEBI, FII and sub-account (other than sub-account which is a foreign corporate or foreign individual) registered with SEBI, Multilateral and Bilateral Development Financial Institution, Venture Capital Fund registered with SEBI, Foreign Venture Capital Investor registered with SEBI, State Industrial Development Corporation, Insurance Company registered with Insurance Regulatory and Development Authority, Provident Fund with minimum corpus of Rs. 250 million, Pension Fund with minimum corpus of Rs. 250 million, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India and insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India



Refund Account(s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur
Refund Bank(s) / Refund Banker(s)	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited
Registrar / Registrar to the Issue	Registrar to this Issue being Bigshare Services Private Limited, E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400072.
Retail Individual Investors	Individual Applicants, or minors applying through their natural guardians, including HUF (applying through their Karta) and ASBA Applicants, who have applied for an amount less than or equal to Rs. 2,00,000
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
SCSBs/Self-Certified Syndicate Banks	Shall mean a Banker to an Issue registered with SEBI(Banker to an Issue) Regulations, 1994, as amended from time to time, and which offers the service of making Application/s supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> , or at such other website as may be prescribed by SEBI from time to time.
Underwriters	D&A Financial Services Private Limited
Underwriting Agreement	The agreement dated May 03, 2017 entered into between D&A Financial Services Private Limited and our Company
Working Days	Unless the context otherwise requires: (i) Till Application/Issue Closing date: All days other than the 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday, Sunday or a public holiday. (ii) Post Application/Issue Closing Date and till the Listing of Equity Shares: All days other than a Sunday or a public holiday on which commercial banks in Mumbai are open for business in accordance with the SEBI Office circular no. 12/2016.



## CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act	The Companies Act, 1956 and amendments thereto including provisions of Companies Act 2013, wherever notified
AGM	Annual General Meeting
AIF Funds or Alternative Investment	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
Approx.	Approximately
ASBA	Applications Supported by Blocked Amount
AS	Accounting Standard issued by the Institute of Chartered Accountants of India
Assessment Year	Period of twelve months commencing on 1 <sup>st</sup> April every year and ending on 31 <sup>st</sup> March of the next year
AY	Assessment Year
B. Com	Bachelor Degree in Commerce
BE	Bachelor Degree in Engineering
BSc	Bachelor Degree in Science
BIFR	Board for Industrial and Financial Reconstruction
CC	Cash Credit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CIT (A)	Commissioner of Income Tax (Appeals)
CST	Central Sales Tax



CII	Confederation of Indian Industry
CIN	Corporate Identification Number
DIN	Director Identification Number
Depositories	NSDL and CDSL; 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.
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortization
ECB	External Commercial Borrowings
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
EPA	The Environment Protection Act, 1986
EPS	Earnings Per Share
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations framed thereunder, as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
FIs	Financial Institutions
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investor
FTP	Foreign Trade Policy, 2009
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FV	Face Value



FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI / Government	Government of India
HNI	High Net worth Individual
HSC	Higher Secondary Education
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offer
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
IT Act	The Income Tax Act, 1961 as amended from time to time except as stated otherwise
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint Venture
Key Managerial Personnel/ KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “Our Management” beginning on page 107 of the Prospectus.
L/C	Letter of Credit
Ltd.	Limited
MBA	Masters of Business Administration
MCA	Ministry of Corporate Affairs, GOI
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as



MICR	Magnetic Ink Character Recognition
MoA	Memorandum of Association
MoU	Memorandum of Understanding
Mn	Million
MNC	Multi National Company
Mutual Fund	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A.	Not Applicable
NAV	Net Asset value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up capital, share premium account, and reserves and surplus (excluding revaluation reserves) 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
NOC	No Objection Certificate
NPV	Net Present Value
No.	Number
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
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 Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA Regulations, OCBs are not allowed to invest in India.
OD	Overdraft
p.a.	Per Annum
PAN	Permanent Account Number



Person (s)	A natural person or an artificial person constituted under applicable laws in India or outside India
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RONW	Return on Net Worth
Rs. / Rupees / INR	Indian Rupees, the legal currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contract (Regulation) Rules, 1957, as amended from time to time.
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 VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
Sub-Account	Sub-accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, as amended
SSI	Small Scale Industry
SSI Undertaking	Small Scale Industrial Undertaking
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
SEBI Takeover Regulations/Takeover Regulation/Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.
Stock Exchange	National Stock Exchange of India Limited.



SME	Small Medium Enterprise
TIN	Tax Identification Number
TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
Trade Marks Act	The Trade Marks Act, 1999 as amended from time to time
u/s	Under Section
UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time
VAT	Value Added Tax
WDV	Written Down Value
w.e.f.	With Effect From
WTO	World Trade Organization
YoY	Year over year

Notwithstanding the following:

- i. In the section titled 'Main Provisions of the Articles of Association' beginning on page 242 of the Prospectus, defined terms shall have the meaning given to such terms in that section.
- ii. In the section titled 'Financial Information' beginning on page 141 of the Prospectus, defined terms shall have the meaning given to such terms in that section; and
- iii. In the Chapter titled "Statement of Possible Tax Benefits" beginning on page 76 of the Prospectus, defined terms shall have the same 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 Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, 2013, (Such provisions of the Companies Act, 1956 which are in force as on date) and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12 month period ended 31<sup>st</sup> March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off.

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 included herein. Accordingly to what extent, the financial statements included in this 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 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 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 and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 141 of this Prospectus.

### CURRENCY OF PRESENTATION

In this Prospectus, references to the words “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 millions’ and ‘billion / bn./ Billions’ means ‘one hundred crores’.

### INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Prospectus have been obtained from Ministry of Finance, Corporate Affairs and Defense, Indian Brand Equity Foundation etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this 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 source.



## FORWARD-LOOKING STATEMENTS

We have included statement in this Prospectus which contain words or phrases such as “will”, “may”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. 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 our company operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which our company operates
- The performance of the Indian and the Global financial markets;
- Increased competition in the sectors/areas in which our company operates;
- Our ability to successfully implement our growth strategy and expansion plans and to launch and implement business plans for which funds are being raised through this Issue;
- Our ability to meet our working capital requirements;
- Our ability to upgrade our existing technology & infrastructure;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that our company may enter, 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;
- Any adverse outcome in the legal proceedings in which our company is involved.
- Market fluctuations and industry dynamics beyond our control;
- Occurrence of natural disasters or calamities affecting the areas in which we have operations;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Contingent Liabilities, environmental problems and uninsured losses; and
- Changes in government policies and regulatory actions that apply to or affect our business.

For further discussions of factors that could cause our actual results to differ, kindly refer to the Chapters titled “Risk Factors”, “Our Business” and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 19, 188 and 141 of this Prospectus, respectively.

By their nature, certain 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 be materially different from those that have been estimated. Forward looking statements speak only of this Prospectus. Our Company, our Directors, the Lead Managers and their respective affiliates or associates do not have any obligation to, and do not intend 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 the SEBI requirements, our Company and the Lead Manager will ensure that the investors in India are informed of material developments until such time as grant of listing and trading approvals 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 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.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 88, “Our Industry” beginning on page 83 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 188 respectively, of this 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 the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. 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 Abbreviations” beginning on page 3 of this 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:*

### **A. INTERNAL RISKFACTORS**

#### **1. Our Company has certain liabilities under Income Tax Act, 1961 which may adversely affect our business and results of operations.**

Our Company is involved in certain tax liabilities. These liabilities are pending at different levels of tax authorities. Any adverse decision may affect our business and results of operations. For further details regarding the regulatory proceedings, please refer to Chapter titled “Outstanding litigations and material developments” beginning on page 194 of this Prospectus.



#### **Tax Liabilities pending with Tax Authorities**

- Liability under TDS for previous years is Rs. 91170/-
- Liability under Income Tax for Assessment Year 2014-15 is Rs. 22000/- (Approx.)

#### **2. *Some of our Group Entities have incurred losses in the financial year 2015-16.***

Some of our Group Entities have incurred losses in the financial year ended March 31, 2016. For further details regarding the performance of our Group Entities, please refer to Chapter titled “Our Group Entities” beginning on page 125 of this Prospectus. Sustained financial losses by our Group Entity may not be perceived positively by external parties such as customers, bankers, suppliers etc., which may affect our credibility and business operations.

#### **3. *Our top five customers contribute approximately 93.57% of our revenues for the financial year ended March 31, 2016. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top five clients contribute approximately 93.57% of our revenues for the financial year ended March 31, 2016. Any decline in our quality standards, growing competition and any change in the demand for our services by these customers 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, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

#### **4. *We do not own our Registered Office from which we operate and the same is on rental basis from our group company namely ACE Integrated Education Private Limited.***

We operate from our registered office situated at B-13 DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi – 110092, India which is owned by our group company namely ACE Integrated Education Private Limited. We are permitted us to use the same as registered office of our company along with all office equipment for a rent of Rs. 70,000/- per month vide Agreement dated October 01, 2016. Further, the lease agreement is not registered with appropriate statutory authorities. Any discontinuance of such arrangement will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

#### **5. *Our Company has filed certain forms with additional fees as prescribed under the Companies Act with Registrar of Companies.***

Under the provisions of Companies Act, certain forms are required to be filed within prescribed timelines, which inter alia includes Form 20B, 23AC & 23 ACA for the FY 2013-14, ADT 1, CHG 1, MGT 14, DIR 12, SH-7 and PAS 3 during FY 2016-17. In past our Company has exceeded such timeline for filing the forms and has paid additional fees. If our company fails to comply with the provisions for filing of forms under the provisions of the Companies Act, then the company and every officer of the company who is in default is punishable with fine.



**6. The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price.**

The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price. The details of cost of acquisition are as below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Chandra Shekhar Verma	23,00,000	0.02
Mrs. Amita Verma	21,99,600	0.02

For further details regarding average cost of acquisition of equity shares by our promoters in our Company, please refer to the chapter titled “Capital Structure” beginning on page 51 of this Prospectus.

**7. Major fraud, lapses of internal control or system failures could adversely impact our business.**

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company’s operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

**8. We face multiple nature of problems in our business, which may limit our growth and prospects.**

The large scale country-wide Examination Management projects are beset with multiple nature of problems, due to factors like:

**Examination Management Related Issues**

- Adoption of corrupt practices by candidates and recruitment racket groups at examination venues
- Leakage of question papers,
- Impersonation of candidates during examination
- Misuse of mobile based Social media tools to send question papers and get them solved by outside groups i.e. WhatsApp, Facebook etc.
- Non-professional management of Examination processes,
- Operational issues of security printing of Question papers, delivery and receipt of sensitive documents.

**Examination Center Related Issues**

- Lack of availability of proper examination centers.
- Lack of proper co-ordination in Pre-examination and post-examination activities and logistics errors.

**9. 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 or at all. Even though we have successfully executed our business strategies in the past, there is 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.



**10. Our Company has taken certain unsecured loans which are repayable on demand.**

Our Company had availed of certain unsecured loans that are repayable on demand. In the event that the lenders of such loans demanded repayment of these loans, our company would need to find alternative sources of financing which may not be available on commercially reasonable terms and conditions. For details regarding unsecured loans kindly refer “Financial Indebtedness” under chapter Financial Statements on page 141 of this Prospectus.

**11. Our Company has a negative cash flow in some of the previous years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s) as per the Restated Audited Financial Statements and the same are summarized as under:

(In Rs.Lakhs)

Particulars	As on December 31, 2016	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Flow from/ (used in ) Operating	895.08	(127.01)	(54.86)	337.12	(3.70)	49.94
Cash Flow from/ (used in ) Investing	(0.41)	(75.85)	(22.37)	(128.64)	(99.05)	(43.15)
Cash Flow from/ (used in ) Financing	(347.03)	233.67	242.43	(133.99)	101.94	(6.82)

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 flow in future, it may adversely affect our business and financial operations.

**12. We have certain contingent liabilities, which have not been provided for. Crystallization of any of these contingent liabilities may adversely affect our financial condition.**



The Contingent liabilities of our Company not provided for, as certified by our Board of Directors is as under:



(Rs. In Lakhs)

Sr. No.	Nature of Liability	Amount as on December 31, 2016
1.	Demand by Income Tax Authorities being disputed by the Company for TDS	0.92
2.	Outstanding Bank Guarantees	14.63

In the event any of these contingent liabilities gets crystallized, our financial condition may be adversely affected.



13. Our logo  and  are not registered. In case of no registration our brand building efforts may be hampered which might lead to an adverse effect on our business.

We have made applications on July 01, 2016 for  and September 28, 2016 for  respectively for registration of our Logo/trademark under the Trademarks Act, 1999 for getting the same registered. In case of rejection of said applications, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. This could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

14. *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.*

Post this Issue, our Promoters and Promoter Group will collectively own substantial portion of our Equity Share Capital. As a result, our Promoters, together with the members of the Promoter Group, will continue 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 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 may not in, or may conflict with, our interests or the interests of some or all of our creditors or other 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.

15. *Our Promoters have given personal guarantees in relation to certain debt facilities provided to us.*

Our Promoters have given personal guarantees in relation to all our secured debt facilities. In the event our Promoters withdraw or terminate their guarantee, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition.

16. *Our growth will depend on our ability to build our brand and failure to do so will negatively impact our ability to effectively compete in this industry.*

We believe that we need to continue to build our brand, which will be critical for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. The brand promotion activities that we may undertake may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we are unable to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.





***17. Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them or their relatives or our Group Entities and benefits deriving from their directorship in our Company. For further details, please refer to the chapters titled “Our Business”, “Our Promoters and Promoter Group” and “Related Party Transactions” beginning on page 88, 120 and 139 respectively of this Prospectus.

***18. We are required to obtain and maintain Certain Governmental and Regulatory licenses and permits and the failure to obtain and maintain such licenses and permits in a timely manner, or at all, may adversely affect our business and operations.***

We are required to obtain and maintain certain approvals, licenses, registrations and permits in connection with its business and operations. There can be no assurance that we will be able to obtain and maintain such approvals, licenses, registrations and permits in the future. An inability to obtain or maintain such registrations and licenses in a timely manner or at all, and comply with the prescribed conditions in connection therewith may adversely affect our ability to carry on our business and operations, and consequently our results of operations and financial conditions.

***19. Our operations could be adversely affected by disputes with employees.***

As of the date of prospectus, the Company employed a work force of 19 full-time employees. While we believe we maintain good relationships with employees, there can be no assurance that the Company will not experience future disruptions to its operations due to disputes or other problems with its work force or contract labour employed by independent contractors.

***20. We depend on banks and financial institutions and other sources for meeting our short and medium term financial requirements.***

Any delay in the disbursement of funds from these bodies can be a bottleneck to our project execution capabilities and thereby our results of operations.

***21. Interest rate fluctuations may adversely affect the Company's business.***

The Company has entered into certain borrowing arrangements to finance its capital requirements in the ordinary course of business. In the future, the Company may be required to enter into additional borrowing arrangements in connection with potential acquisitions or for general working capital purposes. In the event interest rates increase, the Company's costs of borrowing will increase, and its profitability and results of operations may be adversely affected.



***22. Our Operations could be adversely affected due to change in technology.***

As our company engaged in providing a key solutions and services namely technical consultancy, examination management, result processing and ITES Services and also we have developed special solutions in the areas of enterprise on line examination system to enable digital interface and modern concept of internet based pro-metric and secured testing services. In case if we could not able to update ourselves in view of change in technology or unable to adopt the new technology, it could adversely affects our operations



## **RISK RELATED TO THIS ISSUE AND OUR EQUITY SHARES:**

- 23. *Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 24. *Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

- 25. *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 74 of this 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.

- 26. *Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 70 of this 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 this Issue have not been appraised by any bank or financial institution.***

The deployment of funds as stated in the "Objects of the Issue" beginning on page 70 of this Prospectus is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures included under the "Objects of the Issue" are based on our own estimates. There has been no independent appraisal of the project. We have not entered into any definitive agreements to utilize a portion of the Issue.



**27. *The company has in past entered into “Related Party Transactions” and may continue to do so in the future.***

The company has entered into transactions with its promoters, certain directors and promoter group entities. There can be no assurance that the company could have received more favourable terms had such transactions not been entered into with Related Parties. Further more it is likely that the company will enter into Related Party Transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have in adverse effect on the company’s financial condition and results of operations. For further information on the common pursuit and the our transactions with the promoters, certain directors and promoter group entities, please refer “*Details of Related Party Transactions*” on page 139 of this Prospectus.

**28. *No prior performance indicator***

This is an initial public offering of our equity shares and, thus, there is no other performance indicator besides our financial performance. We may not be able to assure similar performance on stock exchanges where we propose to list our equity shares.

**29. *The Company has not complied with the requirement of providing for employee benefits in the books of account as mandated under AS 15 under “Accounting for Employee Benefit” issued by the Institute of Chartered Accountant of India.***

The Company is in the process of undertaking actuarial valuation of Employee Benefit Expenses in accordance with AS-15, as no any provision for employee benefit expense(s) is made in its Financial Statements, however the Company have already made the payment pertaining to employee benefit(s) as and when accrued/due at the time of retirement/resignation/termination of Employee(s) on the actual basis.



## EXTERNAL RISK FACTORS

- 30. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

- 31. *Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.***

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

- 32. *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 Service tax, STT, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

- 33. *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.



***34. 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, tsunami, and floods 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 operation as well as the price of the Equity Shares.

***35. You may be subject to Indian taxes arising out of capital gains on sale of 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 realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax (“STT”) is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized 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. Any change in tax provisions may significantly impact your return on investments.



## PROMINENT NOTES:

- a. The Public Issue of 18,00,000 Equity Shares of face value of Rs. 10 each fully paid up for cash at a price of Rs. 40/- per Equity Share (including a premium of Rs. 30 per Equity Share) aggregating Rs. 720.00 Lakhs (“the Issue”). Issue of Equity Shares will constitute 26.47% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled “The Issue” on page 42 of this Prospectus.
- b. The net worth of our Company was Rs. 531.20 Lakhs, Rs. 405.36 Lakhs and Rs. 308.32 Lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014 respectively. The book value of each Equity Share was Rs. 21.24, Rs. 4053.62 and Rs. 3083.15 as of March 31, 2016, March 31, 2015 and March 31, 2014 respectively as per the audited financial statements of our Company. For more information, please refer to section titled “Financial Statements” beginning on page 141 of this Prospectus.
- c. The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Chandra Shekhar Verma	23,00,000	0.02
Mrs. Amita Verma	21,99,600	0.02

- d. For details of Related Party Transactions entered into by our Company, please refer to the chapter titled “*Related Party Transactions*” beginning on page 139 of this Prospectus.
- e. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on pages 51, 120 and 107 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.
- f. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 51 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
- g. Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 43 of this Prospectus.
- h. Investors are advised to refer to chapter titled “*Basis for Issue Price*” on page 74 of this Prospectus.
- i. Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.
- j. There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent 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 Prospectus.
- k. Except as stated in the chapter titled “*Our Group Entities*” beginning on page 125 and chapter titled “*Related Party Transactions*” beginning on page 139 of this Prospectus, our Group Entities have no business interest or other interest in our Company.
- l. Investors may note that in case of over-subscription in the Issue, 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 218 of this Prospectus.



- m. Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the of the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373 in Delhi. Subsequently, our Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on, September 30, 2016 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed to “Ace Integrated Solutions Limited”. The Corporate Identification Number of Our Company is U74140DL1997PLC088373. For details of change in registered office of our Company please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page 102, of Prospectus.





## SECTION – III INTRODUCTION

### SUMMARY OF OUR INDUSTRY

#### OVERVIEW OF INDIAN ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen. Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

#### MARKET SIZE

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organization for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalization of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

(Source: <https://www.ibef.org/economy/indian-economy-overview> )

#### INDUSTRY OVERVIEW

India holds an important place in the global education industry. The country has more than 1.4 million schools with over 227 million students enrolled and more than 36,000 higher education institutes. India has one of the largest higher education systems in the world. However, there is still a lot of potential for further development in the education system.

India has become the second largest market for e-learning after the US. The sector is currently pegged at US\$ 2-3 billion, and is expected to touch US\$ 40 billion by 2017. The distance education market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of around 34 per cent# during 2013-14 to 2017-18. Moreover, the aim of the government to raise its current gross enrolment ratio to 30 per cent by 2020 will also



boost the growth of the distance education in India.

(Source: <https://www.ibef.org/industry/education-sector-india.aspx> )

Indian Education sector is expanding with the help of technology. It is enabling to overcome barriers of distance and scale. Many universities and education institutes have started using technology for various processes like Online Admission, Examination Management.

India is one of the largest education markets in the world with an estimated one million schools and more than 15,000 higher education institutes. With higher education institutes of repute being less and competition increasing everyday, every good course is opting for entrance tests.



## SUMMARY OF OUR BUSINESS

### OVERVIEW

Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the of the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the General Meeting held on 30th July, 2016.

ACE is a India's leading Recruitment & Examination Services Management Company, bringing together the Domain Expertise and innovative skills required for the successful execution of the project every time with highest level of security and customer satisfaction. We have over 16000 Sq. Ft. area which is well equipped with the Equipment and machinery required for the execution and production of all the deliverables involved in any of the Recruitment and Examination Project. Our divisions namely “Amety Offset Printers” etc. are completely mapped with the requirements of the execution of the voluminous turnkey projects (Single / Multiple location across India).

### ABOUT US

Our Company had commenced its operations in 1997. We took up the challenge to provide secured services related to Recruitment & Examination Management and now over 20 years of experience in providing cost-effective solutions to variety of Recruitment and processing projects.

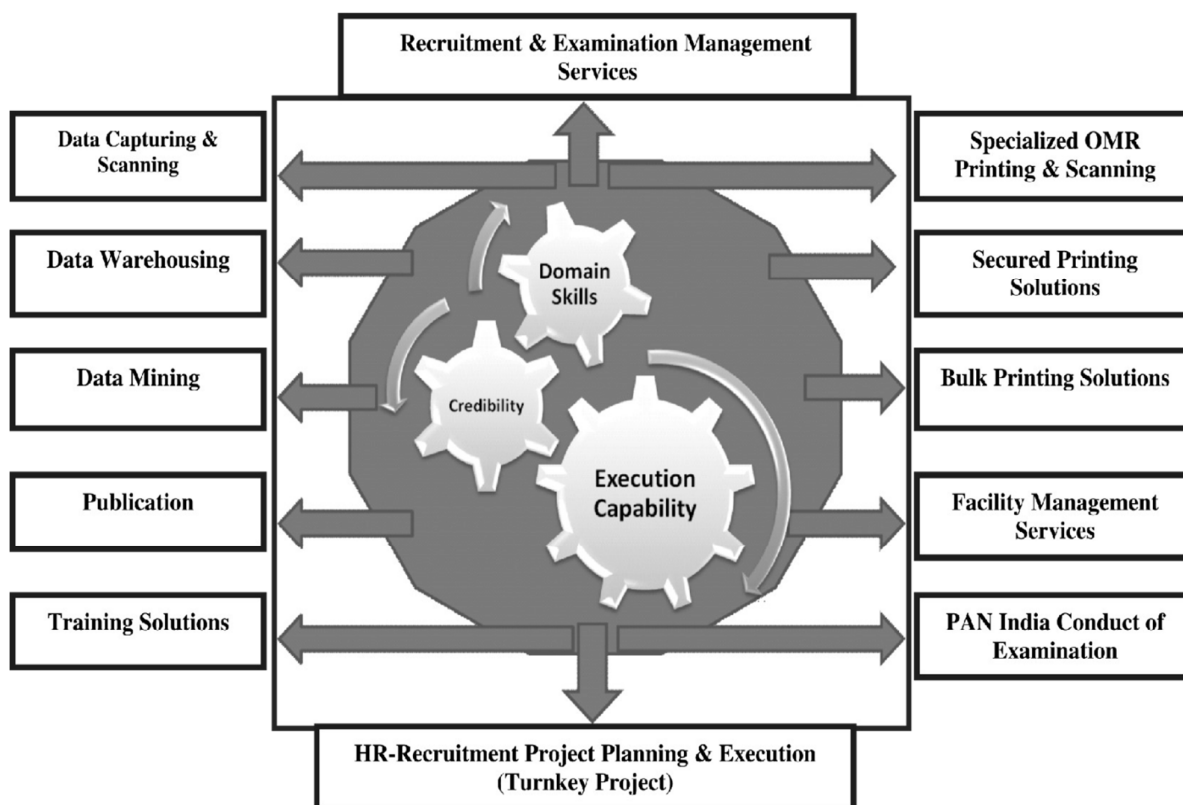
We offer a range of services namely, On-Line & off line Application Form designing, Barcoding, Collection, Data Capturing & Processing, Designing Printing and Dispatch of Admit Cards, Arrangement of test venues, Designing & printing of OMR answer sheets with security features, Setting, Designing and printing of question booklet as per the required Difficulty Levels and Topics (Technical & Non-Technical), consultancy, Facility Management, Data Base Management Services etc. Over the years, we have successfully implemented large turnkey assignments for various PSUs/State/Central Customers.

We have developed in-house end-to-end expertise in managing complex examination related services across country and have established highly secured and efficient framework with proven track record. In order to meet the challenging requirement to manage organization-wide critical process of Manpower recruitment and selections, it is extremely important to institutionalize most critical activity for deriving best quality of workforce. Better intake standard, in the staff recruitment system always produces higher result-oriented team for optimal growth and sustenance of the organization.

The Examination management system is governed through a well defined and structured processes at various stages of the planning and operations, where each module of tasks are tightly integrated with other modules, so that there exists absolutely zero defect variance in the constituent sub-modules in the over-all system. It is imperative to ensure high quality and parameterized set-up in the examination which is self-integrated and complimenting to all interfaces towards accomplishment of fool-proof service delivery.

We have adopted fool-proof Examination Management System needs to have perfect synchronization of various processes i.e. HR Recruitment Planning and Project Management, Pre-Examination Processing, Examination Centre Management, Design Printing and Delivery of Confidential Question papers, Post Examination Processing and final result processing. All the steps are required to be executed with precision of timing and quality norms, with the help of self-contained, highly secured and efficient service model.

## OUR SERVICES



In order to address the need of facilitating such an enterprise-wide Examination Management System Requirement, ACE offers proven, end-to-end and process driven nation-wide project execution capabilities for its customer. The professional solutions in the Examination management is being proposed by our company, vide a decade old expertise.

The process driven and integrated system, has been meticulously planned and designed to meet ever- increasing challenges being encountered in the high-risk oriented requirements. ACE is responsible to perform successfully many national level recruitment and selection examination and earned much sought after confidence of the customers.

Management of administrative and classified sensitive data are executed with multi layered operations team, to ensure fool-proof security and zero-error results. Examination Management System has been designed based on specific modules of the pre-examination, Test management and post-examination requirements. The authorized users in the system can perform their respective roles strictly as per their defined roles, for total ownership of the individual user within Customer.

Depending upon the degree of information security standard of a particular component, level of risk mitigation techniques are introduced to counter any slippage in the overall delivery organization. ACE has devised well planned and organized frame-work of processes to handle the business need of commensurate secrecy and utmost importance of the overall activities.

The Examination Management System has been designed with all round integrity and fundamentals of modular management of each component of any examination. These components are put to operations management considering high level of objectivity and functionality. The present offering of ACE Examination Management System [EMS], is very robust and based on advanced tools and best practices, to deliver excellent manageability starting from ease of data input, storage and dissemination of correct and specific data to the various internal control points.



**SUMMARY FINANCIAL STATEMENTS**

**STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE**

(Rs. in Lakhs)

Particulars	Note No.	As at Dec,31	As at March 31,				
		2016	2016	2015	2014	2013	2012
<b>I Equity and Liabilities</b>							
<b>1 Shareholders' Funds</b>							
(a) Share Capital	2.1	500.00	250.00	1.00	1.00	1.00	1.00
(b) Reserves & Surplus	2.2	110.29	281.20	404.36	307.32	188.65	121.44
(c) Money received against share warrants		-	-	-	-	-	-
		<b>610.29</b>	<b>531.20</b>	<b>405.36</b>	<b>308.32</b>	<b>189.65</b>	<b>122.44</b>
<b>2 Share application money pending allotment</b>		-	-	-	-	-	-
<b>3 Non-Current Liabilities</b>							
(a) Long-term borrowings	2.3	223.72	221.53	8.70	9.07	11.01	11.97
(b) Deferred Tax Liabilities (Net)	2.27	0.46	3.03	0.86	-	5.22	4.22
(c) Other Long Term Liabilities	2.4	-	-	-	-	-	-
(d) Long Term Provisions	2.5	-	-	-	-	-	-
		<b>224.18</b>	<b>224.56</b>	<b>9.56</b>	<b>9.07</b>	<b>16.23</b>	<b>16.19</b>
<b>4 Current Liabilities</b>							
(a) Short Term Borrowings	2.6	-	320.61	247.25	-	125.77	19.16
(b) Trade Payables	2.7	833.51	540.27	314.94	487.62	284.33	135.07
(c) Other current Liabilities	2.8	93.69	335.98	7.12	31.42	24.20	14.29
(d) Short Term Provisions	2.9	-	21.06	-	-	0.28	0.28
		<b>927.20</b>	<b>1,217.92</b>	<b>569.32</b>	<b>519.04</b>	<b>434.58</b>	<b>168.80</b>
<b>Total</b>		<b>1,761.67</b>	<b>1,973.69</b>	<b>984.24</b>	<b>836.43</b>	<b>640.46</b>	<b>307.43</b>
<b>II Assets</b>							
<b>1 Non-Current Assets</b>							
(a) Fixed Assets		-	-	-	-	-	-
(i) Tangible Assets	2.10	233.95	189.19	170.59	191.98	78.07	68.90
(ii) Intangible Assets							
(iii) Capital Work In Progress		-	78.92	78.92	74.20	43.20	-
(b) Non - Current Investments	2.11	3.00	3.00	3.00	10.63	40.45	4.12
(c) Long Term Loans and Advances	2.12	264.26	110.87	90.37	172.64	170.66	75.68
(d) Deferred Tax Assets (Net)	2.27	-	-	-	3.23	-	-



	(e) Other Non Current Assets	2.13	-	-	-	-	-	-
			501.20	381.99	342.88	452.68	332.37	148.70
<b>2</b>	<b>Current Assets</b>							
	(a) Current investments							
	(b) Inventories	2.14	-	-	-	-	-	-
	(c) Trade Receivables	2.15	186.36	1,141.58	274.10	218.91	229.80	116.13
	(d) Cash and Cash Equivalents	2.16	818.42	270.78	239.98	74.77	0.28	1.10
	(e) Short-term loans and advances	2.17	255.59	175.86	127.28	90.06	78.00	31.72
	(f) Other Current Assets	2.18	0.11	3.48	-	-	-	9.78
			1,260.47	1,591.70	641.36	383.75	308.09	158.73
	<b>Total</b>		1,761.67	1,973.69	984.24	836.43	640.46	307.43

#### STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Particulars	Notes No.	For Nine months Ended	For the year ended					
		Dec 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	
<b>I Revenue:</b>								
Revenue from operations (net)	2.19	1,519.57	2,097.10	1,515.77	1,409.83	946.95	402.18	
Other income	2.20	15.53	9.39	8.00	65.37	3.32	5.74	
<b>Total revenue</b>		<b>1,535.09</b>	<b>2,106.49</b>	<b>1,523.77</b>	<b>1,475.19</b>	<b>950.26</b>	<b>407.92</b>	
<b>II Expenses:</b>								
Cost of material Consumed	2.21	-	-	-	-	-	-	
Purchases of Stock-in-Trade		-	-	-	-	-	-	
Changes in inventories of Finished goods, work-in-progress, Stock in Trade	2.22	-	-	-	-	-	-	
Employee benefit	2.23	83.71	119.71	83.47	77.10	72.19	53.55	



	expenses							
	Finance costs	<b>2.24</b>	35.20	41.77	6.44	8.16	5.22	4.47
	Depreciation and amortization expense	<b>2.10</b>	48.73	63.29	43.67	16.37	11.23	12.38
	Other expenses	<b>2.25</b>	1,234.53	1,662.20	1,220.14	1,222.91	764.36	301.34
	<b>Total Expenses</b>		<b>1,402.17</b>	<b>1,886.97</b>	<b>1,353.72</b>	<b>1,324.54</b>	<b>853.00</b>	<b>371.73</b>
<b>III</b>	<b>Profit/(loss) before exceptional, extraordinary items &amp; tax (I-II)</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>36.19</b>
<b>IV</b>	<b>Exceptional Items</b>	<b>2.26</b>	-	-	-	-	-	<b>0.44</b>
<b>V</b>	<b>Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>
<b>VI</b>	<b>Extra-ordinary Items</b>		-	-	-	-	-	-
<b>VII</b>	<b>Profit/(loss) before tax (V-VI)</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>
<b>VII I</b>	<b>Tax expense :</b>							
	(i) Current tax		56.40	70.45	60.00	40.43	29.06	12.50
	(ii) Deferred Tax		(2.57)	2.17	4.09	(8.45)	1.00	(1.45)
	(iii) MAT Credit		-	-	-	-	-	-
<b>IX</b>	<b>Profit/(loss) For the year (VII-VIII)</b>		<b>79.09</b>	<b>146.90</b>	<b>105.96</b>	<b>118.67</b>	<b>67.21</b>	<b>24.70</b>
<b>X</b>	<b>Earning per equity share in Rs.:</b>							
	(1) Basic							



			1.58	2.94	2.12	2.37	1.34	0.49
	(2) Diluted		1.58	2.94	2.12	2.37	1.34	0.49

**STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE**

(Rs. in Lakhs)

Particulars		As at Dec,31	As at March, 31				
		2016	2016	2015	2014	2013	2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>							
<b>Profit/ (Loss) before tax</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>
Adjustments for:							
Depreciation & amortization		48.73	63.29	43.67	16.37	11.23	12.38
Interest Expense		28.61	31.47	4.45	6.27	3.72	3.72
Profit on Sale of Fixed Assets		-	-	-	-	-	-
Interest Received		(14.15)	(6.05)	(5.91)	(2.84)	(0.87)	(2.85)
Provision for Leave Encashment		-	-	-	-	-	-
<b>Operating profit before working capital changes</b>		<b>196.11</b>	<b>308.23</b>	<b>212.26</b>	<b>170.46</b>	<b>111.35</b>	<b>48.99</b>
Movements in working capital :							
(Increase)/ Decrease in Inventories		-	-	-	-	-	-
(Increase)/Decrease in Trade Receivables		955.22	(867.48)	(55.18)	10.89	(113.67)	1.03
(Increase)/Decrease in Other Receivables		(229.74)	(72.56)	45.04	(14.03)	(131.48)	(29.24)
Increase(Decrease) in Trade Payables and Other Liabilities		29.89	575.25	(196.98)	210.23	159.16	41.66
<b>Cash generated from operations</b>		<b>951.48</b>	<b>(56.56)</b>	<b>5.14</b>	<b>377.55</b>	<b>25.35</b>	<b>62.44</b>
Income tax Refund/ (paid) during the year		56.40	70.45	60.00	40.43	29.06	12.50
<b>Net cash from operating activities</b>	<b>A</b>	<b>895.08</b>	<b>(127.01)</b>	<b>(54.86)</b>	<b>337.12</b>	<b>(3.70)</b>	<b>49.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>							
Purchase of Fixed assets		(14.57)	(81.90)	(35.91)	(161.30)	(63.59)	(45.95)
(Purchase)/ Sale of Long Term Investment		-	-	7.63	29.81	(36.33)	(0.05)
Sale of Fixed Assets		-	-	-	-	-	-
Interest Received		14.15	6.05	5.91	2.84	0.87	2.85
<b>Net cash from investing activities (B)</b>	<b>B</b>	<b>(0.41)</b>	<b>(75.85)</b>	<b>(22.37)</b>	<b>(128.64)</b>	<b>(99.05)</b>	<b>(43.15)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>							
Interest paid on borrowings							





		(28.61)	(31.47)	(4.45)	(6.27)	(3.72)	(3.72)
Proceeds/(Repayment) of Short Term Loans		(320.61)	73.36	247.25	(125.77)	106.61	(4.85)
Proceeds/ (Repayment) of Long Term Loans		2.19	212.83	(0.37)	(1.94)	(0.95)	1.75
Dividend & DDT		-	(21.06)	-	-	-	-
<b>Net cash from financing activities (C)</b>	<b>C</b>	<b>(347.03)</b>	<b>233.67</b>	<b>242.43</b>	<b>(133.99)</b>	<b>101.94</b>	<b>(6.82)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>D</b>	<b>547.63</b>	<b>30.81</b>	<b>165.20</b>	<b>74.49</b>	<b>(0.82)</b>	<b>(0.03)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>270.78</b>	<b>239.98</b>	<b>74.77</b>	<b>0.28</b>	<b>1.10</b>	<b>1.13</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>818.42</b>	<b>270.78</b>	<b>239.98</b>	<b>74.77</b>	<b>0.28</b>	<b>1.10</b>

### BRIEF REVENUE DETAILS FOR THE LAST 3 FINANCIAL YEARS

(Rs. in Lakhs)

Particulars		For Nine months Ended	For the year ended	
		Dec 31, 2016	March 31, 2016	March 31, 2015
<b>I</b>	<b>Revenue:</b>			
	Revenue from operations (net)	1,519.57	2,097.10	1,515.77
	Other income	15.53	9.39	8.00
	<b>Total revenue</b>	<b>1,535.09</b>	<b>2,106.49</b>	<b>1,523.77</b>
	<b>Total Expenses</b>	<b>1,402.17</b>	<b>1,886.97</b>	<b>1,353.72</b>
<b>II</b>	<b>Profit/(loss) before exceptional, extraordinary items &amp; tax (I-II)</b>	<b>132.92</b>	<b>219.52</b>	<b>170.05</b>
<b>III</b>	<b>Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>	<b>132.92</b>	<b>219.52</b>	<b>170.05</b>
<b>IV</b>	<b>Profit/(loss) before tax (V-VI)</b>	<b>132.92</b>	<b>219.52</b>	<b>170.05</b>
<b>V</b>	<b>Profit/(loss) For the year (VII-VIII)</b>	<b>79.09</b>	<b>146.90</b>	<b>105.96</b>
<b>VI</b>	<b>Earning per equity share in Rs.:</b>			
	(1) Basic	1.58	2.94	2.12
	(2) Diluted	1.58	2.94	2.12



Details of Top Ten Customers as on March 31, 2016 are as under:

<b>TOP 10 CUSTOMERS 31.03.2016</b>			
<b>S. No.</b>	<b>NAME OF THE CUSTOMER</b>	<b>AMOUNT</b>	<b>PERCENTAGE OF TOTAL SALE OF SERVICE (%)</b>
<b>1</b>	TATA Consultancy Services Limited	73,318,783	34.96
<b>2</b>	CMC Limited	61,838,628	29.49
<b>3</b>	Delhi Metro Rail Corporation Limited	45,600,543	21.74
<b>4</b>	Oil and Natural Gas Corporation Limited	13,162,929	6.28
<b>5</b>	NFL	2,313,933	1.10
<b>6</b>	M/s Chandra Shekhar Verma	2,243,324	1.07
<b>7</b>	Mangalore Refinery and Petrochemicals Ltd.	2,165,348	1.03
<b>8</b>	Northeastern Electricity Supply Company of Orissa Limited	1,297,777	0.62
<b>9</b>	NTPC	863,947	0.41
<b>10</b>	Chennai Petroleum Corporation Limited	901,617	0.43
<b>TOTAL</b>		<b>203,706,829</b>	<b>97.14</b>
<b>TOTAL SALE FOR THE YEAR</b>		<b>209,710,033</b>	

**Details of Larger Turnkey Projects completed by the issuer company are as under:**

In recent past the company has executed and under execution the major large turnkey projects awarded by TATA Consultancy Services Limited amounting to Rs 12,44,65,819/- (Rupees Twelve Crore Forty Four Lakhs Sixty Five Thousand Eight Hundred and Nineteen Only) and the Projects awarded by M/s Delhi Metro Rail Corporation Limited.



## THE ISSUE

Particular	Number of Equity Shares
Equity Shares Offered	18,00,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 40 per Equity Share aggregating Rs. 7,20,00,000.
<b>Fresh Issue Consisting of</b>	
Issue Reserved for Market Makers	90,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 40 per Equity Share aggregating Rs. 36,00,000
Net Issue to the Public	17,10,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs.40 per Equity Share aggregating Rs. 6,84,00,000
	of which
	8,55,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 40 per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	8,55,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. 40 per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	50,00,000 Equity Shares
Equity Shares outstanding after the Issue	68,00,000 Equity Shares
Objects of the Issue	See the chapter titled “Objects of the Issue” on page 70 of this Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, at least 50% of the Net Issue to Public will be available for allocation on a proportionate basis to Retail Individual Applicants, subject to valid Applications being received at the Issue Price.

For further details please refer to chapter titled “Issue Structure” beginning on page 218 of this Prospectus.



## GENERAL INFORMATION

Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Annual General Meeting held on 30<sup>th</sup> July, 2016. A fresh Certificate of Incorporation consequent to conversion was issued on September 30, 2016 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Ace Integrated Solutions Private Limited” to “Ace Integrated Solutions Limited”. Company’s Corporate Identification Number is U74140DL1997PLC088373. For further details please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page 102 of this Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

#### ACE INTEGRATED SOLUTIONS LIMITED

B-13 DSIDC Complex,  
Functional Industrial Estate,  
Industrial Area Patparganj,  
New Delhi –110092, India

**Tel:** 011-22162970

**Fax:** 011-22156374

**Email:** [cs@aceintegrated.com](mailto:cs@aceintegrated.com)

**Registration Number:** 55-88373

**Website:** [www.aceintegrated.com](http://www.aceintegrated.com)

**Corporate Identification Number:** U74140DL1997PLC088373

### REGISTRAR OF COMPANIES

#### REGISTRAR OF COMPANIES, NCT OF DELHI AND HARYANA

4th Floor, IFCI Tower,  
61 Nehru Place,  
New Delhi-110019

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### DESIGNATED STOCK EXCHANGE

#### EMERGE PLATFORM OF NSE

##### National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400051

For details in relation to the changes in the name of our Company, please refer to the chapter titled, “*Our History and Certain Other Corporate Matters*” beginning on page 102 of this Prospectus.



## BOARD OF DIRECTORS OF OUR COMPANY

Sr. No	Name	Age	DIN	Address	Designation
1.	Chandra Shekhar Verma	54	01089951	F-603, Prince Apartment Plot No.54, I.P. Extension Delhi – 110092	Managing Director
2.	Amita Verma	47	01089994	F-603, Prince Apartment Plot No.54, I.P. Extension Delhi – 110092	Executive Director
3.	Shivangi Chandra	19	07559119	EF-141, Windsor Park, 5, vaibhav Khand, Indrapuram, Ghaziabad – 201010 (U.P.)	Non-Executive Director
4.	Akhilesh Kumar Maheshwari	54	00062645	G-270, First Floor, Block-G, Preet Vihar, Delhi-110092, India	Non-Executive & Independent Director
5.	Ashok Kumar Agrawal	53	01085921	13, Civil Lines Gorakhpur - 273001 (UP)	Non-Executive & Independent Director
6.	Vikram Gandhi	47	06550307	131, Anupam Apartments, Saidulajab, New Delhi-110068	Non-Executive & Independent Director

For further details of our Directors, please refer chapter titled “Our Management” beginning on page 107 of this Prospectus.

### COMPANY SECRETARY AND COMPLIANCE OFFICER

Ranjeet Singh  
B-13 DSIDC Complex,  
Functional Industrial Estate,  
Indl. Area Patparganj,  
New Delhi – 110092, India.  
Tel: 011-22162970  
Fax: 011-22156374  
Email: [cs@aceintegrated.com](mailto:cs@aceintegrated.com)

**Investor may contact the Compliance Officer and/or Registrar to the Issue and/or Lead Manager to the Issue in case of any Pre-Issue or Post-Issue related matters such as non-receipt of letter of Allotment, credit of allotted Equity Shares in the respective beneficiary account etc.**

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

**For all Issue related queries and for redressal of complaints, Applicant may also write to the Lead**



**Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to Lead Manager, who shall respond to the same.**

#### **CHIEF FINANCIAL OFFICER**

Rohit Goel  
B-13 DSIDC Complex,  
Functional Industrial Estate,  
Industrial Area Patparganj,  
New Delhi – 110092, India  
**Tel:** 011-22162970  
**Fax:** 011-22156374  
**Email:** [accounts@aceintegrated.com](mailto:accounts@aceintegrated.com)

#### **STATUTORY AUDITORS**

**P. Rastogi & Co**  
**Chartered Accountants**  
**ICAI FRN:** 028122N  
**Membership No.** 091037  
D-9, First Floor,  
Gali No.-19, Madhu Vihar, IP Extension  
Near Hasanpur Depot,  
Delhi-110092  
**Tel:** 011-22231006  
**Mobile:** +91-9873698568  
**Contact Person:** CA Pyush Rastogi  
**Email:** [pyushrastogi@gmail.com](mailto:pyushrastogi@gmail.com)

#### **PEER REVIEW AUDITORS TO THE COMPANY**

**RPMD & Associates**  
Chartered Accountants  
**ICAI FRN:** 005961C  
**ICAI PRC No:**005845  
**Membership No.** 518352  
AB-17, 1<sup>st</sup> Floor,  
Shalimar Bagh, New Delhi 110088.  
**Tel:** 011-27472042  
**Mobile:** 9811613999  
**Contact Person:** CA Rahul Jain  
**Email:** [info@rpm.in](mailto:info@rpm.in)

#### **LEAD MANAGER TO THE ISSUE**

##### **D&A Financial Services (P) Limited**

13, Community Centre  
East of Kailash  
New Delhi-110065  
**Tel. No.** 011-26472557 /26419079  
**Fax No:** 011-26219491



**Contact Person:** Ms. Neha Jain  
**Email:** investors@dnafinserv.com  
**Website:** [www.dnafinserv.com](http://www.dnafinserv.com)  
**SEBI Registration No.:** INM000011484

#### REGISTRAR TO THE ISSUE

#### BIGSHARE SERVICES PRIVATE LIMITED

E2 Ansa Industrial Estate,  
Sakivihar Road,  
Sakinaka Andheri East,  
Mumbai – 400072  
**Tel:** 022 - 40430200  
**Fax:** 022 - 28475207  
**E-mail:** ipo@bigshareonline.com  
**Contact Person:** Mr. Jibu John  
**SEBI Registration No.:** INR000001385

#### LEGAL ADVISOR TO THE ISSUE

Abhay Singh & Associates  
1, Birbal Road, Jangpura Extension,  
New Delhi - 110014  
**Tel.:** 011- 41823022  
**Mob:** +91 9810117230  
**Email:** [mailbox@abhaysinghassociates.com](mailto:mailbox@abhaysinghassociates.com)  
**Contact Person:** Mr. Abhay Singh

#### BANKERS TO THE COMPANY

#### ICICI BANK LIMITED

45-Bansal Chambers Kausambi  
Ghaziabad-201010  
**Tel:** 9205488946  
**Email:** sumeet.chawla@icicibank.com  
**Website:** www.icicibank.com  
**Contact Person:** Mr. Sumeet Chawla

#### INDUSIND BANK LIMITED

Unit Nos. TF 2 to TF 8,  
Vasant Square Mall  
3<sup>rd</sup> Floor, Vasant Kunj  
New Delhi-110070  
**Tel:** 011-49522500  
**Email:** amito.kumar@indusind.com  
**Website:** www.indusind.com  
**Contact Person:** Mr. Amit Kumar



#### **BANKER TO THE ISSUE /PUBLIC ISSUE BANK**

##### **AXIS BANK LIMITED**

A-1, Ground Floor, Adhchini,  
Shri Aurobindo Marg,  
Near Waves Restaurant,  
New Delhi - 110017  
Tel No.: 011-26857578, 011-26857580  
Email: adchini.branchhead@axisbank.com  
Contact Person: Mr. Sheetal Handa

#### **REFUND BANKER**

##### **AXIS BANK LIMITED**

A-1, Ground Floor, Adhchini,  
Shri Aurobindo Marg,  
Near Waves Restaurant,  
New Delhi - 110017  
Tel No.: 011-26857578, 011-26857580  
Email: adchini.branchhead@axisbank.com  
Contact Person: Mr. Sheetal Handa

#### **SELF CERTIFIED SYNDICATED BANKS**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA Process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility>. For details of Designated Branches of SCSBs collecting ASBA Application Form, please refer the above-mentioned SEBI website.

#### **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 SEBI (ICDR) Regulations the requirement of Monitoring Agency is not mandatory if the issue size is below Rs 50,000 Lakhs. Since this Issue Size is only of Rs. 720.00 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the audit committee of our Company would be monitoring the utilization of the proceeds of the Issue.

#### **INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since D&A Financial Services (P) Limited is the sole Lead Manager (LM) to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

#### **EXPERT OPINION**

Except the report of the Statutory Auditor on statement of tax benefits included in this Prospectus, 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 LM to the issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated May 03, 2017 pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten (Rs. in Lakhs)	% of Total Issue Size Underwritten
<b>D&amp;A Financial Services(P)Limited</b> 13, Community Centre, East of Kailash New Delhi 110065 <b>Tel:</b> 011-26472557 <b>Fax:</b> 011-26219491 <b>Contact Person:</b> Mr. Priyaranjan <b>Email:</b> investors@dnafinserv.com <b>Website:</b> www.dnafinserv.com <b>SEBI Registration No.:</b> INM000011484	18,00,000	720.00	100%
<b>Total</b>	<b>18,00,000</b>	<b>720.00</b>	<b>100%</b>

In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall be paid a commission at the rate of 0.25% of the net offer to the public.

## DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company will obtain the consent of Market Maker and will enter into a tripartite agreement along with the Lead Manager and Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making before opening of the Issue.

**Choice Equity Broking Private Limited**  
 Choice House, Shree Shakambhari Corporate Park,  
 156-158, J.B. Nagar, Andheri (E), Mumbai – 400099.  
**Tel:** + 91 22 67079853  
**Fax:** + 91 22 67079898  
**E-mail:** sme@choiceindia.com  
**Contact Person:** Mr. Premkumar Harikrishnan

**SEBI Registration No:** INB231377335

**Choice Equity Broking Private Limited**, registered with SME segment of NSE will act as the Market Makers and 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 such period as may be notified by amendment to SEBI (ICDR), Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding 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, investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their entire holding to the Market Maker(s) (individually or jointly) in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three years 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 90,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 90,000 Equity Shares would not to be taken in to consideration for 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, the concerned stock exchange 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 a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Innovate Securities Private Limited is acting as the sole MarketMaker.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. Price circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Marker maker may be present in the opening call auction, but there is no obligation on him to do so.
9. The Market Maker may be allowed to withdraw temporarily/fully from the market under special circumstances such as 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.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, 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 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, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers not exceeding 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 registered office from 11.00 a.m. to 5.00 p.m. on working days.

11. Emerge of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as may be deemed necessary from time to time.
12. Emerge of NSE 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 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.
13. 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.
14. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.



## CAPITAL STRUCTURE

The share capital of our Company as on the date of this Prospectus before and after the issue is set forth below:

(In Rs. except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	10000000 Equity Shares of face value of Rs10 each	10,00,00,000	
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>		
	5000000 fully paid up Equity Shares of face value of Rs.10each	5,00,00,000	
<b>C</b>	<b>PRESENT ISSUE IN TERMS OF PROSPECTUS*</b>		
	18,00,000 Equity Shares of face value of Rs.10 each	1,80,00,000	7,20,00,000
	<b>Which comprises of</b>		
	90,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 30 per Equity Share reserved as Market Maker Portion	9,00,000	36,00,000
	Net Issue to Public of 17,10,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 30 per Equity Share to the Public	1,71,00,000	6,84,00,000
	Of which		
	8,55,000 Equity Shares of face value of Rs.10 each at a premium of Rs. 30 per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	85,50,000	3,42,00,000
	8,55,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 30 per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	85,50,000	3,42,00,000
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE</b>		
	68,00,000 Equity Shares of face value of Rs. 10 /-each		
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue as on December 31, 2016		NIL
	After the Issue		5,40,00,000

\* The Issue has been authorized pursuant to a resolution of our Board dated 07<sup>th</sup> July 2016 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on 30<sup>th</sup> July 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 Prospectus.

## NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Equity Share capital of Our Company

- a) The initial authorized Share Capital of Rs1,00,000 (Rupees one lakh only) consisting of 10,000 Equity shares of face value of Rs. 10 each was increased to Rs. 4,00,000 (Rupees four lakh only) consisting of 40,000 Equity Shares of face value of Rs. 10 each pursuant to a resolution of the shareholders dated 10/03/2011.
- b) The authorized Share Capital of Rs 4,00,000 (Rupees Four lakh only) consisting of 40,000 Equity shares of face value of Rs. 10 each was increased to Rs. 25,00,000 (Rupees twentyFive lakh only) consisting of 2,50,000 Equity Shares of face value of Rs. 10 each pursuant to a resolution of the shareholders dated 31/08/2015.
- c) The authorized Share Capital of Rs25,00,000 (Rupees Twenty Five lakh only) consisting of 2,50,000 Equity shares of face value of Rs. 10each was increased to Rs. 3,00,00,000 (Rupees Three crore only) consisting of 30,00,000 Equity Shares of face value of Rs. 10 each pursuant to a resolution of the shareholders dated 30/01/2016.
- d) The authorized Share Capital of Rs. 3,00,00,000 (Rupee Three Crore only) consisting of 30,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 100,000,000 (Rupees Ten Crore only) consisting of 1,00,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated 30/07/2016.

### 1. Equity Share Capital History

Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Share Capital (Rs.)
On Incorporation	200	10	10	Cash	Initial Subscriber to MOA(1)	200	2000
04/09/2000	9700	10	10	Cash	Further Allotment(2)	9900	99000
12/12/2002	100	10	10	Cash	Further Allotment(3)	10000	100000

02/09/2015	240000	10	10	Consideration Other than Cash	Bonus(4)	250000	2500000
25/02/2016	2250000	10	10	Consideration Other than Cash	Bonus(5)	2500000	25000000
26/08/2016	2500000	10	10	Consideration Other than Cash	Bonus (6)	5000000	50000000

- (1) Initial Subscribers to Memorandum of Association hold 200 Equity Shares each of face value of Rs.10 /- fully paid up as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	100
2.	Amita Verma	100
	<b>Total</b>	<b>200</b>

- (2) The Company allotted 9,700 Equity Shares of face value of Rs. 10/-each as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	4400
2.	Amita Verma	5300
	<b>Total</b>	<b>9700</b>

- (3) The Company allotted 100 Equity Shares of face value of Rs. 10/-each as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	100
	<b>Total</b>	<b>100</b>



- (4) The Company allotted 2,40,000 Equity Shares as Bonus shares of face value of Rs. 10/- each in the ratio of 24 equity shares for every 1 Equity share as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	110400
2.	Amita Verma	129600
	<b>Total</b>	<b>240000</b>

- (5) The Company allotted 22,50,000 Equity Shares as Bonus shares of face value of Rs. 10/- each in the ratio of 9 equity shares for every 1 Equity share as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	1035000
2.	Amita Verma	1215000
	<b>Total</b>	<b>2250000</b>

- (6) The Company allotted 2500000 Equity Shares as Bonus shares of face value of Rs. 10/- each in the ratio of 1 Equity shares for every 1 Equity share as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Chandra Shekhar Verma	1150000
2.	Amita Verma	1100000
3.	Shivangi Chandra	250000
	<b>Total</b>	<b>2500000</b>

2. Issue of Equity Shares for consideration other than cash : (Issue of Bonus Shares)

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason for Allotment	Person to whom Equity shares Allotted	
						Name of the Allotees	No. of Shares Allotted
02/09/2015	24,0000	10	10	Other than Cash	Bonus Issue of Equity in the ratio 24:1	Chandra Shekhar Verma	110400
						Amita Verma	129600



25/02/2016	22,50,000	10	10	Other than Cash	Bonus Issue of Equity in the ratio 9:1	Chandra Shekhar Verma	1035000
						Amita Verma	1215000
26/08/2016	25,00,000	10	10	Other than Cash	Bonus issue of Equity Shares in the ratio of 1:1	Chandra Shekhar Verma	1150000
						Amita Verma	1100000
						Shivangi Chandra	250000
						<b>Total</b>	<b>4990000</b>

No benefits have accrued to the Company out the above issuances

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act.
4. We have not issued any Equity Shares in last one year at price below Issue Price.
5. Details of shareholding of Promoters and Promoter Group

#### A. Chandra Shekhar Verma

Date of Allotment / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition on / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	Lock -in Period	No. of Shares Pledged	% of Shares Pledged
On Incorporation i.e. 04/07/1997	100	10	10	Initial Subscription to MOA	0.00	0.00	3 years	0	0.00%
4/09/2000	4400	10	10	Further Allotment	0.09	0.06	3 years	0	0.00%
12/12/2002	100	10	10	Further Allotment	0.00	0.00	3 years	0	0.00%
2/09/2015	110400	10	10	Bonus	2.21	1.62	3 years	0	0.00%
25/02/2016	103500	10	10	Bonus	20.70	15.22	3 years	0	0.00%
26/08/2016	115000	10	10	Bonus	23.00	16.91	1 Year	0	0.00%





<b>Total</b>	<b>23,00,000</b>				<b>46.00</b>	<b>33.82</b>		<b>0</b>	<b>0.00%</b>
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### B. Amita Verma

Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
On Incorporation i.e. 04/07/1997	100	10	10	Initial Subscription to MOA	0.00	0.00	3 Years	0	0.00%
4/09/2000	5300	10	10	Further Allotment	0.11	0.08	3 Years	0	0.00%
2/09/2015	129600	10	10	Bonus	2.59	1.91	3 Years	0	0.00%
25/02/2016	1215000	10	10	Bonus	24.30	17.87	3 Years and 1 Year	0	0.00%
9/03/2016	(250000)	10	10	Transfer	(5.00)	(3.68)			
26/08/2016	1100000	10	10	Bonus	22.00	16.18	1 Year	0	0.00%
26/08/2016	(400)	10	10	Transfer	(0.01)	(0.01)			
<b>Total</b>	<b>21,99,600</b>				<b>43.99</b>	<b>32.35</b>		<b>0</b>	<b>0.00%</b>

### C. Shivangi Chandra

Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
9/3/2016	250000	10	10	Transfer	5.00	3.68	1 Year	0	0.00
26/08/2016	250000	10	10	Bonus	5.00	3.68	1 Year	0	0.00
<b>Total</b>					<b>10.00</b>	<b>7.35</b>		<b>0</b>	<b>0.00</b>



#### D. Ace Integrated Education Private Limited

Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
26/08/2016	100	10	10	Transfer	0.00	0.00	1 Year	0	0.00
<b>Total</b>					<b>0.00</b>	<b>0.00</b>		<b>0</b>	<b>0.00</b>

#### E. Shivam Online Education And Calibre Testing Lab Private Limited

Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
26/08/2016	100	10	10	Transfer	0.00	0.00	1 Year	0	0.00
<b>Total</b>					<b>0.00</b>	<b>0.00</b>		<b>0</b>	<b>0.00</b>

#### F. Shivani Realbuild Private Limited

Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
26/08/2016	100	10	10	Transfer	0.00	0.00	1 Year	0	0.00
<b>Total</b>					<b>0.00</b>	<b>0.00</b>		<b>0</b>	<b>0.00</b>

#### G. Ace Mass Rapid Transport Consultants Private Limited



Date of Allotment / 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	No. of Shares Pledged	% of Shares Pledged
26/08/2016	100	10	10	Transfer	0.00	0.00	1 Year	0	0
<b>Total</b>					<b>0.00</b>	<b>0.00</b>		<b>0</b>	<b>0.00</b>

6. Our Promoter Group, Directors and their immediate relatives have not purchased / sold Equity Shares of the Company during last 6 months except as transfer as mentioned above.
7. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
8. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the StockExchange.
9. Details of Promoter's Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations an aggregate of 20.00% of the post-issue capital held by our Promoters 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 Promoter namely Mr. Chandra Shekhar Verma and Mrs. Amita Verma has granted consent to include such number of Equity Shares held by him as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above.

We further confirm that the aforesaid minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- The Equity Shares held by the Promoters and offered for minimum Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoter on conversion of partnership firm into limited company.
- Private placement made by solicitation of subscription from unrelated persons either directly



or through any intermediary.

The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoters' Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new Promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

#### 10. Details of share capital locked in for one year

In addition to minimum 20% of the Post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.



11. The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015:

Table I - SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES

Category (I)	Category of shareholder (II)	No.s of Share holders (III)	No. of fully paid up equity Share held (IV)	No.s of Partly paid up equity Share held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculate as per SCRR,1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities( as a % of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total shares held (a)	No.		As a % of total shares held (b)
								Class Equity	Class Others	Total								
(A)	Promoter & Promoter Group	7	500000	0	0	5000000	100	500000	0	500000	100.00	0	100.00	0	0.00	0	0	5000000
(B)	Public	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	<b>Total</b>	7	500000	0	0	5000000		500000	0	500000	100.00	0	100.00	0	0.00			5000000



**Table II - STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PROMOTER AND PROMOTER GROUP**

Category & Name of the shareholders (I)	PAN (II)	No of Share holders (III)	No of fully paid up equity Shares held (IV)	Partly paid-up equity Share held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	N o. (a)	As a % of total shares held (b)	N o. (a)		As a % of total shares held (b)
								Class Equity	Classes Other	Total								
								x	rs y									
<b>1 Indian</b>																		
<b>(a) Individuals/Hindu undivided Family</b>																		
CHANDRA SHEKHAR VERMA	AAEPV3988L	1	230000	0	0	230000	46.00	230000	0	230000	46.00	0	46.00	0	0.00	0	0.00	230000
AMITA VERMA	ADGPV1730R	1	2199600	0	0	2199600	43.99	2199600	0	2199600	43.9920	0	43.99	0	0.00	0	0.00	2199600
SHIVANGI CHANDRA	BHJPC9884R	1	500000	0	0	500000	10.00	500000	0	500000	10.00	0	10.00	0	0.00	0	0.00	500000
<b>Total</b>		<b>3</b>	<b>4999600</b>	<b>0</b>	<b>0</b>	<b>4999600</b>	<b>99.99</b>	<b>4999600</b>	<b>0</b>	<b>4999600</b>	<b>99.9920</b>	<b>0</b>	<b>99.9920</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>4999600</b>
<b>(b) Central Government/State Government(s)</b>																		



			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
<b>(c)</b>	<b>Financial Institutions/Banks</b>																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
<b>(d)</b>	<b>Any Other(GROUP COMPANIES)</b>																		
	ACE INTEGRATED EDUCATION PRIVATE LIMITED	AABCS0689P	1	100	0	0	100	0.00	100	0	100	0.00	0	0.0020	0	0.00	0	0.00	100
	ACE MASS RAPID TRANSPORT CONSULTANTS PRIVATE LIMITED	AAMCA9101H	1	100	0	0	100	0.00	100	0	100	0.00	0	0.0020	0	0.00	0	0.00	100
	SHIVANI REALBUILD PRIVATE LIMITED	AAUCS9614F	1	100	0	0	100	0.00	100	0	100	0.00	0	0.0020	0	0.00	0	0.00	100
	SHIVAM ONLINE EDUCATION AND CALIBRE TESTING LAB PRIVATE LIMITED	AAUCS9621G	1	100	0	0	100	0.00	100	0	100	0.00	0	0.0020	0	0.00	0	0.00	100



	Total		4	400	0	0	400	0.01	400	0	400	0.01	0	0.0080	0	0.00	0	0.00	400
	<b>Sub-Total (A)(1)</b>		7	500000	0	0	500000	100.00	500000	0	500000	100.00	0	100.00	0	0.00	0	0.00	500000
<b>2</b>	<b>Foreign</b>																		
(a)	<b>Individuals(Non-Resident Individuals/Foreign Individuals)</b>																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	<b>Government</b>																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	<b>Institutions</b>																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	<b>Foreign Portfolio Investor</b>																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Sub-Total (A)(2)</b>		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>		7	500000	0	0	500000	100.0000	500000	0	500000	100.00	0	100.00	0	0.00	0	0.00	500000





**Table III - STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER**

	Category & Name of the shareholders (I)	PAN (II)	No.s of Share holders (III)	No. of fully paid up equity Shares held (IV)	Partly paid up equity Share held (V)	No.s of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR,1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities( as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No. (Not applicable) (a)	As a % of total shares held (b)			
									Classes Equity	Classes Others	Total								
<b>1</b>	<b>Institutions</b>																		
(a)	Mutual Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(f)	Financial Institution/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0



(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	<b>SUB TOTAL (B)(1)</b>	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
<b>2</b>	<b>Central / State government(s)</b>																	
(a)	Central Government/ State Government(s)/Presi dent of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	<b>SUB TOTAL (B)(2)</b>	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
<b>3</b>	<b>Non-institutions</b>																	
(a. 1)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	<b>SUB TOTAL (B)(3)</b>	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+( B)(3)</b>	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0



**Table IV - STATEMENT SHOWING SHAREHOLDING PATTERN OF THE NON PROMOTER - NON PUBLIC SHAREHOLDER**

Category & Name of the shareholders (I)	PAN (II)	No. of Shares held (III)	No. of fully paid up equity Shares held (IV)	Partly paid up equity Share held (V)	No.s of shares underlying Depository Receipts (VI)	Total no. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)			
								Classes Equity	Classes Others	Total								
<b>1 Custodian/DR Holder</b>			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
<b>2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)</b>			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
<b>Total Non Promoter-Non Public Shareholding (C)=(C)(1)+(C)(2)</b>			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.



#### A. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals and companies)

I	Name of the Shareholder (II)	Pre – Issue		Post – Issue	
		No. of Equity Shares (III)	% of Pre-Issue Capital (IV)	No. of Equity Shares (V)	% of Post- Issue Capital (VI)
	<b>Promoters</b>				
1	Chandra Shekhar Verma	2300000	46	2300000	33.82
2	Amita Verma	2199600	43.99	2199600	32.35
	<b>Promoter Group</b>				
1	Shivangi Chandra	500000	10	500000	7.35
2	Shivani Realbuild Private Limited	100	0	100	0
3	Ace Mass Rapid Transport Consultants Private limited	100	0	100	0
4	Shivam Online Education and calibre Testing Lab Private Limited	100	0	100	0
5	Ace Integrated Education Private Limited	100	0	100	0
	<b>Total</b>	<b>5000000</b>	<b>100.00</b>	<b>5000000</b>	<b>73.53</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition* (in Rs.)
Chandra Shekhar Verma	23,00,000	0.02
Amita Verma	21,99,600	0.02

\* Including the Equity Shares issued pursuant to bonus issue and transfer

#### Equity Shares held by top Ten shareholders

Our top seven shareholders and the number of Equity Shares held by them as on date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Chandra Shekhar Verma	2300000	46
2.	Amita Verma	2199600	43.99
3.	Shivangi Chandra	500000	10
4.	Shivani Realbuild Private Limited	100	0
5.	Ace Mass Rapid Transport Consultants Private limited	100	0
6.	Shivam Online Education and calibre Testing Lab Private Limited	100	0
7.	Ace Integrated Education Private Limited	100	0
	<b>Total</b>	<b>5000000</b>	<b>100.00</b>

\*There are only seven shareholders as on date of Prospectus.



Our top seven shareholders and the number of Equity Shares held by them ten days prior to the date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Chandra Shekhar Verma	2300000	46
2.	Amita Verma	2199600	43.99
3.	Shivangi Chandra	500000	10
4.	Shivani Realbuild Private Limited	100	0
5.	Ace Mass Rapid Transport Consultants Private limited	100	0
6.	Shivam Online Education and calibre Testing Lab Private Limited	100	0
7.	Ace Integrated Education Private Limited	100	0
	<b>Total</b>	<b>5000000</b>	<b>100.00</b>

*\*There are only seven shareholders ten days prior to the date of Prospectus*

Our top two shareholders and the number of Equity Shares held by them two years prior to the date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1	Chandra Shekhar Verma	4,600	46.00
2	Amita Verma	5,400	54.00
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

*\*There are only two shareholders two years prior to the date of Prospectus*

14. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Prospectus.
15. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
16. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
17. Except, as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 70 of this Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
18. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 74 of this Prospectus.
19. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
20. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Prospectus.
21. 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.
22. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE EMERGE Platform.
23. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while



finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. 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 the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

24. The Issue is being made through Fixed Price Method.
25. As on date of filing of this Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
26. On the date of filing this Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
27. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
28. Lead Manager to the Issue viz. D&A Financial Services (P) Limited and its associates do not hold any Equity Shares of our Company.
29. Our Company has not revalued its assets since incorporation.
30. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
31. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
32. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
33. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
34. Except as disclosed in this Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
35. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations 2014.
36. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
37. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
38. Our Company has 7 (seven) shareholders as on the date of filing of this Prospectus.



## OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE Emerge Platform.

The objects of the Issue are:-

1. Working Capital requirements;
2. General Corporate Purposes and
3. Issue Expenses

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company 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. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

### FUND REQUIREMENTS

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

Sr. No.	Particulars	Amount (in Rs. Lakhs)
1.	Working Capital Requirement	520.00
2.	General Corporate Purposes	150.00
3.	*Issue Expenses	50.00
	<b>Total</b>	<b>720.00</b>

*\* As on June 14, 2017, the Company has incurred a sum of Rs. 11,75,500/- (Rupees Eleven Lakhs Seventy Five Thousand Five Hundred Only) towards issue expenses.*

**The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. 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 are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.**

In case of variations in the actual utilization of funds allocated 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. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

**We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.**



Details of Utilization of Issue Proceeds

**Working Capital Requirements**

WORKING CAPITAL			
<i>In Rupees (Lakhs)</i>			
Particulars	2015-16 (Audited)	2016-17 (Provisional)	2017-18 (Estimated)
<b><i>Current Assets</i></b>			
Trade Receivables	1141.58	656.47	1196.58
Cash & Cash Equivalents	270.78	427.17	266.85
Short Term Loans and Advances	14.22	13.06	25.00
Other Current Assets	339.25	500.86	1094.41
<b>Total (A)</b>	<b>1765.83</b>	<b>1597.56</b>	<b>2582.84</b>
<b><i>Current Liabilities</i></b>			
Trade Payables	543.12	562.87	872.10
Other Current Liabilities	255.51	8.38	9.75
Short Term Provisions	103.31	159.19	134.00
<b>Total (B)</b>	<b>901.95</b>	<b>730.44</b>	<b>1015.85</b>
<b><i>Net Working Capital (A) - (B)</i></b>	<b>863.88</b>	<b>867.12</b>	<b>1566.99</b>
<b><i>Sources of Working Capital</i></b>			
Fund based borrowings	320.61	450.00	450.00
Internal sources	543.27	417.12	596.99
IPO Proceeds	0.00	0.00	520.00

Our Company's business is working capital intensive and we avail our working capital in the ordinary course of business from Indusind Bank Limited and some portion is met through Internal Accruals. As on March 31, 2016, the company's net working capital consisted of Rs 863.88 lakhs.

The total working capital requirements for the FY 2016-17 is estimated to be Rs 867.12 lakhs and for the FY 2017-18 is projected to be Rs. 1566.99 lakhs. The incremental working capital requirement for the year ended March 31, 2018 will be Rs. 699.87

**Basis of Estimation**

The incremental long term working capital requirements are based on historical Company data and estimation of the future requirements in FY 2017-18 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

(No. of days)

Particulars	Basis	2015-16	2016-17	2017-18
Receivables	Collection Period	198	106	125
Payables	Credit Period	147	108	109





### General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. 150.00 lakhs for General Corporate Purposes subject to such utilisation not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

### 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. 50.00 Lakhs.

Expenses	Expenses (Rs. in Lakhs)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers etc.	32.00	64.00	4.44
Regulatory fees and Other Expenses	6.00	12.00	0.83
Marketing and Advertising Expenses	12.00	24.00	1.66
<b>Total estimated Issue expenses</b>	<b>50.00</b>	<b>100.00</b>	<b>6.94</b>

### DEPLOYMENT OF FUNDS

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. in Lakhs)

Particulars	Total Funds required	Amount incurred till June 14, 2017	Balance deployment during FY 2017-18
Long Term Working Capital	520.00	0.00	520.00
General Corporate Purpose	150.00	0.00	150.00
*Issue Expenses	50.00	11.75	38.25
<b>Total</b>	<b>720.00</b>	<b>11.75</b>	<b>708.25</b>

\*As on June 14, 2017, the Company has incurred a sum of Rs. 11,75,500/- (Rupees Eleven Lakhs Seventy Five Thousand Five Hundred Only) towards issue expenses

P. Rastogi & Co., Chartered Accountants have vide certificate dated June 14, 2017, confirmed that as on May 14, 2017 following funds were deployed for the proposed Objects of the Issue:

(Rs. in Lakhs)

Particulars	Estimated Amount
Internal Accruals	11.75
<b>Total</b>	<b>11.75</b>

### MEANS OF FINANCE

(Rs. in Lakhs)

Particulars	Estimated Amount
Net Proceeds	720.00
Internal Accruals	0.00
<b>Total</b>	<b>720.00</b>

### 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 for the purposes described above, our Company intends to invest the funds in with scheduled



commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

#### **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

#### **MONITORING UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than Rs. 50,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

*“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 authorized 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.”*



## BASIS FOR ISSUE PRICE

The Issue Price of Rs. 40 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. 40 per Equity Share and is 4 times the face value.

### QUALITATIVE FACTORS

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

- Strong compliances practices that enable to built long lasting relationships with clients;
- Market leading position with scale;
- Technological and operational excellence;
- Strong functional knowledge and expertise across industry sectors;
- Leveraging the experience of our Promoter;
- Experienced management team and a motivated and efficient work force;

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business*' beginning on page 88 of this Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013-14, 2014-15 and 2015-16 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

Year ended	EPS (Rs.)	Weight
March 31, 2014	2.37	1
March 31, 2015	2.12	2
March 31, 2016	2.94	3
<b>Weighted Average</b>	<b>2.57</b>	
<b>Period ended December 31, 2016*</b>	<b>1.58</b>	

*\*Not Annualized*

**Note:** The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 40 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2015-16	13.60
P/E ratio based on Weighted Average EPS	15.56



### 3. Average Return on Net worth (Ron)

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

Year ended	Ron (%)	Weight
March 31, 2014	38.49	1
March 31, 2015	26.14	2
March 31, 2016	27.65	3
<b>Weighted Average</b>	<b>28.95</b>	

**Note:** The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

### 4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016 is 15.98%

### 5. Net Asset Value (NAV)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2016	10.62
Net Asset Value per Equity Share as of December 31, 2016	12.21
Net Asset Value per Equity Share after the Issue	19.56
Issue Price per equity share	40.00

NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares

### 6. Comparison with Industry peers

ACE is a India's leading Recruitment & Examination Services Management Company, bringing together the Domain Expertise and innovative skills required for the successful execution of the project every time with highest level of security and customer satisfaction.

Currently there is no listed entity in India operating in this particular business segment with similar size, scale and business model and hence a strict comparison with us is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs 40 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors on page 19 and Financials of the company as set out in the Financial Statements included in the Prospectus on page 141 to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs 10 per share and the Issue Price is 4 times of the face value i.e. Rs 40 per share.



## STATEMENT OF POSSIBLE TAX BENEFITS

**To,**  
**The Board of Directors,**  
**M/S Ace Integrated Solutions Limited,**  
B-13, DSIDC Complex, Functional Industrial Estate,  
Industrial Area Patparganj,  
Delhi - 110092.

Dear Sir,

### **Initial Public Offer of Equity Shares**

#### **Tax Benefits**

We refer to the proposed Initial Public Offer of Ace Integrated Solutions Limited and give below the current position of tax benefits available to the Company and to its shareholders as per the provisions of the Income – Tax Act, 1961, for inclusion in Offer document for the proposed initial public issue.

The Benefits discussed in the statement are not exclusive. The current position of tax benefits available to the Company and to its Shareholders is provided for general information only. In view of the individual nature of tax benefits, each investor is advised to consult its own tax consultant with respect to the specific tax implications arising out of its participation in the issue.

Unless otherwise specified, sections referred to below are section of the Income Tax Act, 1961 (the “Act”). All the provisions set out below are subject to conditions specified in the respective section for the applicable period.

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

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

The contents of the enclosed annexure 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.

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

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.



## **SPECIAL SPECIFIC TAX BENEFITS OF THE COMPANY**

There are no special specific tax benefits available to the Company.

### **I. GENERAL TAX BENEFITS TO THE COMPANY (Under Income Tax Act)**

1. In accordance with section 10(34), dividend income (referred to in section 115-O) will be exempt from tax.
2. In accordance with section 32(1), the Company can claim depreciation on specified tangible assets (being Building, Plant and Machinery, Furniture, Computer and vehicles) and intangible assets (being Knowhow, Copyrights, Patents, Trademarks, Licenses, Franchise or any other business or commercial rights of similar nature acquired on and after 1st April, 1998) owed by it and used for the purpose of its business.
3. In case of loss under the head “Profit and Gains from Business or Profession”, it can be set-off with incomes of all heads except salary head and the excess loss after set-off can be carried forward for set-off with the business income of the next eight Assessment Years. The Following expenditure can be carried forwarded for unlimited life of the business of the Company.
  - a) Unabsorbed depreciation
  - b) Unabsorbed capital expenditure on scientific research
  - c) Unabsorbed expenditure on Family planning expanses.
4. If the Company invest in the equity shares of another Company or in the unit of an equity oriented fund, as per the provisions of Section 10(38), any income arising from the transfer of long term capital assets being an equity share in the Company is not includible in the total income if the transaction is chargeable to securities transaction tax. However, when the Company is liable to tax on book profits under section 115JB of the Act, the said income is required to be included in book profits and taken into account in computing the book profit tax payable under section 115JB.
5. Income received in respect of the units of mutual fund specified under clause 10(23D) or income received in respect of units from administrators of the specified undertaking or income received in respect of units from the specified Company is exempted from tax in the hands of the Company, under section 10(35) of I.T. Act.
6. In accordance with section 112, the tax on capital gains or transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be the lower of:
  - o 20 percent (plus applicable surcharge and “Education Cess”) of the capital gains as computed after indexation of the cost; or
  - o 10 percent (plus applicable surcharge and “Education Cess”) of the capital gains as computed without indexation of the cost.
7. In accordance with Section 111A capital gains arising from the transfer of short term asset being an equity shares of the Company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be aggregate of
  - (i) the amount of income tax calculated on such terms capital gains at the rate of 15 percent (plus applicable surcharge and “Education Cess”) and
  - (ii) the amount of income tax payable on balance amount of the total income as if such balance amount were the total income.
8. In accordance with section 35D, the Company is eligible for deduction in respect of specified preliminary expenditure incurred by the Company in connection with the present issue such as underwriting commission ,brokerage, and other expenses or extension of its undertaking or in connection with setting up a new unit for an amount equal to 1/5th of such expenses for each of the five successive previous years beginning with the previous year in which the extension of the undertaking is completed or the new unit commences production or operation, subject to conditions and limits specified in that section.
9. In accordance with section 35DDA, the company is eligible for deduction in respect of payments made to its employees in connection with their voluntary retirement for an amount equal to 1/5th of the amount so



paid for that previous year, and the balance in four equal installments for each of the succeeding previous years subject to conditions specified in that section.

10. In accordance with section 35, the Company is eligible for Deduction in respect of any expenditure (not being in the nature of capital expenditure) on scientific research related to the business subject to conditions specified in that section.
  - As per section 35(2AA) a deduction of 200% shall be allowed as a deduction of the sum paid by the Company, to a National Laboratory or a University or an Indian Institute of Technology or a specified person as specified in this section with a specific direction that the sum shall be used for scientific research undertaken under a programme approved in this behalf by the specified authority subject to condition specified in that section.
11. The amount of tax paid under section 115JB by the Company for any assessment year beginning on or after April 1, 2006 will be available as credit for ten years succeeding the assessment year in which MAT credit becomes allowable in accordance with the provision of section 115JAA of the ACT.
12. As per the provision of section 80G of the Act, the deduction will be available in the respect of donations to various charitable institutions and funds covered under that section, subject to fulfillment of the conditions specified therein.
13. Under section 36(1) (xv) of the Act, the Securities Transaction Tax paid by the Company in respect of the transactions, the income whereof is chargeable as Business Income will be allowable as deduction against such income.

#### **SPECIAL TAX BENEFITS TO THE SHARE HOLDERS OF THE COMPANY**

Nil

#### **GENERAL TAX BENEFITS TO THE SHAREHOLDERS OF THE COMPANY**

##### **I. Under the Income Tax Act**

##### **A. Resident**

1. In accordance with section 10(34), dividend income declared, distributed or paid by the company (referred to in section 115-O) on or April 1, 2003 will be exempt from tax in the hands of the shareholders. Any income by way of dividend in excess of Rs. 10 lakh shall be chargeable to tax in the case of an individual, Hindu undivided family (HUF) or a firm at the rate of ten percent. The taxation of dividend income in excess of ten lakh rupees shall be on gross basis.
2. In accordance with section 10(38), any income arising from the transfer of a long term capital asset being an equity share in a company is not includible in the total income if the transaction is chargeable to securities transaction tax.
3. In accordance with section 112, the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be the lower of:
  - a) 20 percent (plus applicable surcharge and "Education Cess") of the capital gains as computed after indexation of the cost; or
  - b) 10 percent (plus applicable surcharge and "Education Cess") of the capital gains as computed without indexation.
4. In accordance with section 111A capital gains arising from the transfer of a short term asset being an equity share in a company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be the aggregate of (i) the amount of income tax calculated on such short term capital gain at the rate of 15percent (plus application surcharge and "Education Cess") and (ii) the amount of income tax payable on the balance amount of the total income as if such balance amount were the total income.
5. In accordance with section 54EC, long term capital gains arising on transfer of the shares of the company on which securities transaction tax is not payable , shall be exempt from tax if the gains are invested



within six months from the date of transfer in the purchase of a long term specified asset. The long term specified asset notified for the purpose of investment means notified bonds of Rural Electrification Corporation Ltd. (REC) and National Highway Authority of India (NHAI). Notification issued by Government of India specifies that no such bonds will be issued to a person exceeding Rs.50 Lacs. If only a part of the capital gain is so invested, the exemption would be limited to the amount of the capital gain so invested.

In accordance with section 54F, long-term capital gains arising on the transfer of the shares of the company held by an individual or Hindu Undivided Family on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of a new residential house, or for construction of a residential house within three years.

6. Under section 36(1)(xv) of the act. The securities Transaction Tax paid by the assessee in respect of the transactions, the income where of is chargeable as business Income, will be allowable as deduction against such income.

#### **B. Non –Residents**

- a. In accordance with section 10(34), dividend income declared, distributed or paid by the company (referred to in 115 – o) will be exempt from tax.
- b. In accordance with section 10 (38), any income arising from the transfer of a long term capital asset being an equity share in a company is not includible in the total income, if the transaction is chargeable to securities transaction tax.
- c. In accordance with section 48, capital gains arising out of transfer of a capital asset being in the company, and such transaction is not chargeable to securities transaction tax, shall be computed by converting the cost of acquisition, expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer into the same foreign currency as was initially utilized in the purchase of the shares and the capital gains computed in such foreign currency shall be reconverted into Indian currency, such that the aforesaid manner of computation of capital gains shall be applicable in respect of capital gains accruing/arising from every reinvestment thereafter and sale of shares or debentures of an Indian Company including the company.
- d. In accordance with section 112, the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be at the rate of 20% (plus applicable surcharge and “Education cess”).
- e. In accordance with section 111A capital gains arising from the transfer of a short term asset being an equity share in a company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be aggregate of (i) the amount of income – tax calculated on such short term capital gains at the rate of 15percent (plus applicable surcharge and “Education cess”) and (ii) the amount of income – tax payable on the balance amount of the total income as if such balance amount were the total income.
- f. In accordance with section 54EC , long term capital gains arising on transfer of the shares of the company on which securities transaction tax is not payable, shall be exempt from tax if the gains are invested within six months from the date of transfer in the purchase of a long- term specified asset. The long- term specified asset notified for the purpose of investment is notified bonds of Rural Electrification Corporation Ltd (REC) and Nation Highways Authority of India (NHAI). Notification issued by Government of India specifies that no such bonds will be issued to a person exceeding 50 lacs.

If only a part of the capital gain is so invested, the exemption would be limited to the amount of the capital gain so invested.

- g. In accordance with section 54F, long- term capital gains arising on the transfer of the shares of the company held by an individual or Hindu Undivided Family on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is utilized, within a period of one





year before, or two year after the date of transfer, in the purchase of a new residential house, or for construction of a residential house within three years.

- h. Under section 36 (1) (xv) of the act, the amount of securities transaction tax paid by an assess in respect of taxable securities transactions offered to tax as “profits and gains of business or profession “shall be allowable as a deduction against such business income.
- i. Under the provisions of section 195 of the Income Tax act, any income (not being an income chargeable under the head ‘Salaries’), payable to non – residents, is subject to withholding tax as per the prescribed rate in force , subject to the tax treaty. Accordingly income tax may have to be deducted at source in the case of a nonresident at the rate under the domestic tax laws or under the tax treaty, whichever is beneficial to the assess unless a lower withholding tax certificate is obtained from the tax authorities.
- j. The tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non – resident has fiscal domicile. As per the provisions of section 90(2) of the act, the provisions of the act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

### **C. Non – Resident Indians**

Further, a Non- Resident Indian has the option to be governed by the provisions of chapter xii-A of the Income – tax Act, According to which:

- 1. In accordance with section 115E, Where income includes income from investment or income from long-term capital gains or transfer of assets other than specified asset of the company, Investment Income shall be taxable at the rate of 20% (plus applicable surcharge and “Education Cess”) and income by way of long term capital gains in respect of assets other than a specified asset, shall be chargeable at 10% plus applicable surcharge and “EducationCess”)
- 2. In accordance with section 115F, subject to the conditions and to the extent specified therein, long – term capital gains arising from transfer of shares of the company acquired out of convertible foreign exchange, and on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is invested within six months of the date of transfer in any specified asset or any saving certificates referred to in clause 4B of section 10 of income tax act, 1961, subject to the conditions specified in that section.
- 3. In accordance with section 115G, it is not necessary for a Non – Resident Indian to file a return of income under section 139(1), if his total income consists only of investment income earned on shares of the company acquired out of convertible foreign exchange or/and income by way of long-term capital gains earned on transfer of shares of the company acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of chapter xvii – B of the Income Tax Act.
- 4. In accordance with section 115-I, where a Non Resident Indian opts not to be governed by the provisions of chapter XII-A for any assessment year, his total income for that assessment year (including income arising from investment in the company) will be computed and tax will be charged according to other provisions of the Income Tax act.
- 5. As per section 115H of the Act, where a non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

### **D. Foreign Institutional Investors (FIIs)**

- 1. In accordance with section 10(34) , dividend income declared ,distributed or paid by the Company (referred to in section 115-O) on or after April 1, 2003 will be exempt from tax in the hands of Foreign Institutional Investor (FIIs).



2. As per section 10(38) of the Act, long term capital gains arising from the transfer of a long term capital asset being an equity share in a Company or a unit of an equity oriented fund , where such transaction is chargeable to securities transaction tax will be exempt.
3. As per provisions of section 115AD of the Act, income (other than income by way of dividends referred to Section 115 –O) received in respect of securities ( other units referred to section 115 AB) is taxable at the rate of 20% (plus applicable surcharge and education cess).
4. As per provisions of section 115AD of the Act read with section 111 A of the Act, short term capital gains arising from the sale of Equity shares of the company transacted through a recognized stock exchange in India , where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge and education cess).
5. As per section 115 AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the provisions of section 10(38) of the Act at the following rates :
  - (a) Long term Capital Gains 10 %
  - (b) Short term capital gains (other than referred to in section 111A) 30%\*(plus applicable surcharge and education cess)
6. In case of long term capital gains ( in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
7. The tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.
8. Under section 54 EC of the Act and subject to the conditions and to the extent specified therein long term capital gains (other than those exempt under section 10(38) of the Act ) arising on the transfer of shares of the company would be exempt from tax if such capital gains in invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
  - I. National Highway Authority of India constituted under section 3 of the National Highway Authority of India Act,1988;
  - II. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act,1956.If only part of the capital gains is on reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income tax under section 80C of the Act.

#### **E. Mutual Funds**

In accordance with section 10(23D), any income of

- i. A mutual fund registered under the Securities and Exchange Board of India Act 1992 or regulations made there under;
- ii. Such other Mutual fund set up by a public sector bank or a public financial institutions or authorized by the Reserve Bank of India subject to such conditions as the Central government may, by notification in the Official Gazette, specify in this behalf will be exempt for income tax.

#### **Notes:**

1. All the above benefits are as per the current tax law as amended by the Finance Act, 2016 and will be available only to the sole/ first named holder in case the shares are held by joint holders.
2. In respect of non residents, taxability of capital gains mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements, if any, between India and the country in which the non-resident has fiscal domicile.



3. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor, with respect to specific tax consequences of his/her participation in the issue.
4. The above statement of possible direct and indirect taxes benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For, M/s P. Rastogi & Co.,  
Chartered Accountants**

**Sd/-**

**CA Pyush Rastogi  
Proprietor  
FRN No.:028122N  
Membership No.: 091037**

**Date: Delhi  
Place: May 03, 2017**



## SECTION-IV- ABOUT THE COMPANY

### OUR INDUSTRY

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Ace Integrated Solutions Limited.*

### OVERVIEW OF INDIAN ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India’s economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India’s (RBI) inflation focus supported by benign global commodity prices.

India’s consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen. Moody’s has affirmed the Government of India’s Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

### MARKET SIZE

India’s gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India’s labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India’s foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

(Source: <https://www.ibef.org/economy/indian-economy-overview> )



## OUTLOOK OF INDIAN ECONOMY

India continues to be the fastest growing major economy in the world. As per provisional estimates, real GDP grew by 7.9 percent in 2015-16 compared with 7.2 per cent in 2014-15. The second advance estimate for GDP growth for 2016-17 is placed at 7.1 percent. The currency reform initiative will move the Indian economy to a less cash trajectory, increase tax compliance and reduce the threats from counterfeit currency which acts as a source of terror funding. Growth is expected to gain strength in the following years due to externalities derived from deep structural reforms implemented by Government and robust aggregate demand.

CPI inflation which has been easing since August 2016 increased modestly to 3.65 percent in February 2017 against 3.17 percent in January 2017. Though it has marginally risen to 3.81 percent in March, 2017, it is well within the medium term CPI inflation target of 4 percent.

At the system level, the banks are adequately capitalized. Policies for resolution of NPLs including optimal structuring of credit facilities, change in ownership/management, deep restructuring of stressed assets and facilitation of speedy exit from unviable accounts have been put in place. Additionally, the amendments to debt recovery laws as well as the enactment of Insolvency and Bankruptcy Code 2016 would provide enabling infrastructure to deal effectively with the recovery of NPLs in a time bound manner.

The Government is infusing capital in Public Sector Banks (PSBs) to meet their capital requirements in line with global risk norms and to spur credit growth. Recent announcements made by Prime Minister for the provision of cost effective credit to farmers and housing loans to the poor including enhanced access of credit for MSMEs would enlarge the scope of institutional credit delivery to the hitherto under-banked segments of the economy.

The progress of financial inclusion efforts has been remarkable with 282 million accounts opened by banks under the no-frills PMJDY so far. The objective of the scheme is to provide all households in the country with financial services, with special focus on empowering the weaker sections of society, including women, small and marginal farmers and laborers, both rural and urban. Attractive low cost life and health insurance and pension plans introduced by the Government have expanded the social safety net for weaker sections of the society. Micro Units Development and Refinance Agency (MUDRA) is active in facilitating structured microcredit deliveries to small scale entrepreneurs for productive activities. Supported by AADHAR, the biometric based unique identity system for individuals, the ongoing rapid expansion of digital payment mechanisms will provide large push to financial inclusion efforts.

The wide ranging liberalisation of the FDI policy in recent years is expected to provide major impetus to employment and job creation. Most of the sectors, except a small negative list, are now under the automatic approval route. India is now the most open economy in the world for FDI. Net FDI inflows during April-February 2016-17 increased to US \$ 35.25 billion from US \$ 34.49 billion during the same period in the previous year. The increasing strength of economic fundamentals has made India the most sought after destination for investments.

India's foreign exchange reserves were placed at US \$ 368.99 billion as of April 7, 2017. The Current Account Deficit (CAD) was very much at sustainable level of 1.3 percent and 1.1 percent in 2014-15 and 2015-16, respectively. The CA deficit for the three quarters of 2016-17 improved further to 0.7 percent of GDP.

The Gross Fiscal Deficit (GFD) was contained at 3.5 percent in 2016-17 following a steady path of fiscal consolidation without compromising on the public investment requirements of the economy and spending on programs for poverty alleviation. The quality of fiscal adjustment is reflected in the improvement in revenue deficit to 2.1 percent in the revised budgetary estimate vis-à-vis 2.5 percent in 2015-16. Next year the revenue deficit will be reduced further to 1.9 percent to below 2 percent mandated by the FRBM Act. The GFD for the year 2017-18 is pegged at 3.2 percent with a commitment to achieve 3 percent in the following year. The steady approach towards fiscal consolidation is being judiciously adopted to avoid excessive curtailment of public



investment- in view of the need for higher public expenditure in the context of sluggish private sector investment and subdued global growth.

For the current financial year, the Union Budget 2017-18 has significantly increased resource allocation for infrastructure as well as rural, agricultural and allied sectors. The allocation for the rural employment guarantee scheme has also been increased substantially. The government would continue to increase fiscal resilience through greater focus on the quality of expenditure and higher tax realizations including those that would accrue from large cash deposits made in banks due to demonetization. The Budget for 2017-18 shows firm resolve to boost investment in agriculture, social sector, infrastructure and employment generation on the one hand and simultaneously pursue the path of fiscal consolidation on the other. The delivery of AADHAAR based direct benefit transfers (DBT) has succeeded in plugging unwarranted leakages resulting in substantial savings to the Government. The GST will deliver significant externalities by way of improved taxation efficiency and the ease of doing business and will convert India into one common market.

Widely encompassing reforms have been put in place which, inter alia, include the Goods and Services Tax Act, AADHAAR (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act 2016, rationalization of subsidies, enactment of Insolvency and Bankruptcy Code 2016 and operationalization of National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT) for the new corporate insolvency framework. Other policy initiatives include implementation of the hybrid annuity model for PPP, passage of Mines and Mineral Amendment Act, announcement of National Capital Goods Policy, directions to PSEs for expediting arbitration in construction sector, roadmap for rapid adoption of digital payments system, extensive liberalization of the FDI regime and improvements in governance processes in infrastructure delivery. Alongside steady progress in India's ranking in Ease of Doing Business, the Government's flagship program 'Make in India' encourages new processes, new infrastructure, new sectors and new mindset to boost entrepreneurial energy. Affirmative policies to arrest declining Child Sex Ratio (CSR) and empowerment of women over the life-cycle continuum and those for enhancing female employment are being vigorously pursued.

*(Source: IMFC statement by Ministry of Finance, Corporate Affairs and Defence India)*

## **INDUSTRY OVERVIEW**

India holds an important place in the global education industry. The country has more than 1.4 million schools with over 227 million students enrolled and more than 36,000 higher education institutes. India has one of the largest higher education systems in the world. However, there is still a lot of potential for further development in the education system.

India has become the second largest market for e-learning after the US. The sector is currently pegged at US\$ 2-3 billion, and is expected to touch US\$ 40 billion by 2017. The distance education market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of around 34 per cent# during 2013-14 to 2017-18. Moreover, the aim of the government to raise its current gross enrolment ratio to 30 per cent by 2020 will also boost the growth of the distance education in India.

*(Source: <https://www.ibef.org/industry/education-sector-india.aspx> )*

Indian Education sector is expanding with the help of technology. It is enabling to overcome barriers of distance and scale. Many universities and education institutes have started using technology for various processes like Online Admission , Examination Management.

India is one of the largest education markets in the world with an estimated one million schools and more than 15,000 higher education institutes. With higher education institutes of repute being less and competition increasing everyday, every good course is opting for entrance tests.



## OPPORTUNITIES AND CHALLENGES

The online test preparation industry is seeing a huge investment from technology start-ups who want to cash in on the need of student for flexi learning at lower costs. A lot of advantages make this mode of learning popular:

- Removes physical barriers for greater reach and can target larger masses. The far rung areas where the student does not have access to coaching benefit the most with this mode of learning.
- Affordable for every student. A traditional system charges anywhere between INR 50000 to INR 2,00,000 for their courses whereas an online or digital mode can offer these services at a third of cost.
- Flexibility in studying. Online and digital courses are downloadable, can be accessed anytime, anywhere and allow a student to multitask while studying.

The Indian online education market has a huge opportunity for businesses including:

**Coverage of education:** Many regions in India still lack basic education infrastructure. With internet penetrating even the remotest areas, these areas can be targeted for services.

**Youth targeting:** Indian youth is technology savvy and looking for ways where they can study while earning or doing other things. The student doesn't want to be confined to the four walls of their house but have an option to study anywhere.

**List companies:** Companies like NIIT and institutes like IIM's offer online courses which draws more and more students each year. With content being the king, a company focussed on student needs can succeed in the market. Even foreign universities are showing an interest in tying up with Indian universities now.

**Untapped market:** The online test preparation industry in India offers coaching for competitive exams like CAT, IIT-JEE, GRE, GMAT etc and still has a lot of untapped regions.

**Exams going national:** Earlier each state used to conduct their own exams for entrance but with the exams going national, online test prep players can formulate courses for a whole nation's audience instead of local focus.

Despite the excitement that these opportunities bring, it cannot be emphasised enough that like every business, entering the online test preparation industry is also not a cake walk. It poses many challenges which have to be curtailed to get a foothold in this industry. Some of these challenges are listed below:

**Lack of awareness and access:** In spite of the industry's growth, there are millions of students who still lack awareness about these courses. Players like Aakash and iProf have introduced tablets and digital courses but many regions in India still lack computer and internet connectivity.

**Change in learning methodology:** Our school systems have always emphasised on learning within a fixed period of time and our intelligence calculated on our speed of learning. With online learning, the system has reversed.

**Competition with traditional preparation centres:** Though online test prep industry is gaining acceptance and popularity, a major chunk of market share is retained by retail networks like TIME, Career Launcher etc and Local stars who have been dominating their cities for ages. The popular mindset still considers traditional coaching where they can see a teacher and interact physically to be better than a virtual teaching mode where a student practically studies alone.

(Source: <http://www.iamwire.com/2015/07/challengesopportunitiesindianonlinetestindustry/119123> )





Current examination process includes many activities including exam paper generation, distribution of exam paper to the respective centers in secure way, conducting the exam, collection of answer sheets and passing those answer sheets to examiner for checking, moderation of the answers, result declaration. Traditional examination process is time consuming and result declaration process gets delayed. Another aspect of this traditional process is it is depends on human work so it is prone to error.

### **Internet Penetration**

Internet penetration in India is enabling things for improvement in examination process. Many educational institutes have started using Online Assessment Platform to conduct examination. Online Assessment process brings automation to overall examination process and result processing becomes easy, manual errors also get reduced drastically.

### **Challenge of internet**

Even though internet penetration is decent in India but still there is issue for its availability and speed in some of the areas mainly at tier 2/3 cities or rural India. In case of internet failure or non satisfactory performance, conducting online examination may become challenging.

### **Local Deployment of the Service**

Online assessment can be conducted with the help of online/ Offline combinational model. In case of areas where internet is a challenge, examination can be deployed on local server machine and users who want to appear for the assessment can connect to this local server. Users can complete their assessment without internet connection. As soon as assessment process is completed local server gets synced with the main server to save assessment details for the candidate.

### **Usage of Flash Drive/ CD to Conduct Assessment**

Online assessment can be conducted with the help of setup deployed on Flash drive/ CD. Such setup can be executed on local machine to initiate the assessment. Entire assessment/ examination process would be conducted offline on local machine using local machine capability. There would be need of internet only when information is to be submitted to main server for result processing.

### **Syncing of the information**

Information management from local to cloud based database is critical in such arrangement. Data security related process are also critical to make sure that examination data is not tampered by third party user outside this system. System also needs to ensure database remains in sync with all the local server deployments.





## OUR BUSINESS

### OVERVIEW

Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the of the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the General Meeting held on 30th July, 2016.

ACE is a India's leading Recruitment & Examination Services Management Company, bringing together the Domain Expertise and innovative skills required for the successful execution of the project every time with highest level of security and customer satisfaction. We have over 16000 Sq. Ft. area which is well equipped with the Equipment and machinery required for the execution and production of all the deliverables involved in any of the Recruitment and Examination Project. Our Subsidiary divisions namely “Amety Offset Printers” etc. are completely mapped with the requirements of the execution of the voluminous turnkey projects (Single / Multiple location across India).

### ABOUT US

Our Company had commenced its operations in 1997. We took up the challenge to provide secured services related to Recruitment & Examination Management and now over 20 years of experience in providing cost-effective solutions to variety of Recruitment and processing projects.

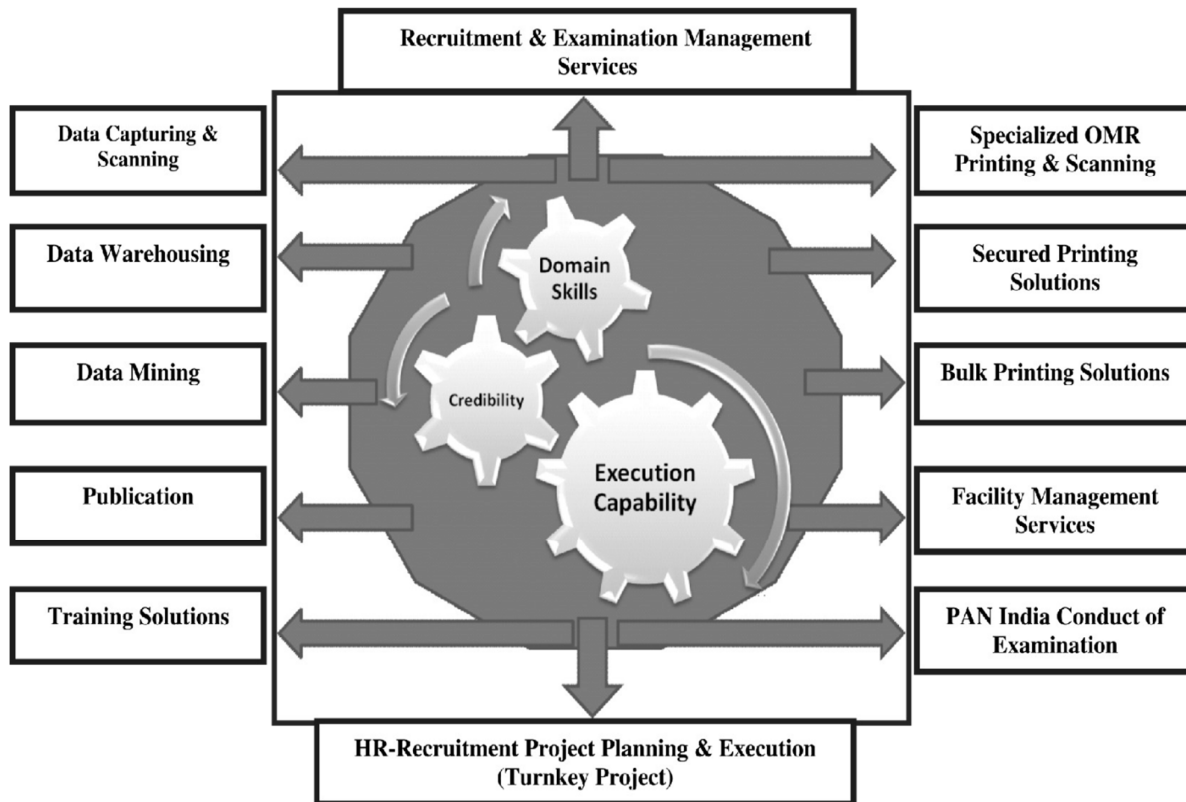
We offer a range of services namely, On-Line & off line Application Form designing, Barcoding, Collection, Data Capturing & Processing, Designing Printing and Dispatch of Admit Cards, Arrangement of test venues, Designing & printing of OMR answer sheets with security features, Setting, Designing and printing of question booklet as per the required Difficulty Levels and Topics (Technical & Non-Technical), consultancy, Facility Management, Data Base Management Services etc. Over the years, we have successfully implemented large turnkey assignments for various PSUs/State/Central Customers.

We have developed in-house end-to-end expertise in managing complex examination related services across country and have established highly secured and efficient framework with proven track record. In order to meet the challenging requirement to manage organization-wide critical process of Manpower recruitment and selections, it is extremely important to institutionalize most critical activity for deriving best quality of workforce. Better intake standard, in the staff recruitment system always produces higher result-oriented team for optimal growth and sustenance of the organization.

The Examination management system is governed through a well defined and structured processes at various stages of the planning and operations, where each module of tasks are tightly integrated with other modules, so that there exists absolutely zero defect variance in the constituent sub-modules in the over-all system. It is imperative to ensure high quality and parameterized set-up in the examination which is self-integrated and complimenting to all interfaces towards accomplishment of fool-proof service delivery.

We have adopted fool-proof Examination Management System needs to have perfect synchronization of various processes i.e. HR Recruitment Planning and Project Management, Pre-Examination Processing, Examination Centre Management, Design Printing and Delivery of Confidential Question papers, Post Examination Processing and final result processing. All the steps are required to be executed with precision of timing and quality norms, with the help of self-contained, highly secured and efficient service model.

## OUR SERVICES



In order to address the need of facilitating such an enterprise-wide Examination Management System Requirement, ACE offers proven, end-to-end and process driven nation-wide project execution capabilities for its customer. The professional solutions in the Examination management is being proposed by our company, vide a decade old expertise.

The process driven and integrated system, has been meticulously planned and designed to meet ever- increasing challenges being encountered in the high-risk oriented requirements. ACE is responsible to perform successfully many national level recruitment and selection examination and earned much sought after confidence of the customers.

Management of administrative and classified sensitive data are executed with multi layered operations team, to ensure fool-proof security and zero-error results. Examination Management System has been designed based on specific modules of the pre-examination, Test management and post-examination requirements. The authorized users in the system can perform their respective roles strictly as per their defined roles, for total ownership of the individual user within Customer.

Depending upon the degree of information security standard of a particular component, level of risk mitigation techniques are introduced to counter any slippage in the overall delivery organization. ACE has devised well planned and organized frame-work of processes to handle the business need of commensurate secrecy and utmost importance of the overall activities.

The Examination Management System has been designed with all round integrity and fundamentals of modular management of each component of any examination. These components are put to operations management considering high level of objectivity and functionality. The present offering of ACE Examination Management System [EMS], is very robust and based on advanced tools and best practices, to deliver excellent manageability starting from ease of data input, storage and dissemination of correct and specific data to the various internal control points.



Following activities shall be performed under the broad outlines of the Examination Management System:

- Planning of Examination Management Schedule and Requirement of the Levels, Examination modules, Center distribution
- Allocation or Provisioning of Infrastructure for Examination Management Platform
- Customization of EMS as per Customer's Requirements
- Web-based Application Form Management Facility (Optional)
- Test Content and Multiple-Answer based Question Paper Design and Normalization under high Security
- Test paper Security Printing, Packaging and Safe Distribution
- OMR (Optical Mark Reader) Answer sheet Designing and Printing
- Conduction of All India Test Management under Direct supervision
- Result Processing after OMR scanning
- Management of Data Systems, web-enabling of final results and notification
- Centralized/Region-wise Group Discussion / Interview Management [Optional]

### **Recruitment Examination Management Solution**

We have embarked upon tested, technological and value based workflow system, to enable systematic modules for handling semi-critical and sensitive activities. The inter-dependent modules have been designed to address any kind of mismatch in the information flow, between two stages. Therefore overall impact of the integration ensures seamless production of resultant output and renders successful outcome. The EMS solution offers extremely higher adaptability of interfacing with the challenges in a particular step, where all pre-requisites are organized well in advance, so that nowhere any kind of error is encountered during life-cycle of the project. This means that Examination management keeps on smoothly running in a well-planned flow. Between each quantified stage, all kinds of data are processed and consolidated thru checksums for absolute control and zero error.

We control all examinations under direct surveillance of senior management, without compromising in safety and security aspects of the sensitive operations. Over the decade long exposure in the most testing projects, we have identified key risk areas and have plugged all likely gaps in the finite manner. Digitization of Existing Files/Records of the Customer can be performed by the respective administrative departments and all the records may be organized as per the standard file Customer and order of record management.

### **OUR STRENGTHS**

We are a single point Recruitment Management and professional Examination company, having most enviable performance track record since inception in year 1997. We provide wide range of examination management solutions in both on-line as well as off-line based models as per the requirement of customer. The Testing and Examination management Company is based in Delhi, has excelled in the specific domain, with the help of team of academicians and professionals, advanced IT infrastructure and dedicated examination centers across country.

### **PAN India Network**

To establish All India support and operations network, ACE has developed massive network of educational centers, schools, colleges, universities along-with most dedicated examination observers, center superintendents and invigilators. The empaneled country-wide examination centers have been identified and selected by ACE on the basis of direct affiliations and qualified background of each center in past and with national level educational boards i.e. CBSE, ICSE and State education boards.

### **Technology Induction**

We offer a key solutions and services, namely Technical consultancy, Examination Management, Results processing and ITES services. We have also developed special solutions in the areas of Enterprise on-line Examination system to enable digital interface and modern concept of internet based pro-metric and secured testing services. High-end permissive IT infrastructure resources have been inducted by the Customer in terms of Robust hardware, Networking systems, Databases, Software tools and skilled software and hardware engineers. Starting from Application Form enabling through internet interfaces, processing of admit cards and



results processing are executed with most integrated platform and process based systems, to deliver perfect results for the customers.

Advanced technology is also used in precision OMR (Optical Mark Reader) based application forms and examination sheets at the in-house installation of Secured and high-speed scanners and printers. We felt the need of back-ward integration of all business components e.g. Data collection, application form management, pre-examination, printing, processing, question paper development and results processing.

### Systems and Software Availability

S. No.	Category	Description
1.	Operating Systems	Windows (All Flavours from Win 95 to Windows Vista)
2.	Databases	SQL Server, MS SQL Server, Oracle application server etc.
3.	Development Environments	Dot Net Suite, Java, Developer 2000, VB, HTML, Windows etc.
4.	Hardware	<p>HP Workstations, HP Storage Arrays, HP/Compaq Enterprise Servers</p> <ol style="list-style-type: none"> <li>1. IBM Workstations and Servers,</li> <li>2. Enterprise Storage Solutions (EMC, IBM, Hitachi),</li> <li>3. Direct Access Storage Devices (DASDs)</li> <li>4. Tape Drives (Various Vendors, Capacities and Makes)</li> <li>5. Printers (Various Vendors and Makes), MNC and Indian branded Desktop PCs and Peripherals.</li> <li>6. Specialized Hardware like OMR Scanners, Document Scanners Bar Code Readers, Smart Cards, High end heavy duty Laser Printers etc.</li> </ol>
5.	Networking	<ol style="list-style-type: none"> <li>1. CISCO Pix Family, Firewall.</li> <li>2. Nortel Connectivity VPN devices,</li> </ol>
6.	Network Hardware	LANs (HUB- 3com, D Link, Switches – CISCO, Cabletron , 3-COM, D-Links) WANs (Routers: CISCO)
7.	Development Platforms	ASP, Java, XML, Web Services, VB, HTML, .Net Framework and associated Languages like VB.Net, ASP.Net, and other related Technologies among others.

### Existing Challenges in Examination Management

The large scale country-wide Examination Management projects are beset with multiple nature of problems, due to factors like:

### Examination Management Related Issues

- Adoption of corrupt practices by candidates and recruitment racket groups at examination venues
- Leakage of question papers,
- Impersonation of candidates during examination
- Misuse of mobile based Social media tools to send question papers and get them solved by outside groups i.e. Whatsapp, Facebook etc.



- Non-professional management of Examination processes,
- Operational issues of security printing of Question papers, delivery and receipt of sensitive documents.

#### **Examination Center Related Issues**

- Lack of availability of proper examination centers.
- Lack of proper co-ordination in Pre-examination and post-examination activities and logistics errors.

### **HUMAN RESOURCE**

Our Company is operated by professionally qualified and experienced personnel and receives attention from senior management. We believe an effective human resource system results in greater employee satisfaction and higher retention. As on date of this Prospectus, our company has 19 permanent employees including our Directors and key managerial persons. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of the stability and growth. Our work processes and skilled resources together with strong management team have enabled us to successfully implement our growth plans.

Our employees are not members of any unions and we have not entered into any collective bargaining agreements with them. We have not experienced any work stoppages or action by or with our employees and we consider our relationship with our employees to be good.

### **DEPARTMENT WISE BREAK-UP**

<b>Department</b>	<b>Number of Employees</b>
Process Department	6
Project Department	6
Information & Technology	4
Accounts and Secretarial	3
<b>Total</b>	<b>19</b>

### **BUSINESS STRATEGY**

In order to address the need of control the prevalent challenges being faced by the examination management authorities the strategic shift towards managing processes through secured, digital mode of practice is being adopted by organizations.

We have pre-emptively anticipated such challenges and consciously taken up proactive steps towards examination management in On-line manner. The aim is to provide highly secured and process driven computer based test management interface to the candidates using pre-defined and controlled examination centers, fully equipped to handle test management.

We have designed and developed end-to-end process driven on-line examination expertise to be utilised in coming days with greater application due to this paradigm shift of examination nation-wide project execution capabilities for its valued clients. The professional solutions in the Examination management is being proposed by our company is based on standard process driven and integrated approach, to address ever-increasing challenges being encountered in the high-risk activity of examination management.

We have been executing many a successful national level recruitment and selection examinations over the years and rightly so earned high level of customer confidence.

#### **Business Domains of Examination Management**

##### **A. Conventional Off-line Examination System**



We have established our position as a premier testing and evaluation examination management company where administrative and classified examination data are handled with great precaution and security management processes, to ensure fool-proof outcome and zero-error results. Examination Management System has been designed based on specific modules of the pre-examination, Test management and post-examination requirements. The authorized users in the system can perform their respective roles strictly as per their defined roles.

Depending upon the degree of information security standard of a particular component, level of risk mitigation techniques are introduced to counter any slippage in the overall delivery organisation. We had devised well planned and organized frame-work of processes to handle the business need of commensurate secrecy and utmost importance of the overall activities. We adopt well tested and proven Examination Management System which has been designed with all round integrity and fundamentals of modular management of each component. The present offering of ACE Examination Management System [EMS ], is very robust and based on advanced tools and best practices, to deliver excellent manageability starting from ease of data input, storage and dissemination of correct and specific data to the various internal control points.

## **B. On-line Examination Management System**

With a view to address growing need and demand of technical solution of on-line examination management we have foreseen such business opportunity and has rightly taken proper steps in the direction to establish its own technology solution, infrastructure and grow in a concrete fashion as formidable service provider to the customers.

### **Online Examination Management**

The IT infrastructure of our company is being proposed to be developed across country to set-up robust on-line examination management platform and thereby render excellent facilitation to various prominent pro-metric examination bodies :

- **AICTE**
- **IELTS**
- **AIEEE**
- **Management Institutes**
- **Law Schools**
- **Corporates for Departmental Examinations**
- **GMAT / GRE / TOFEL**
- **Engineering Colleges**

### **Business and technology capabilities**

Our teams of dedicated business and technology specialists work with project teams to understand systems and architect robust technology solutions for examination process management. We have definite plans to expand our technology presence in major cities with our own desired infrastructure and project management capability.

- ✚ **Project management processes:** Well integrated project management tools, and senior management involvement at every stage of the project ensure that client is benefitted from professional and de-risked management.
- ✚ **Risk Management:** Our strong project planning and management processes reduce business risks.
- ✚ **Proven Track-record and Smooth Rollout:** We have proven track record of delivering results in our projects as on date. Our strong project management processes ensure organization-wide smooth rollout of new technology platforms.

### **IT Infrastructure and Resources**

The company has, at its disposal, a team of highly skilled IT resources with multi-disciplinary technical skills, and with the necessary domain expertise to guide the clientele very effective rollout of major initiatives.



We offer a reliable and robust Examination Management System (EMS), to render error-free and secured testing services for its prestigious Customers. The Examination Management System (EMS) has been meticulously designed considering systematic need of the key components of the entire test management cycle. It is all the more important to handle volumes and timeliness of each stage during implementations.

The EMS has following features:

- The EMS has a flexible modeling at the data capture level, where multiple options are provided to the applicants whether its web-based registration or physical document based data entry.
- EMS has well defined user management module and system admin features to enable rights and roles of the users in the system. Password control and modification of password access is also possible through the System Administrator module.
- The EMS is able to provide presentation of multiple documents and images of a particular batch/ form, at the same time.
- The EMS enables backup and recovery utilities for both Indices and Documents Images / Sources.
- All the components of the processes are governed in a work-flow based environment.
- Sensitive and non-sensitive parts of the processes are allocated to the individuals as per their roles and responsibilities

## INSURANCE

We maintain insurance for standard fire and special perils policy, which provides insurance cover against loss or damage by fire, earthquake, explosion, burglary, theft and robbery, which we believe is in accordance with customary industry practices. We have also availed out various insurance policies to cover our vehicles at our all the offices and work spaces.

## LAND & PROPERTIES

We do not own any Land / Property in the name of the Company. However, the following table sets for the properties taken on lease / rent by us:

Sr. No	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
1	B-13 DSIDC Complex Patparganj Industrial Area, Delhi - 110092	Lease Deed dated October 01, 2016	Ace Integrated Education Private Limited	Rs. 70,000 per month	October 01, 2016	August 31, 2017	Business and Commercial
2	12/47, Site-4, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh	Lease deed dated March 31, 2012	U.P. State Industrial Development Corporation Limited	Provisional premium paid Rs. 11,41,667 Yearly rent @ Rs. 1.00 per sq metre per year for first 30 years Yearly rent @ Rs. 2.50 per sq metre per year for next 30 years Yearly rent @ Rs. 5.00 per sq metre per year for next 30 years	Lease period is of 90 years from May 12, 1971		Business and Commercial



The Company has not acquired any new building during FY 2017-18, however building of the Company located at 12/47, Sahibabad Industrial Area, Site-IV, Ghaziabad, was constructed in different phases spread over the different financial years. The construction was completed during the current financial year. Therefore, the amount which were shown under the head "**Building under Construction**" amounting to Rs. 7892267/- in the financial year 2015-16 was included under the assets in the balance sheet for the period ended 31.12.2016, because the construction has been completed during the said period.

The Company will utilized the above said building for the purpose of warehouse/storage, since the company has to maintain the records w.r.t. various examination conducted during its course of business for a period of at least 3-5 years.

### INTELLECTUAL PROPERTY

Our Company has applied for the following registrations under the Trademark Act 1999 and Trademark Rule 2003. The Status of our application is as under:

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status
1		01.07.2016	3300271	35	Application under process
2		28.09.2016	3377225	16	Application under process





## KEY INDUSTRY REGULATION AND POLICIES

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not 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.*

*The statements below are based on 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. For details of government approvals obtained by us, see the chapter titled “Government and Other Statutory Approvals” beginning on page 199 of this Prospectus.*

### **APPLICABLE LAWS AND REGULATIONS**

#### **COMPANIES LAW**

##### **THE COMPANIES ACT, 1956 & 2013**

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

#### **TAX LAWS**

##### **INCOME-TAX ACT, 1961**

The Income Tax Act, 1961 (“IT Act”) deals with the taxation of individuals, corporates, partnership firms and others. The Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

##### **THE CENTRAL EXCISE ACT, 1944 (“Excise Act”)**

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.



### **THE CENTRAL SALES TAX ACT, 1956 (“Central Sales Tax Act”)**

Central Sales Tax Act 1956 was enacted by the Parliament and received the assent of the president on December 21, 1956. Imposition of tax became effective from July 01, 1957. It extends to the whole of India. Every dealer who makes an inter-state sale must be a registered dealer and a certificate of registration has to be displayed at all places of his business. There is no exemption limit of turnover for the levy of central sales tax. The tax is levied under this act by the Central Government but, it is collected by that state government from where the goods were sold. The tax thus collected is given to the same state government which collected the tax. In case of Union Territories, the tax collected is deposited in the consolidated fund of India.

### **VALUE ADDED TAX (“VAT”)**

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by Pushpanjali Realms and Infratech Limited, manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

### **SERVICE TAX ACT, 1994**

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. In accordance with Rule 6 of Service tax Rules the assesses is required to pay Service tax in TR 6 challan by fifth 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 twenty fifth of the month immediately following the half-year to which the return relates.

## **INTELLECTUAL PROPERTY LAWS**

### **THE TRADE MARKS ACT, 1999**

The Trade Marks Act, 1999 (‘Trademarks Act’) read with the Trademark Rules 2002, as amended from time to time, governs the statutory protection of trademarks in India. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registrable under the Trademarks Act. Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after ten years, the mark lapses and the registration for such mark must be obtained afresh. Registered trademarks may be protected by means of an action for infringement. The owner of a registered trademark is prima facie regarded as the owner of the mark by virtue of the registration obtained

## **GENERAL LAWS**

### **COMPETITION ACT, 2002**

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. Provisions relating to anti-competitive agreements and abuse of dominant position were brought into force with effect from May 20, 2009 and thereafter the Competition Commission of India became operational from May 20, 2009. Sections 5 and 6 (dealing with combinations, mergers and acquisitions) are yet to be notified, by the GoI. Under the Competition Act, the Competition Commission has powers to pass directions / impose penalties in cases of anti-competitive agreements, abuse of dominant position and combinations.



## **INDIAN CONTRACT ACT 1872**

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement. The Act determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. As per the provisions of the Indian Contract Act all agreements are contracts if they are made by the free consent of the parties competent to contract, for a lawful consideration and with a lawful object and are not expressly declared to be void. The parties to a contract must either perform or offer to perform their respective promises unless such performance is dispensed with or excused under the provisions of the Act or of any other law. When a contract has been broken the party who suffers by such breach is entitled to receive from the party who has broken the contract, compensation for any loss or damage caused to him thereby, which naturally arose in the usual course of things from such breach or which the parties knew, when they made the contract, to be likely to result from the breach of it. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

## **FEMA REGULATIONS**

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. 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 thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

## **ENVIRONMENTAL LAWS**

### **ENVIRONMENT (PROTECTION) ACT, 1986**

The main objective of this Act is to provide the protection and improvement of environment (which includes water, air, land, human being, other living creatures, plants, micro-organism and properties) and for matters connected therewith. The Act provide power to make rules to regulate environmental pollution, to notify standards and maximum limits of pollutants of air, water, and soil for various areas and purposes, prohibition and restriction on the handling of hazardous substances and location of industries.

The Central Government is empowered to constitute authority or authorities for the purpose of exercising of performing such of the powers and functions, appoint a person for inspection, for analysis or samples and for selection or notification of environmental laboratories. Such person or agency has power to inspect or can enter in the premises or can take samples for analysis.

### **THE WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974 (“Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act,



any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Central Pollution Control Board has powers, inter alia, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, inter alia, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well. A central water laboratory and a state water laboratory have been established under the Water Act.

#### **THE AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981 (“Air Act”)**

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

### **LAWS RELATING TO EMPLOYMENT AND LABOUR**

#### **MINIMUM WAGES ACT, 1948**

This Act aims to make provisions for statutory fixation of minimum rates of wages in scheduled employment wherein labour is not organized. It seeks to prevent the exploitation of workers and protect their interest in the ‘sweated industries’. Wage fixing authorities have been guided by the norms prescribed by the Fair Wage Committee in the settlement of issues relating to wage fixation in organized industries. The Act contemplates the minimum wage rates must ensure not only the mere physical needs of a worker which keeps them just above starvation level, but must ensure for him and his family’s subsistence, and also to preserve his efficiency as a worker.

#### **PAYMENT OF GRATUITY ACT, 1972**

The Payment of Gratuity Act, 1972 (“Act”) was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as “gratuity.” The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or



change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

#### **PAYMENT OF BONUS ACT, 1965**

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (Form D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

#### **CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986**

This statute 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. Under this Act the employment of child labour in the building and construction industry is prohibited.

#### **INDUSTRIAL DISPUTES ACT 1947**

The Industrial Disputes Act 1947 lays down the machinery and procedure for investigation, settlement and resolution of Industrial disputes in what situations a strike or lock-out becomes illegal and what are the requirements for laying off or retrenching the employees or closing down the establishment. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

#### **WORKMEN'S COMPENSATION ACT 1923**

This Act came into force on April 01, 1924. It aims at providing financial protection to workmen and their dependents in case of accidental injury by means of payment of compensation by the employers. However, here the employer shall not be liable in respect of any injury that does not result in the total or partial disablement of the workmen for a period exceeding 3 days in respect of any injury not resulting in death, caused by an accident which was due to the reason that workman was under the influence of drugs, or due to his willful disobedience of an order expressly given to him, or a willful removal or disregard of any safety device by the workmen, or when the employee has contracted a disease which is not directly attributable to a specific injury caused by the accident or to the occupation.

#### **THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952** *("Employees Provident Fund and Miscellaneous Provisions Act")*

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organization (EPFO). The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.



### **EMPLOYEES STATE INSURANCE ACT, 1948**

The promulgation of Employees' State Insurance Act, 1948 (ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multi-dimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socio-economic amelioration of a workforce though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

The ESI Act, 1948, encompasses certain health related eventualities that the workers are generally exposed to; such as sickness, maternity, temporary or permanent disablement, Occupational disease or death due to employment injury, resulting in loss of wages or earning capacity-total or partial. Social security provision made in the Act to counterbalance or negate the resulting physical or financial distress in such contingencies, are thus, aimed at upholding human dignity in times of crises through protection from deprivation, destitution and social degradation while enabling the society the retention and continuity of a socially useful and productive manpower.

### **THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (“SHWW ACT”)**

The SHWW Act provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favour or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee.





## HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Annual General Meeting held on 30<sup>th</sup> July, 2016. A fresh Certificate of Incorporation consequent to conversion was issued on September 30, 2016 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Ace Integrated Solutions Private Limited” to “Ace Integrated Solutions Limited” Company’s Corporate Identification Number is U74140DL1997PLC088373.

### CHANGE OF REGISTERED OFFICE

Initially, the registered office of our Company was situated at X-24, Okhla Industrial Area, Phase-II, New Delhi. Subsequently, w.e.f July 01, 2003 our registered office is at B-13 DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi – 110092, India

### MAJOR EVENTS AND MILESTONES IN THE HISTORY OF THE COMPANY

Year	Key Events
1997	Incorporate as a Corporate Entity
2014	Awarded exclusive contract for handling recruitment process for ONGC for Three years
2015	Issuance of Bonus Shares
2016	Awarded ISO 9001:2008 certificate in the field of recruitment examination management integrated system
2016	Awarded ISO/IEC 27001:2013 for information security management system Standard
2016	Awarded exclusive contract for conducting online / offline application Management and written / online test for NBCC for three year
2016	Conversion of Company into Public Limited
2016	Issuance of Bonus Shares
2016	Payment of Dividend for first time

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To carry on the business as consultants and advisors in various field and matters on finance, management, accounts, computers, software, development & networking, engineering projects, constructions, architectures, investments, foreign exchange, general administration, organization and recruitment of personnel, trade/commerce/industries, secretarial, direct and indirect taxation, foreign exchange regulations, licensing, trade development, project formation, statistics, quality control, cost control, data processing, production, storage, purchases, sales, marketing, distribution, leasing,



advertising, insurance, transportation, travel and tour, medical, company matters, publishing, culture and arts, actionable claims, interior decoration, foreign collaborations, joining-ventures, research and development, to conduct examination, tests of various types for recruitment and for other purposes, both private, government and semi government in India and abroad, and award degree, diploma and other certificates, to conduct interview, hold seminars, management aptitude tests and do all type of services in the field of education including printing, publishing and distributing educational material.

2. To carry on the business as developers of IT solutions, various types of psychometric tests and as e-Governance and skill development training programs, running it courses in emerging areas such as IoT, Cloud Computing, Mobile Computing, e-Waste, IPv6, Cyber Security, Big Data Analytics, ITeS-BPO etc.
3. To provide software solutions and IT enabled services to Government, Semi Government and private sector.
4. To carry on the business of assessment agencies and as developers of assessment centers.
5. To carry on the business of running on line assessment centers for public/private enterprises etc.
6. To merge and adopt the title brand “Ace Consultants” running as a fully owned division of the Company.

#### AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Since incorporation, the following changes have been made to the Memorandum of Association of the Company:

Details of Shareholder's Approval	Amendments
10/03/2011	Our Initial Authorized Capital of Rs. 1,00,000 (Rupee One Lac) consisting of 10,000 Equity Shares of face value of Rs. 10 each was increased to Rs. 4,00,000 (Rupee Four Lakhs) consisting of 40,000 Equity Shares of face value of Rs. 10 each.
31/08/2015	Authorized Capital of Rs. 4,00,000 (Rupee Four Lakhs) consisting of 40,000 Equity Shares of face value of Rs. 10 each was increased to Rs. 25,00,000 (Rupee Twenty Five Lakhs) consisting of 2,50,000 Equity Shares of face value of Rs. 10 each.
31/01/2016	Authorized Capital of Rs. 25,00,000 (Rupee Twenty Five Lakhs) consisting of 2,50,000 Equity Shares of face value of Rs. 10 each was increased to Rs. 3,00,00,000 (Rupee Three Crores) consisting of 30,00,000 Equity Shares of face value of Rs. 10 each.
30/07/2016	Authorized Capital of Rs. 3,00,00,000 (Rupee Three Crores) consisting of 30,00,000 Equity Shares of face value of Rs. 10 each was increased to Rs. 10,00,00,000 (Rupee Ten Crores) consisting of 1,00,00,000 Equity Shares of face value of Rs. 10 each.
30/07/2016	The name of the company changed to Ace Integrated Solutions Limited pursuant to conversion of company from Private Limited to Public Limited.
30/07/2016	Change in Main Object of the Company by insertion of new object as follows: <ol style="list-style-type: none"> <li>2. <i>To carry on the business as developers of IT solutions, various types of psychometric tests and as e-Governance and skill development training programs, running it courses in emerging areas such as IoT, Cloud Computing, Mobile Computing, e-Waste,</i></li> </ol>





	<p><i>IPv6, Cyber Security, Big Data Analytics, ITeS-BPO etc.</i></p> <ol style="list-style-type: none"><li>3. <i>To provide software solutions and IT enabled services to Government, Semi Government and private sector.</i></li><li>4. <i>To carry on the business of assessment agencies and as developers of assessment centers.</i></li><li>5. <i>To carry on the business of running on line assessment centers for public/private enterprises etc.</i></li><li>6. <i>To merge and adopt the title brand “Ace Consultants” running as a fully owned division of the Company.</i></li></ol>
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#### **DETAILS ABOUT BUSINESS OF OUR COMPANY**

For details on the description of our company’s activity , business model, marketing strategy, strength, completion of business, please see our “ ‘Business’ , ‘Management Discussion and Analysis of Financial Conditions’ and Basis For Issue Price ” on page 88, 188 and 70 respectively.

#### **CAPITAL RAISING ( DEBT/EQUITY)**

For details in relation to our capital raising activity through equity, please refer to the chapter titled “ Capital Structure” beginning on page 51 of the Prospectus.

For a description of our company’s Debt facility, see, “Statement of Financial Indebtedness” under chapter Financial statements on page 141 of the Prospectus.

#### **DEFAULT OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTION /BANKS**

There have been no defaults or rescheduling of borrowings with any Financial institutions / Banks as on the date of the Prospectus . Furthermore, none of the Company’s loan have been converted into equity in the past.

#### **TIME AND COST OVERRUNS IN SETTING UP OF PROJECT**

There has been no time/ cost overrun in setting up of Project by our Company

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation

#### **LOCK-OUT OR STRIKES**

There have been no lock-outs or strikes in our company since incorporation.

#### **CHANGE IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE(5) YEARS**

There has been no change in business activities of our company during last five(5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in Chapter titled “Management Discussion and Analysis of Financial Conditions & Result of Operations” beginning on page 188 of the Prospectus.



#### **HOLDING COMPANY OF OUR COMPANY**

Our Company does not have any Holding Companies as on the date of filing of this Prospectus.

#### **SUBSIDIARY COMPANY OF OUR COMPANY**

Our Company does not have any Subsidiary Companies as on the date of filing of this Prospectus.

#### **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunctions or restraining orders.

#### **DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKING, MERGERS , AMALGAMATION, REVALUTAION OF ASSETS ETC.**

There are no Merger, Amalgamation etc. with respect to our Company and we have not acquired a business undertaking since incorporation except merging business of sole proprietorship firm namely “Ace Consultants” which is a fully owned division of the company vide shareholders’ approval in Annual General Meeting dated July 30, 2016.

#### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has seven shareholders as on date of the Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “Capital Structure” beginning on page 51 of the Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “Our Management” on page 107 of the Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non- recurring items of income, refer to section titled “Financial Statements” beginning on page 141 of this Prospectus.

#### **SHAREHOLDER AGREEMENT**

Our company has not entered into any shareholders agreement as on the date of filing of this Prospectus.

#### **COLLABORATION AGREEMENT**

As on the date of the Prospectus, Our company is not party to any collaboration agreement.

#### **OTHER AGREEMENTS**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated 7<sup>th</sup> July, 2016 with Managing Director for his appointment as on the date of filing of this Prospectus.

#### **RESTRICTIVE COVENANTS IN LOAN AGREEMENTS**

Our Company has taken Credit facilities from IndusInd Bank Limited (“Bank”) vide Sanction letter no. IBL/BBG/2016-17/3458 dated 28.01.2017 for which Bank issued us No Objection Certificate in relation to our IPO vide letter dated 03.04.2017.

In terms of sanction letter no. IBL/BBG/2016-17/3458 dated 28.01.2017 following are certain general covenants given by IndusInd Bank Limited for sanction of Credit Limits:

1. During the currency of the Bank’s credit facilities, the borrower shall not without the prior approval of the Bank effect any change in their capital structure / shall not pledge the shares held by promoters beyond



10% of holding etc.

2. Undertake any new project / scheme without the Bank's prior consent.
3. Undertake guarantee obligations on behalf of other companies / associates / affiliates.
4. Declare dividends for any year except out of the profits relating to that year.
5. Grant loans to loans to promoters / partners / directors.

#### **STRATEGIC / FINANCIAL PARTNERS**

Our Company does not have any Strategic /Financial Partner as on the date of this Prospectus.



## OUR MANAGEMENT

### Board of Directors

We are required to have not less than 3 Directors and not more than 15 Directors, subject to section 149 of Companies Act, 2013. As on the date of this Prospectus, our Company has Six Directors on the Board.

The following table sets forth the details regarding our Board of Directors as on the date of filing of this Prospectus with NSE:

Name, Father's/Husband's Name Designation, Address, Occupation Nationality, Term and DIN	Date of Appointment	Other Directorships
<p><b>1. Mr. Chandra Shekhar Verma</b></p> <p><b>Designation:</b> Managing Director  <b>Age:</b> 54 Years  <b>Father's Name:</b> Late Shri Satish Chandra Verma  <b>DIN:</b> 01089951  <b>Address:</b> F-603, Prince Apartment            Plot No.54, I.P. Extension            Delhi – 110092  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> till 06<sup>th</sup> July 2021</p>	<p>Appointed as Director on 04/07/1997</p> <p>Appointed as Managing Director on 7<sup>th</sup> July,2016.</p>	<ol style="list-style-type: none"> <li>1. Ace Integrated Education Private Limited</li> <li>2. Horizon Infoplay Limited</li> <li>3. Bhagvati Electronics Private Limited</li> <li>4. Shivani Realbuild Private Limited</li> <li>5. Ace Mass Rapid Transport Consultants Private Limited</li> <li>6. Shivam Online Education And Calibre Testing Lab Private Limited</li> <li>7. Ametyoffset Printers Private Limited</li> <li>8. A G Engineers Private Limited</li> </ol>
<p><b>2. Mrs. Amita Verma</b></p> <p><b>Designation:</b> Executive Director  <b>Age:</b> 47 Years  <b>Father's Name:</b> Shri Suresh Chandra Saxena  <b>DIN:</b> 01089994  <b>Address:</b> F-603, Prince Apartment            Plot No.54, I.P. Extension Delhi – 110092  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term :</b> Retire by Rotation</p>	<p>Appointed as Director as on 04/07/1997</p>	<ol style="list-style-type: none"> <li>1. Ace Integrated Education Private Limited</li> <li>2. Horizon Infoplay Limited</li> <li>3. Bhagvati Electronics Private Limited</li> <li>4. Shivani Realbuild Private Limited</li> <li>5. Ace Mass Rapid Transport Consultants Private Limited</li> <li>6. Shivam Online Education And Calibre Testing Lab Private Limited</li> <li>7. Ametyoffset Printers Private Limited</li> <li>8. A G Engineers Private Limited</li> </ol>



<p><b>3. Ms Shivangi Chandra</b></p> <p><b>Designation:</b> Non-Executive  <b>Age:</b> 19Years  <b>Father's Name:</b> Chandra Shekhar Verma  <b>DIN:</b> 07559119  <b>Address:</b> EF-141, Windsor Park, Vaibhav Khand, Indrapuram, Ghaziabad – 201010 (U.P.)  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> Retire by Rotation</p>	<p>Appointed as Director as on 20th January 2017</p>	<p>1. Horizon Infoplay Limited</p>
<p><b>4. Mr. Akhilesh Kumar Maheshwari</b></p> <p><b>Designation:</b> Non-Executive &amp; Independent Director  <b>Age:</b> 52 Years  <b>Father's Name:</b> Shri Anand Prakash Somani  <b>DIN:</b> 0062645  <b>Address:</b> G – 270, First Floor, G-Block, Preet Vihar, Delhi - 110092  <b>Occupation:</b> Service  <b>Nationality:</b> Indian  <b>Term:</b> 5 years from date of appointment</p>	<p>Appointed as Director as on 30<sup>th</sup> July, 2016</p>	<p>1. Gulshan Polyols Limited</p>
<p><b>5. Mr. Ashok Kumar Agrawal</b></p> <p><b>Designation:</b> Non-Executive &amp; Independent Director  <b>Age:</b> 53Years  <b>Father's Name:</b> Late Shri Devi Prasad  <b>DIN:</b>0001085921  <b>Address:</b>13, Civil Lines , Gorakhpur-273001  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years from date of appointment</p>	<p>Appointed as Director as on 26<sup>th</sup> August 2016</p>	<p>1. Balaji Bakers private Limited  2. Balaji Edibles private Limited  3. Lotus Financial Advisory Services Private Limited  4. Mahavir Biscuits Private Limited  5. Arbit Developers  6. Parikshit Vinimay Private Limited</p>
<p><b>6. Vikram Gandhi</b></p> <p><b>Designation:</b> Non-Executive &amp; Independent Director  <b>Age:</b> 47 Years  <b>Father's Name:</b> Shri Lalit Kumar Gandhi  <b>DIN:</b>06550307  <b>Address:</b> 131, Anupam Apartment, Saidulajab, New Delhi-110068  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years from date of appointment</p>	<p>Appointed as Director as on 24<sup>th</sup> March, 2017.</p>	<p>1. Aasara India Limited  2. Aasara Projects India (P) Limited  3. ARG Trading Company (P) Limited  4. Dream Near Realty (P) Limited.  5. Aasara Housing Private Limited</p>





For further details on their qualifications, experience, etc., kindly refer to their respective biographies under the heading “Brief Biographies” below.

### BRIEF BIOGRAPHY OF DIRECTORS

	<p><b>Mr. Chandra Shekhar Verma (Promoter and Managing Director)</b></p> <p>Mr. Chandra Shekhar Verma, aged 54 years, is the Promoter &amp; Managing Director of Our Company. He is a fellow member of The Institute of Chartered Accountants of India and he has done B.Com from University of Gorakhpur. He is renowned personality having more than 20 years in a business and is running the company since incorporation. He is a proven influencer &amp; negotiator and has pragmatic approach of getting the required results. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to him during Fiscal Year 2016-2017 as remuneration was Rs. 2,50,000/- p.m.</p>
	<p><b>Mrs. Amita Verma (Promoter and Director)</b></p> <p>Mrs. Amita Verma, aged 47 years, is the Promoter &amp; Director of Our Company. She has done B.Ed from University of Gorakhpur and She is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty years in the industry. Her long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to her during Fiscal Year 2016-2017 as remuneration was Rs. 1,50,000/- p.m.</p>
	<p><b>Ms. Shivangi Chandra (Non – Executive Director)</b></p> <p>Ms. Shivangi Chandra, aged 19 years, is the Non-Executive Director of Our Company. She is pursuing B.A + LLB. Her professional career gives guidance to her employees in achieving targets in a dynamic and complex business environment. She has joined our Company as on January 20, 2017 and is working as a Non-Executive Director. No Compensation was paid to her during Fiscal Year 2016-2017.</p>
	<p><b>Mr. Akhilesh Kumar Maheshwari (Non-Executive and Independent Director)</b></p> <p>Mr. Akhilesh Kumar Maheshwari, aged 52 years, is the Independent Director of Our Company. He is a fellow member of The Institute of Chartered Accountants of India and Associate Member of The Institute of Company Secretary of India. He is Commerce Graduate (B.Com) from Rohilkhand University, Bareilly (Uttar Pradesh). He has vast post qualification experience of over Thirty years in Corporate Sector in the field of Finance and Taxation. No Compensation was paid to him during Fiscal Year 2016-2017.</p>



	<p><b>Mr. Ashok Kumar Agrawal (Non-Executive and Independent Director)</b></p> <p>Mr. Ashok Kumar Agrawal aged 53 years, is a Fellow Member of The Institute of Chartered Accountants of India. He has passed B.Com from Gorakhpur University. He has vast experience of more than Twenty-Five Years in the industry of Manufacturer of food products. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to him during Fiscal Year 2016-2017 was Nil.</p>
	<p><b>Mr. Vikram Gandhi ((Non-Executive and Independent Director)</b></p> <p>Mr. Vikram Gandhi aged 47 years, is a BE (Mechanical) from MSRIT, Bangalore University. He was engaged in the business of managing ice factory and also business of clearing system and presently engaged in the business of development of real estate. The Gross Compensation paid to him during Fiscal Year 2016-2017 was Nil.</p>

## CONFIRMATIONS

As on the date of this Prospectus:

- Mr. Chandra Shekhar Verma and Mrs. Amita Verma are related to each other as husband and wife. Hence they are “relatives” within the meaning of Section 2 (77) of Companies Act, 2013. Except the above stated none of the directors are related to each other.
- Mr. Chandra Shekhar Verma and Ms. Shivangi Chandra are related to each other as Father and Daughter. Hence they are “relatives” within the meaning of Section 2 (77) of Companies Act, 2013. Except the above stated none of the directors are related to each other.
- Mrs. Amita Verma and Ms. Shivangi Chandra are related to each other as Mother and Daughter. Hence they are “relatives” within the meaning of Section 2 (77) of Companies Act, 2013. Except the above stated none of the directors are related to each other.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or Member of their senior management.
- The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of employment.
- None of the above mentioned Directors are on the RBI List of willful defaulters.
- Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
- There are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of our directors. Further, none of the directors of our company have or had been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc has been made.
- 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. For further details refer chapters titled “Outstanding Litigation and Material Developments” beginning on the page 194 of this prospectus.

#### REMUNERATION / COMPENSATION OF DIRECTORS

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 and other applicable laws and regulations. Except Mr. Chandra Shekhar Verma and Mrs. Amita Verma who have been paid Gross Compensation of Rs.2,50,000/- p.m. and Rs.1,50,000/- p.m. during Fiscal Year 2016-17, none of our Directors had received any remuneration during preceding financial year.

#### 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. The following table details the shareholding of our Directors as on the date of this Prospectus

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Chandra Shekhar Verma	23,00,000	46.00	33.82
2.	Mrs. Amita Verma	21,99,600	43.99	32.35
3.	Ms. Shivangi Chandra	500000	10.00	7.35

#### INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid or any loan or advances provided to anybody corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares, if any.

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as stated in the chapter “Our Management” and ‘Related Party Transactions’ beginning on page 107 and 139 respectively of this Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus.





Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

#### PROPERTY INTEREST

Except as stated/referred to in the heading titled “Land & Properties” under Our Business beginning on page 88 of this Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Prospectus 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.

#### CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREEYEARS

Name	Date of event	Nature of event	Reason
Mr. Chandra Shekhar Verma	7th July , 2016	Change in Designation	Appointed as Managing Director
Mr. Akhilesh Kumar Maheshwari	30 <sup>th</sup> July , 2016	Appointment	Appointment as Non-executive & Independent Director
Mr. Ashok Kumar Agrawal	26 <sup>th</sup> August 2016	Appointment	Appointment as Non-executive & Additional Director
Ms. Shivangi Chandra	20 <sup>th</sup> January 2017	Appointment	Non-Executive Director
Mr. Ashok Kumar Agrawal	20 <sup>th</sup> January 2017	Change in Designation	Appointment as Non-executive & Independent Director
Mr. Vikram Gandhi	24 <sup>th</sup> March, 2017	Appointment	Appointment as Non-executive & Independent Director

#### BORROWING POWERS OF OUR BOARD OF DIRECTORS

Our Company has passed a resolution in the Annual General Meeting of our Company held on July 30, 2016 consent of the members of our Company was accorded to the 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 on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company’s bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crore only).

#### CORPORATE GOVERNANCE

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 the SEBI (Listing



Obligation and Disclosure Requirements) Regulations, 2015, 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.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Six Directors. We have One Managing Director, One Executive, One Non-Executive and Three Non-Executive & Independent Directors. The constitution of our Board is in compliance with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**The following committees have been formed in compliance with the corporate governance norms:**

- a. Audit Committee
- b. Shareholders Relationship Committee (Stakeholder's Relationship Committee)
- c. Nomination and Remuneration Committee

#### **I. AUDIT COMMITTEE**

According to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following:

- i. The audit committee shall have minimum three directors as members.
- ii. Two-thirds of the members of audit committee shall be independent directors.
- iii. All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.
- iv. The chairperson of the audit committee shall be an independent director and he shall be present at Annual general meeting to answer shareholder queries.

As per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated **03<sup>rd</sup> April, 2017**. The constituted Audit Committee comprises following members:

#### **COMPOSITION OF AUDIT COMMITTEE:**

<b>Name of Directors</b>	<b>Designation in Committee</b>	<b>Nature of Directorship</b>
Mr. Akhilesh Kumar Maheshwari	Chairman	Non-Executive Independent Director
Mr. Vikram Gandhi	Member	Non-Executive Independent Director
Mr. Chandra Shekhar Verma	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The term of reference of Audit Committee complies with requirements of both Regulation 18 & Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013. The scope and function of the



Audit Committee and its terms of reference shall include the following:

**A. TENURE:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. ROLE OF THE AUDIT COMMITTEE AND REVIEW OF INFORMATION BY AUDIT COMMITTEE:**

Role of Audit Committee together with its powers as Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
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 and auditor's report thereon before submission to the board for approval, with particular reference to;
  - 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
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly 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, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / 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. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, 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 of 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 review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;



20. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.
21. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177 of Companies Act 2013 or referred to it by the Board.

**FURTHER, THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING:**

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**POWERS OF THE AUDIT COMMITTEE:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

**II. NOMINATION AND REMUNERATION COMMITTEE**

According to Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors shall constitute the Nomination and Remuneration Committee as follows:

- i. the committee shall comprise of atleast three directors;
- ii. all directors of the committee shall be non-executive directors; and
- iii. at least fifty percent of the directors shall be independent directors.
- iv. The Chairperson of the nomination and remuneration committee shall be an independent director: Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.
- v. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

As per the applicable provisions of the Section 178 of the Companies Act, 2013 and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee"), vide Board Resolution dated **03<sup>rd</sup> April, 2017**. The constituted Nomination and Remuneration Committee comprises following members:

**COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

Name of Directors	Designation in Committee	Nature of Directorship
Mr. Vikram Gandhi	Chairman	Non-Executive Independent Director
Mr. Ashok Kumar Agrawal	Member	Non-Executive Independent Director



Mr. Shivangi Chandra	Member	Non-Executive & Non-Independent Director
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The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. TENURE:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE SHALL, INTER-ALIA, INCLUDE THE FOLLOWING:**

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. 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.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

**III. STAKEHOLDERS RELATIONSHIP COMMITTEE**

According to Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall constitute a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders. The chairperson of Stakeholders Relationship Committee shall be a non-executive director. The board of directors shall decide other members of this committee

As per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted a Stakeholders Relationship Committee (“Stakeholders Relationship Committee”), vide Board Resolution dated 03<sup>rd</sup> April, 2017. The constituted Stakeholders Relationship Committee comprises following members:

**COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Name of Directors	Designation in Committee	Nature of Directorship
Mr. Akhilesh Kumar Maheshwari	Chairman	Non-executive Independent Director
Mr. Ashok Kumar Agrawal	Member	Non-executive Independent Director
Mr. Chandra Shekhar Verma	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee.

**A. TENURE:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board



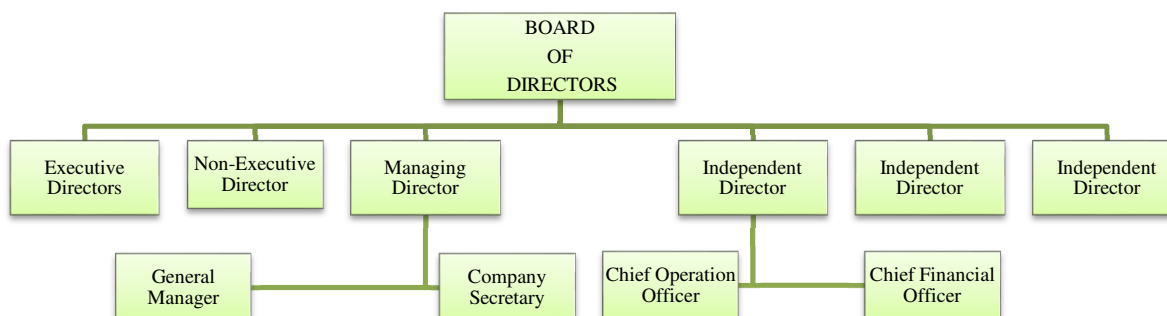
until otherwise resolved by the Board.

## **B. ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

1. Transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
3. Non-receipt of declared dividends, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
4. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
5. Carrying out any other function contained in the Listing Regulation as and when amended from time to time.

## **ORGANISATIONAL STRUCTURE**



## **KEY MANAGERIAL PERSONNEL**

### **Mr. Chandra Shekhar Verma (Promoter & Managing Director)**

Mr. Chandra Shekhar Verma, aged 54 years, is the Promoter & Managing Director of Our Company. He is a fellow member of The Institute of Chartered Accountants of India and he has done B.Com from University of Gorakhpur. He is renowned personality having more than 20 years in a business and is running the company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to him during Fiscal Year 2016-2017 as remuneration was Rs. 30,00,000.

### **Mrs. Amita Verma (Promoter & Director)**

Mrs. Amita Verma, aged 47 years, is the Promoter & Director of Our Company. She has done B.Ed form University of Gorakhpur and she is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty years in the industry. Her long professional career gives guidance to his



employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to her during Fiscal Year 2016-2017 as remuneration was Rs. 18,00,000.

**Mr. Abhishek Kumar Srivastava (Chief Operating Officer)**

Mr. Abhishek Kumar Srivastava aged 36 years is the Chief Operating Officer. He has done MCA (Post Graduation) from UP Technical University Lucknow. He has vast experience of twelve years in the industry. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation of Rs. 7,19,114/- was paid to him during Fiscal Year 2016-2017.

**Mr. Rohit Goel (Chief Financial Officer)**

Mr. Rohit Goel, aged 38 years, is the Chief Financial Officer of our Company. He has joined our Company on January 28, 2009. He has done M.Com from Rohilkhand University, Bareilly. He is responsible for looking after all the matters related to Accounts, Direct & Indirect Taxation. Prior to joining our Company he was associated with Assent Credit Services Private Limited. He has been appointed as CFO of our Company as on July 14, 2016. The Gross Compensation of Rs. 5,22,923/- was paid to him during Fiscal Year 2016-2017.

**Mr. Ranjeet Singh (Company Secretary & Compliance Officer)**

Mr. Ranjeet Singh aged 26 years, is an Associate Member of The Institute of Company Secretaries of India. He has done B.Com from University of Delhi. Prior to joining our Company he was working as Company Secretary Trainee in a Practicing Company Secretary Firm. He has joined our Company as on July 14, 2016 and is working as Company Secretary. The Gross Compensation of Rs. 2,03,226 was paid to him during Fiscal Year 2016-2017.

**Mr. Pratyush Srivastava (General Manager - Marketing)**

Mr. Pratyush Srivastava, aged 51 years is the General Manager - Marketing Head of Our Company. He has joined our Company on 25.03.2017 as a General Manager (Marketing Head) of the Company. He has done B.Sc from University of Delhi. He has overall experience of 28 years in the job out of which he has experience over 20 years in the IT Telecom Sector. The Gross Compensation paid to him during Fiscal Year 2016-2017 is Nil.

**RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

There is no family relationship between the Key Managerial Personnel and Directors of our Company. All of our Key Managerial Personnel are permanent employee of our company.

**ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS**

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel holds any Equity Shares of our Company as on the date of this prospectus.

**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 Key Managerial Personnel.

**LOANS TO KEY MANAGERIAL PERSONNEL**



No loans and advances have been given to the Key Managerial Personnel as on the date of 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 except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration stated above.

#### **CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS**

The changes in the key managerial personnel in the last three years are as follows:

<b>Name of Managerial Personnel</b>	<b>Designation</b>	<b>Date of Event</b>	<b>Reason</b>
Mr. Chandra Shekhar Verma	Managing Director	07 <sup>th</sup> July, 2016	Change in Designation
Mr. Rohit Goel	Chief Financial Officer	14 <sup>th</sup> July, 2016	Appointment
Mr. Ranjeet Singh	Company Secretary	14 <sup>th</sup> July, 2016	Appointment

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**

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 141 of this Prospectus, no amount or benefit has been paid or given within the two 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 PROMOTERS

1. Mr. Chandra Shekhar Verma
2. Mrs. Amita Verma

#### Details of our Individual Promoters

1. Mr. Chandra Shekhar Verma



Mr. Chandra Shekhar Verma, aged 54 years, is the Promoter & Managing Director of Our Company. He is a fellow member of The Institute of Chartered Accountants of India and he has done B.Com from University of Gorakhpur. He is renowned personality having more than 20 years in a business and is running the company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to him during Fiscal Year 2016-2017 as remuneration was Rs. 30,00,000.

Particulars	Details
<b>Bank Account Details</b>	Indian Overseas Bank Indraprastha Extension, Delhi - 110092 Account No: 153401000008251
<b>Passport No:</b>	Mr. Chandra Shekhar Verma do not hold a Passport
<b>PAN:</b>	AAEPV3988L

2. Mrs. Amita Verma



Mrs. Amita Verma, aged 47 years, is the Promoter & Director of Our Company. She has done B.Ed form University of Gorakhpur and She is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty years in the industry. Her long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. The Gross Compensation paid to her during Fiscal Year 2016-2017 as remuneration was Rs. 18,00,000.

Particulars	Details
<b>Bank Account Details</b>	Indian Overseas Bank Preet Vihar, Delhi - 110092 Account No: 153401000000323
<b>Passport No:</b>	Mrs. Amita Verma do not hold a Passport
<b>PAN:</b>	ADGPV1730R



Our Promoter Group in terms of Regulation 2(1)(zb) of SEBI (ICDR) Regulations includes the following persons:

**a) Individual Promoter**

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

S.No	Relationship	Mr. Chandra Shekhar Verma	Mrs. Amita Verma
1.	Father	Sh. Satish Chandra Verma	Late Sh. Suresh Chandra Saxena
2.	Mother	Smt. Jagdamba Devi	Late Smt. Radha Rani Saxena
3.	Spouse	Amita Verma	Chandra Shekhar Verma
4.	Brother	R.K. Verma K.G. Verma	AkhileshSaxena ArunSaxena
5.	Sister	Renuka Srivastava Shushma Srivastava	Dr. Anita Saxena Smt. Archnana Srivastava
6.	Children	Shivangi Chandra Shivani Chandra Shivam Chandra	Shivangi Chandra Shivani Chandra Shivam Chandra
7.	Spouse Father	Late Sh. Suresh Chandra Saxena	Sh. Satish Chandra Verma
8.	Spouse Mother	Late Smt. Radha Rani Saxena	Smt. Jagdamba Devi
9.	Spouse Brother	Akhilesh Saxena Arun Saxena	R.K. Verma K.G. Verma
10.	Spouse Sister	Dr. Anita Saxena Smt. Archnana Srivastava	Renuka Srivastava Shushma Srivastava



**b) Companies and proprietorship firms forming part of our Promoter Group are as follows:**

Relationship with Promoter	Individual Promoter	Individual Promoter
	Mr. Chandra Shekhar Verma	Mrs. Amita Verma
Any company in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	<ol style="list-style-type: none"> <li>1. Ace Integrated Education Private Limited</li> <li>2. Horizon Infoplay Limited</li> <li>3. Bhagvati Electronics Private Limited</li> <li>4. Shivani Realbuild Private Limited</li> <li>5. Ace Mass Rapid Transport Consultants Private Limited</li> <li>6. Shivam Online Education and Calibre Testing Lab Private Limited</li> <li>7. Ametyoffset Printers Private Limited</li> <li>8. A G Engineers Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Ace Integrated Education Private Limited</li> <li>2. Horizon Infoplay Limited</li> <li>3. Bhagvati Electronics Private Limited</li> <li>4. Shivani Realbuild Private Limited</li> <li>5. Ace Mass Rapid Transport Consultants Private Limited</li> <li>6. Shivam Online Education and Calibre Testing Lab Private Limited</li> <li>7. Ametyoffset Printers Private Limited</li> <li>8. A G Engineers Private Limited</li> </ol>
Any company in which a company (mentioned above) holds 10% of the total holding	<ol style="list-style-type: none"> <li>1. Horizon Infoplay Limited holds 33% shares in A G Engineers Private Limited.</li> <li>2. Shivam Online Education and Calibre Testing Lab Private Limited holds 19% shares in A G Engineers Private Limited.</li> <li>3. Bhagvati Electronics Private Limited holds 11% shares in A G Engineers Private Limited.</li> <li>4. Ace Integrated Solutions Limited holds 19% shares in A G Engineers Private Limited.</li> <li>5. Ace Integrated Education Private Limited holds 11% shares in Horizon Infoplay Limited.</li> <li>6. Ace Integrated Solutions Limited holds 10% shares in Ace Integrated Education Private Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. Horizon Infoplay Limited holds 33% shares in A G Engineers Private Limited.</li> <li>2. Shivam Online Education and Calibre Testing Lab Private Limited holds 19% shares in A G Engineers Private Limited.</li> <li>3. Bhagvati Electronics Private Limited holds 11% shares in A G Engineers Private Limited.</li> <li>4. Ace Integrated Solutions Limited holds 19% shares in A G Engineers Private Limited.</li> <li>5. Ace Integrated Education Private Limited holds 11% shares in Horizon Infoplay Limited.</li> <li>6. Ace Integrated Solutions Limited holds 10% shares in Ace Integrated Education Private Limited.</li> </ol>
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total holding	<ol style="list-style-type: none"> <li>1. M/s Ametyoffset Printers (Partnership Firm)</li> <li>2. M/s Ace International (Proprietorship Firm)</li> <li>3. M/s Chandra Shekhar Verma (Proprietorship Firm)</li> <li>4. Talent Search Education</li> </ol>	<ol style="list-style-type: none"> <li>1. M/s Ametyoffset Printers (Partnership Firm)</li> <li>2. Talent Search Education Training &amp; Research Association</li> </ol>



Relationship with Promoter	Individual Promoter	Individual Promoter
	Mr. Chandra Shekhar Verma	Mrs. Amita Verma
	Training & Research Association	

## OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number and Bank Account Number of the Promoters will be submitted to the NSE EMERGE Platform, where the securities of our Company are proposed to be listed at the time of submission of Prospectus. Our Promoters hereby undertakes that they do not hold valid Indian Passport as on date of this prospectus.

## COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Company is having business objects similar to our business except Ace Integrated Solutions Limited, Ace Integrated Education Private Limited and Shivam Online Education and Calibre Testing Lab Private Limited mentioned in the Chapter “Our Group Entities” beginning on page 125 of the Prospectus.

## INTERESTS OF PROMOTERS

### *Interest in promotion of Our Company*

Our promoters are Mr. Chandra Shekhar Verma and Mrs. Amita Verma. Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

### *Interest in the property of Our Company*

Except as disclosed in the chapters titled “Our Business” and “Restated Financial Statements– Related Party Transactions” beginning on page no. 88 and 141 respectively of the Prospectus, our Promoter does not have any interest in any property acquired 2 years prior to the date of the Prospectus or proposed to be acquired by our Company.

### *Interest as Member of our Company*

As on the date of the Prospectus, our Promoters holds 44,99,600 Equity Shares of our Company and is therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company our Promoter does not hold any other interest in our Company.

### *Payment Amounts or Benefit to Our Promoters during the Last Two Years*

No payment has been made or benefit given to our Promoters in the two years preceding the date of the Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Statements’ and ‘Capital Structure’ on pages 107, 141 and 51 respectively of the Prospectus.



Further as on the date of the Prospectus, there is no bonus or profit sharing plan for our Promoters.

### **CONFIRMATIONS**

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 194 of the Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

### **RELATED PARTY TRANSACTIONS**

Except as disclosed in the “Related Party Transactions” beginning on page 139 of the Prospectus, our Company has not entered into any related party transactions with our Promoters.



## OUR GROUP ENTITIES

Below mention are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

### A. Our Promoter Group Companies include:

1. Ace Integrated Education Private Limited
2. Horizon Infoplay Limited
3. Bhagvati Electronics Private Limited
4. Shivani Realbuild Private Limited
5. Ace Mass Rapid Transport Consultants Private Limited
6. Shivam Online Education And Calibre Testing Lab Private Limited
7. Ametyoffset Printers Private Limited
8. A.G. Engineers Private Limited

### B. Other Group Entities includes:

The details of our Group Entities are provided below:

1. M/s. Ametyoffset Printers (Partnership Firm)
2. M/s Ace International (Proprietorship Firm)
3. M/s Chandra Shekhar Verma (Proprietorship Firm)
4. Talent Search Education Training & Research Association (Trust)

## A. OUR PROMOTER GROUP COMPANIES

### 1. Ace Integrated Education Private Limited

#### *Corporate Information*

Ace Integrated Education Private Limited was originally incorporated on August 02, 1992 under Companies Act, 1956. The registered office of the company is situated at F-603, Prince APTS. 54, I.P. Extn, Delhi-92. The Corporate Identification Number is U74899DL1992PTC050827. The company engaged in the business of education consultancy/advisory of running of educational institutes for competitive educational purpose in India/abroad.

#### *Board of Directors*

The Directors of Ace Integrated Education Private limited as on the date of this Prospectus are as follows:

Name	Designation
Chandra Shekhar Verma	Director
Amit Verma	Director

#### *Shareholding Pattern:*

Shareholding pattern of Ace Integrated Education Private limited as on the date of this Prospectus are as follows:



Name	Number of Shares
Chandra Shekhar Verma	58200
Amita Verma	70200
Meera Srivastava	33600
Raj Kumar Verma	15000
Jagdamba Devi	23500
Geetika Saxena	9000
Vikas Srivastava	9000
Yogesh Srivastava	13500
Suman Srivastava	13500
Dr. Anita Saxena	9000
M/s Ace Integrated Solutions Limited	30000
Akhilesh Saxena	9000
Dr. G. K. Saxena	6500
<b>Total</b>	<b>300000</b>

*Financial performance*

(in Rs.)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity capital	30,00,000	30,00,000	30,00,000
Reserves and surplus (excluding revaluation)	23,94,090	20,40,226	18,83,278
Total Income	9,45,000	3,40,000	3,00,000
Profit/(Loss) after tax	3,53,864	1,26,948	1,15,880
Earnings per share (Rs.) (Basic)	1.18	0.42	0.39
Earnings per share (Rs.) (Diluted)	1.18	0.42	0.39



Net Worth	53,94,090	50,40,226	48,83,278
Net asset value per share (Rs.)	17.98	16.80	16.27

## 2. Horizon Infoplay limited

Horizon Infoplay Limited was incorporated on December 14, 1995 under the Companies Act, 1956. The registered office of the Company is situated at F-217 A, W5D4 Sainik Farms New Delhi -110062. The Corporate Identification Number is U74899DL1995PLC074634. The Company is carrying on the business in developing, marketing and exporting of all kinds of Computer Softwares.

### *Board of Directors*

The Directors of Horizon Infopaly Limited as on the date of the Prospectus are as follows:

Name	Designation
Chandra Shekhar Verma	Director
Amita Verma	Director
Shivangi Chandra	Director

### *Shareholding Pattern:*

The Shareholding Pattern Horizon Infopaly Limited as on date of the Prospectus:

Name	Number of Shares
Chandra Shekhar Verma	18000
Amita Verma	100
Shivangi Chandra	100
M/s Amety Offset Printers	24900
Ace Integrated Education Private Limited	5500
Shivam Online Education and Calibre Testing Lab Private Limited	1300
Shivani Realbuild Private Limited	100
<b>Total</b>	<b>50000</b>





### Financial Performance

(in Rs.)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity capital	5,00,000	5,00,000	5,00,000
Reserves and surplus (excluding revaluation)	(8,39,655)	(7,90,737)	(6,73,264)
Total Income	0	0	0
Profit/(Loss) after tax	(48,918)	(1,17,473)	(80,495)
Earnings per share (Rs.) (Basic)	(0.98)	(2.35)	(1.61)
Earnings per share (Rs.) (Diluted)	(0.98)	(2.35)	(1.61)
Net Worth	(3,39,655)	(2,90,737)	(1,73,264)
Net asset value per share (Rs.)	-	-	-

### 3. Bhagvati Electronics Private Limited

#### Corporate Information

Bhagvati Electronics Private Limited was incorporated on September 08, 1998 under Companies Act, 1956. The registered office of the Company is situated F-603, Prince Apartments Plot No. 54, I.P Extension Delhi East, Delhi DL 110092. The Corporate Identification Number is U71302DL1998PTC096082. The Company carry on the business as manufacturers, producers, processors, assemblers, buyers, sellers, dealers etc. in magnetic tapes, tape records, audio, video or components used in audio visual devices.

#### Board of Directors

The Directors of Bhagvati Electronics Private Limited as on the date of this Prospectus are as follows

Name	Designation
Chandra Shekhar Verma	Director
Amita Verma	Director

#### Shareholding Pattern:

The Shareholding Pattern of Bhagvati Electronics Private Limited as on date of the Prospectus:

Name	Number of Shares
Chandra Shekhar Verma	9,800



Amita Verma	200
<b>Total</b>	<b>10,000</b>

### *Financial Performance*

(in Rs.)

Particulars	March31, 2016	March31, 2015	March31, 2014
Equity capital	1,00,000	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(1,37,320)	(1,20,650)	(97,238)
Total Income	-	-	-
Profit/(Loss) after tax	(16,670)	(23,412)	(10,386)
Earnings per share (Rs.) (Basic)	-	-	-
Earnings per share (Rs.) (Diluted)	-	-	-
Net Worth	(37,320)	(20,650)	2,762
Net asset value per share (Rs.)	-	-	-

#### **4. Shivani Realbuild Private Limited**

##### *Corporate Information*

Shivani Realbuild Private Limited was incorporated on January 16, 2014 under the Companies Act, 1956. The registered office of the Company is situated B-13 DSIDC Complex Functional Industrial Estate INDL. Area, Patparganj Delhi - 110092. The Corporate Identification Number of the Company is U70100DL2014PTC263652. The Company indulge in the business of self plot construction and development multistory Residential and Commercial complex, construction of factory and real estate Agent, Real estate promoters, Developers and project management Association etc.

##### *Board of Directors*

The Directors of Shivani Realbuild Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chandra Shekhar Verma	Director
Amita Verma	Director

##### *Shareholding Pattern*

The Shareholding Pattern of Shivani Realbuild Private Limited as on date of the Prospectus:



Name	Number of Shares
Chandra Shekhar Verma	5000
Amita Verma	5000
<b>Total</b>	<b>10000</b>

#### *Financial Performance*

(in Rs.)

Particulars	March 31, 2016	March 31, 2015
Equity capital	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(57,953)	(29,210)
Total Income	-	-
Profit/(Loss) after tax	(28,743)	(29,210)
Earnings per share (Rs.) (Basic)	0.00	0.00
Earnings per share (Rs.) (Diluted)	0.00	
Net Worth	42,047	70,790
Net asset value per share (Rs.)	4.20	7.09

#### **5. Ace Mass Rapid Transport Consultants Private Limited**

##### *Corporate Information*

Ace Mass Rapid Transport Consultants Private Limited was originally incorporated on January 10, 2014 under Companies Act, 1956. The registered office of the company is situated B-13 DSIDC Complex Functional Industrial Estate INDL Area Patparganj New Delhi - 110092. The Corporate Identification Number is U74900DL2014PTC263346. The company carries on the business to provide expertise consultancy for new and upcoming mass rapid transit within the country and overseas, to assist in their capacity building.

##### *Board of Directors*

The Directors of Ace Mass Rapid Transport Consultants Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chandra Shekhar Verma	Director



Amita Verma	Director
-------------	----------

### ***Shareholding Pattern***

The Shareholding Pattern of Ace Mass Rapid Transport Consultants Private Limited as on date of the Prospectus:

<b>Name</b>	<b>Number of Shares</b>
Chandra Shekhar Verma	5000
Amita Verma	5000
<b>Total</b>	<b>10000</b>

### ***Financial Performance***

(in Rs.)

<b>Particulars</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>
Equity capital	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(53,753)	(28,210)
Total Income	-	-
Profit/(Loss) after tax	(25,543)	(28,210)
Earnings per share (Rs.) (Basic)	(2.55)	(2.82)
Earnings per share (Rs.) (Diluted)	(2.55)	(2.82)
Net Worth	74,457	71,790
Net asset value per share (Rs.)	7.44	7.18

## **6. Shivam Online Education And Calibre Testing Lab Private Limited**

### ***Corporate Information***

Shivam Online Education And Calibre Testing Lab Private Limited was originally incorporated on September 03, 2014 under Companies Act, 2013. The registered office of the company is situated F-603, Prince Apartment Plot No.54, I.P. Extension, Delhi - 110092. The Corporate Identification Number is U72900DL2014PTC271174. The company carries on the business of providing services of Information Technology enabled Education, conducting online examination and Information Technology enabled services.

### ***Board of Directors***

The Directors of Shivam Online Education And Calibre Testing Lab Private Limited as on the date of this Prospectus are as follows:



Name	Designation
Chandra Shekhar Verma	Director
Amita Verma	Director

### **Shareholding Pattern**

The Shareholding Pattern of Shivam Online Education And Calibre Testing Lab Private Limited as on the date of this Prospectus are as follows:

Name	Number of Shares
Chandra Shekhar Verma	5000
Amita Verma	5000
<b>Total</b>	<b>10000</b>

### **Financial Performance**

(in Rs.)

Particulars	March 31, 2016	March 31, 2015
Equity capital	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(30,761)	(24,780)
Total Income	18,92,492	-
Profit/(Loss) after tax	55,541	(24,780)
Earnings per share (Rs.) (Basic)	5.55	-
Earnings per share (Rs.) (Diluted)	5.55	-
Net Worth	69,239	75,220
Net asset value per share (Rs.)	6.92	7.52

## **7. Ametyoffset Printers Private Limited**

### **Corporate Information**

Ametyoffset Printers Private Limited was originally incorporated on September 12, 2014 under Companies Act, 1956. The registered office of the company is situated F-603, Prince Apartment Plot No.54, I.P. Extension, Delhi - 110092. The Corporate Identification Number is U22100DL2014PTC271503. The company is incorporated to takeover the running business of Partnership Firm Amety offset Printers, to print and publish newspaper, books and periodicals, journals and magazines.



### ***Board of Directors***

The Directors of Ametyoffset Printers Private Limited as on the date of this Prospectus are as follows:

<b>Name</b>	<b>Designation</b>
Chandra Shekhar Verma	Director
Amita Verma	Director

### ***Shareholding Pattern***

The Shareholding Pattern of Ametyoffset Printers Private Limited as on the date of this Prospectus is as follows:

<b>Name</b>	<b>Number of Shares</b>
Chandra Shekhar Verma	5000
Amita Verma	5000
<b>Total</b>	<b>10000</b>

### ***Financial Performance***

(in Rs.)

<b>Particulars</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>
Equity capital	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(51,317)	(25,520)
Total Income	-	-
Profit/(Loss) after tax	(25,797)	(25,520)
Earnings per share (Rs.) (Basic)	(2.58)	(2.55)
Earnings per share (Rs.) (Diluted)	(2.58)	(2.55)
Net Worth	48,683	74,480
Net asset value per share (Rs.)	4.86	7.44

## **8. A.G. Engineers Private Limited**

### ***Corporate Information***

A.G. Engineers Private Limited was incorporated on May 06, 1986 under Companies Act, 1956. The registered office of the Company is situated B-13 DSIDC Complex Functional Industrial Estate INDL Area, Patparganj Delhi - 110092. The Corporate Identification Number is U74899DL1986PTC024138. The Company carry on the business of manufacturing, processing, importing and dealing in several type



of engineering forgings being used in railways, defence, mines, cement plants etc.

**Board of Directors**

The Directors of A.G. Engineers Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Chandra Shekhar Verma	Director
Amita Verma	Director

**Shareholding Pattern:**

The Shareholding Pattern of A.G. Engineers Private Limited as on date of the Prospectus:

Name	Number of Shares
Chandra Shekhar Verma	700
Amita Verma	500
Shivangi Chandra	100
Ace Integrated Solutions Limited	1900
Ace Integrated Education Private Limited	500
Bhagvati Electronics Private Limited	1100
Shivam Online Education and Calibre Testing Lab Private Limited	1900
Horizon Infoplay Limited	3300
<b>Total</b>	<b>10,000</b>

**Financial Performance**

(in Rs.)

Particulars	March31, 2016	March31, 2015	March31, 2014
Equity capital	1,00,000	1,00,000	1,00,000
Reserves and surplus (excluding revaluation)	(2,55,630)	(2,47,795)	(2,42,067)
Total Income	-	-	-
Profit/(Loss) after tax	(7,835)	(5,728)	(5,515)
Earnings per share (Rs.) (Basic)	(0.78)	(0.57)	(0.55)
Earnings per share (Rs.) (Diluted)	(0.78)	(0.57)	(0.55)



Net Worth	(1,55,630)	(1,47,795)	(1,42,067)
Net asset value per share (Rs.)	-	-	-

**B. OTHER GROUP ENTITIES:**

**1. M/s Amety offset Printers (Partnership Firm)**

<b>Brief History of the Firm / HUF / Trust</b>	The Partnership Firm (Amety Offset Printers) is engaged in printing business
<b>Date of Incorporation</b>	28/11/2006
<b>Registered Office</b>	12/38 SITE-IV SAHIBABAD INDUSTRIAL AREA GHAZIABAD U.P.
<b>Nature of Activities</b>	<b>PRINTING PRESS</b>

**Partners of M/s. AMETY OFFSET PRINTERS:**

As on March 31, 2016, the Firm has 2 partners in the following profit sharing ratio:

Particulars	% Stake
CHANDRA SHEKHAR VERMA	50.00
AMITA VERMA	50.00
<b>Total</b>	<b>100.00</b>

**Financial Performance**

*In*

*Rupees*

Particulars	For the Financial Year ended March 31 (In Rs)		
	2016	2015	2014
Operating Income	1445922.00	630947.00	532606.00
Profit/ loss After Tax	446790.00	194964.00	164577.00
Capital	17683261.73	16828745.33	3032531.33

**2. M/s Talent Search Education Training and Research Association (Trust)**

<b>Brief History of the Trust</b>	The Trust is established on March 28, 2007 with the objective of providing sound education to children of all communities
<b>Date of Incorporation</b>	March 28, 2007
<b>Registered Office</b>	F-4, First Floor, Local Shopping Complex, Pankaj Corner Plaza I, between Kothari and Prince Society, IP Extension, Delhi – 110092
<b>Nature of Activities</b>	The Trust is engaged in providing sound education to children of all communities
<b>PAN</b>	AABAT3955F

**Trustees of M/s. Talent Search Education Training and Research Association**

As on March 31, 2016, the Trust has following Trustees:





Name of Trustees
Chandra Shekhar Verma
Amita Verma
D Ghosh
B K Kumar
D N Srivastava
Achyutananda Mishra
Geeta Srivastava
B R Sharma
B S Saini
Archna Srivastava
Akhilesh Saxena

### **Financial Performance**

Particulars	For the Financial Year ended March 31 (In Rs)		
	<i>In Rupees</i>		
	2016	2015	2014
Operating Income	NIL	NIL	NIL
Profit/ loss After Tax	NIL	NIL	NIL
Capital	NIL	NIL	NIL

### **3. M/s Ace International (Proprietorship Firm)**

M/s Ace International is situated at F-603, Prince Apartment, Plot No. 54, IP Extension, Parpatganj, Delhi - 110092. The Permanent Account Number (PAN) of M/s Ace International is AAEPV3988L.

Proprietor of M/s Ace International:

Sr. No.	Particulars	Status
1.	Chandra Shekhar Verma	Proprietor

Financial performance of the firm for last three years as mentioned below:

*(in Rs.)*

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Income from Salary	NIL	NIL	NIL
Income from House Property	NIL	NIL	NIL
Income from Business and Profession	NIL	NIL	NIL
Short Term Capital Gain	NIL	NIL	NIL
Income from Other Sources	NIL	NIL	NIL
Total	NIL	NIL	NIL
Tax Paid / Refund	NIL	NIL	NIL



#### 4. M/s Chandra Shekhar Verma (Proprietorship Firm)

M/s Chandra Shekhar Verma is situated at F-603, Prince Apartment, Plot No. 54, IP Extension, Parpatganj, Delhi - 110092. The Permanent Account Number (PAN) of M/s Chandra Shekhar Verma is AAEPV3988L.

Proprietor of M/s Chandra Shekhar Verma:

Sr. No.	Particulars	Status
1.	Chandra Shekhar Verma	Proprietor

Financial performance of the firm for last three years as mentioned below:

(in Rs.)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Income from Salary	-	-	-
Income from House Property	-	-	-
Income from Business and Profession	3,30,729	9,15,910	25,05,490
Short Term Capital Gain	0	0	0
Income from Other Sources	-	-	-
Total	3,30,729	9,15,910	25,05,490

#### CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. . None of the group entities have negative net worth as on the date of this Prospectus except Horizon Infoplay Limited, Bhagwati Electronics Private Limited and A.G. Engineers Private Limited.

#### INTERESTS OF OUR GROUP COMPANIES

None of our Group Companies are interested in the promotion of our Company. Except as disclosed in the section titled "Financial Statements" beginning on page 141 of the Prospectus and to the extent of their shareholding in our Company, our Group Companies do not have any other interest in our Company.

#### SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

#### LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 194 of this Prospectus.



#### **DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS**

None of our Promoters have disassociated themselves from any of the companies / partnership firms during preceding three years.

#### **SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES**

There is no sale purchase between our Company and Group Entities except as mention in Related Party Disclosures under the chapter titled “Financial Statement” beginning on page 141 of this Prospectus.

#### **COMMON PURSUITS**

There are no common pursuits among our Company and Group Company or any objects similar to that of our Company’s business except among Shivam Online Education And Calibre Testing Lab Private Limited, Ace Integrated Solutions Limited and Ace Integrated Education Private Limited. Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.



## **RELATED PARTY TRANSACTIONS**

For related party transactions please refer to Page no. 141 under the chapter titled “Financial Statements, as restated” of the Prospectus.



## DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, 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.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual/ Extra Ordinary 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.

Details of the dividend declared, in the last five years, by our Board of Directors, which are subject to the Shareholders Approval:

Description	Financial Year 2011-12	Financial Year 2012-13	Financial Year 2013-14	Financial Year 2014-15	Financial Year 2015-16
Face value of Equity Shares (Rs.)	10	10	10	10	10
Dividend (Rs.)	-	-	-	-	17,50,000
Dividend Tax (Rs.)	-	-	-	-	3,56,258
Dividend per Equity Share (Rs.)	-	-	-	-	.70
Dividend rate (%)	-	-	-	-	7.00%

Our dividend payments and policy in the past is not necessarily indicative of our dividend policy or dividend amounts in the future.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.



## SECTION-V FINANCIAL INFORMATION

### INDEPENDENT AUDITOR'S REPORT ON EXAMINATION OF RESTATED FINANCIAL INFORMATION

To,  
The Board of Directors  
**Ace Integrated Solutions Limited**  
B-13, DSIDC Complex Functional Indl Estate  
Industrial Area, Patparganj,  
New Delhi -110 092

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Ace Integrated Solutions Limited** (hereinafter referred to as "the Company") as approved by the Board of Directors of the Company in their meeting on April 03, 2017 prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable ('Guidance Note'), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated July, 07, 2016 in connection with the proposed Initial Public Offer (IPO) of the Company.
2. These Restated Financial Information (included in Annexure I to XIII) have been extracted by the Management of the Company from:
  - (a) The Company's Audited Financial Statements for the period ended December 31, 2016 and year ended March 31, 2016, 2015, 2014, 2013 and 2012, which have been approved by the Board of Directors at their meeting held on February 23, 2017 and July 07, 2016, September 04, 2015, September 04, 2014, September 03, 2013 and September 24, 2012 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Information, are the responsibility of the Company's Management. The Financial Statement of the Company for the nine months ended December 31, 2016 and for financial year ended March 31, 2016, 2015, have been audited by P Rastogi & Co and for financial year ended March 31, 2014, 2013 and 2012 have been audited by Amar Pal & Co and had issued unqualified reports for these years.
  - (b) The Interim Financial Statements for the period ended December 31, 2016, which have been prepared in accordance with the generally accepted accounting principles in India ('GAAP'), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25 Interim financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, have been approved by the Board of Directors at their meeting held on February 23, 2017.
3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:



- (i) The Restated Statement of Assets and Liabilities as at December 31, 2016, March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out in Annexure – I to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/reclassification as in our opinion were appropriate.. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial interim period / years.
  - (ii) The Restated Statement of Profit and Loss of the Company for the period ended December 31, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out in Annexure – II to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant six months period / financial years.
  - (iii) The Restated Statement of Cash flows of the Company for the period ended December 31, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out in Annexure – III (to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant six months period / financial years.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Information:
- (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in six months period / respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at September 30, 2016;
  - (b) have been made after incorporating adjustments for prior period and other material amounts in the six months period / respective financial years to which they relate to; and;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Information and do not contain any qualification requiring adjustments.
5. We have also examined the following Restated Financial Information as set out in the Annexures to this report and forming part of the Restated Financial Information, prepared by the management of the Company and approved by the Board of Directors on April 03, 2017, relating to the company for the nine months period ended December 31, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012:
- i) Restated Statement of Assets and Liabilities included in Annexure – I;
  - ii) Restated Statement of Profit and Loss included in Annexure – II;
  - iii) Restated Statement of Cash flow from Restated Financial Statement included in Annexure III;
  - iv) Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements as included in Annexure IV.
  - v) Restated Statement of Share Capital included in Annexure V;



- vi) Restated Statement of Long Term Borrowings included in Annexure VI;
  - vii) Restated Statement of Long Term & Short Term Loans and Advances included in Annexure VII;
  - viii) Restated Statement of Contingent Liabilities, included in Annexure VIII;
  - ix) Restated Statement of Accounting Ratios, included in Annexure IX;
  - x) Restated Statement of Earning Per Share, included in Annexure X;
  - xi) Restated Statement of Capitalisation, included in Annexure XI;
  - xii) Restated Statement of Related Party Transaction, included in Annexure XII;
  - xiii) Restated Statement of Tax Shelters, included in Annexure XIII;
  - xiv) Restated Statement of Financial indebtedness, included in Annexure XIV.
  - xv) Notes to Restated Financial Statements, included in Annexure XV.
6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the financial statements referred to herein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. In our opinion, the above Restated Financial Information contained in Annexure I to XV to this report read along with the Basis of Preparation and Significant Accounting policies (Refer Annexure – IV) and Notes to Restated Financial Information (Refer Annexure – XV) after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

**For RPMD & Associates.**  
**Chartered Accountants**  
**ICAI Firm's Reg. No. 005961C**

**Rahul Jain**  
**(Partner)**  
**M. No. 518352**

**Place: Delhi**  
**Dated: April 10, 2017**





**ANNEXURE – I: STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE**

(Rs. in Lakhs)

Particulars	Note No.	As at Dec,31	As at March 31,				
		2016	2016	2015	2014	2013	2012
<b>I Equity and Liabilities</b>							
<b>1 Shareholders' Funds</b>							
(a) Share Capital	<b>2.1</b>	500.00	250.00	1.00	1.00	1.00	1.00
(b) Reserves & Surplus	<b>2.2</b>	110.29	281.20	404.36	307.32	188.65	121.44
(c) Money received against share warrants		-	-	-	-	-	-
		<b>610.29</b>	<b>531.20</b>	<b>405.36</b>	<b>308.32</b>	<b>189.65</b>	<b>122.44</b>
<b>2 Share application money pending allotment</b>		-	-	-	-	-	-
<b>3 Non-Current Liabilities</b>							
(a) Long-term borrowings	<b>2.3</b>	223.72	221.53	8.70	9.07	11.01	11.97
(b) Deferred Tax Liabilities (Net)	<b>2.27</b>	0.46	3.03	0.86	-	5.22	4.22
(c) Other Long Term Liabilities	<b>2.4</b>	-	-	-	-	-	-
(d) Long Term Provisions	<b>2.5</b>	-	-	-	-	-	-
		<b>224.18</b>	<b>224.56</b>	<b>9.56</b>	<b>9.07</b>	<b>16.23</b>	<b>16.19</b>
<b>4 Current Liabilities</b>							
(a) Short Term Borrowings	<b>2.6</b>	-	320.61	247.25	-	125.77	19.16
(b) Trade Payables	<b>2.7</b>	833.51	540.27	314.94	487.62	284.33	135.07
(c) Other current Liabilities	<b>2.8</b>	93.69	335.98	7.12	31.42	24.20	14.29
(d) Short Term Provisions	<b>2.9</b>	-	21.06	-	-	0.28	0.28
		<b>927.20</b>	<b>1,217.92</b>	<b>569.32</b>	<b>519.04</b>	<b>434.58</b>	<b>168.80</b>
<b>Total</b>		<b>1,761.67</b>	<b>1,973.69</b>	<b>984.24</b>	<b>836.43</b>	<b>640.46</b>	<b>307.43</b>
<b>II Assets</b>							
<b>1 Non-Current Assets</b>							
(a) Fixed Assets		-	-	-	-	-	-
(i) Tangible Assets	<b>2.10</b>	233.95	189.19	170.59	191.98	78.07	68.90
(ii) Intangible Assets							
(iii) Capital Work In Progress		-	78.92	78.92	74.20	43.20	-
(b) Non - Current	<b>2.11</b>						



	Investments		3.00	3.00	3.00	10.63	40.45	4.12
	(c) Long Term Loans and Advances	<b>2.12</b>	264.26	110.87	90.37	172.64	170.66	75.68
	(d) Deferred Tax Assets (Net)	<b>2.27</b>	-	-	-	3.23	-	-
	(e) Other Non Current Assets	<b>2.13</b>	-	-	-	-	-	-
			<b>501.20</b>	<b>381.99</b>	<b>342.88</b>	<b>452.68</b>	<b>332.37</b>	<b>148.70</b>
<b>2</b>	<b>Current Assets</b>							
	(a) Current investments							
	(b) Inventories	<b>2.14</b>	-	-	-	-	-	-
	(c) Trade Receivables	<b>2.15</b>	186.36	1,141.58	274.10	218.91	229.80	116.13
	(d) Cash and Cash Equivalents	<b>2.16</b>	818.42	270.78	239.98	74.77	0.28	1.10
	(e) Short-term loans and advances	<b>2.17</b>	255.59	175.86	127.28	90.06	78.00	31.72
	(f) Other Current Assets	<b>2.18</b>	0.11	3.48	-	-	-	9.78
			<b>1,260.47</b>	<b>1,591.70</b>	<b>641.36</b>	<b>383.75</b>	<b>308.09</b>	<b>158.73</b>
	<b>Total</b>		<b>1,761.67</b>	<b>1,973.69</b>	<b>984.24</b>	<b>836.43</b>	<b>640.46</b>	<b>307.43</b>



**ANNEXURE – II: STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE**

(Rs. in Lakhs)

Particulars	Notes No.	For Nine months Ended	For the year ended					
		Dec 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	
<b>I Revenue:</b>								
Revenue from operations (net)	<b>2.19</b>	1,519.57	2,097.10	1,515.77	1,409.83	946.95	402.18	
Other income	<b>2.20</b>	15.53	9.39	8.00	65.37	3.32	5.74	
<b>Total revenue</b>		<b>1,535.09</b>	<b>2,106.49</b>	<b>1,523.77</b>	<b>1,475.19</b>	<b>950.26</b>	<b>407.92</b>	
<b>II Expenses:</b>								
Cost of material Consumed	<b>2.21</b>	-	-	-	-	-	-	
Purchases of Stock-in-Trade		-	-	-	-	-	-	
Changes in inventories of Finished goods, work-in-progress, Stock in Trade	<b>2.22</b>	-	-	-	-	-	-	
Employee benefit expenses	<b>2.23</b>	83.71	119.71	83.47	77.10	72.19	53.55	
Finance costs	<b>2.24</b>	35.20	41.77	6.44	8.16	5.22	4.47	
Depreciation and amortization expense	<b>2.10</b>	48.73	63.29	43.67	16.37	11.23	12.38	
Other expenses	<b>2.25</b>	1,234.53	1,662.20	1,220.14	1,222.91	764.36	301.34	
<b>Total Expenses</b>		<b>1,402.17</b>	<b>1,886.97</b>	<b>1,353.72</b>	<b>1,324.54</b>	<b>853.00</b>	<b>371.73</b>	
<b>III Profit/(loss) before exceptional, extraordinary items &amp;</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>36.19</b>	



	<b>tax (I-II)</b>							
<b>IV</b>	<b>Exceptional Items</b>	<b>2.26</b>	-	-	-	-	-	<b>0.44</b>
<b>V</b>	<b>Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>
<b>VI</b>	<b>Extraordinary Items</b>		-	-	-	-	-	-
<b>VI I</b>	<b>Profit/(loss) before tax (V-VI)</b>		<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>
<b>VI II</b>	<b>Tax expense :</b>							
	(i) Current tax		56.40	70.45	60.00	40.43	29.06	12.50
	(ii) Deferred Tax		(2.57)	2.17	4.09	(8.45)	1.00	(1.45)
	(iii) MAT Credit		-	-	-	-	-	-
<b>IX</b>	<b>Profit/(loss) For the year (VII-VIII)</b>		<b>79.09</b>	<b>146.90</b>	<b>105.96</b>	<b>118.67</b>	<b>67.21</b>	<b>24.70</b>
<b>X</b>	<b>Earning per equity share in Rs.:</b>							
	(1) Basic		<b>1.58</b>	<b>2.94</b>	<b>2.12</b>	<b>2.37</b>	<b>1.34</b>	<b>0.49</b>
	(2) Diluted		<b>1.58</b>	<b>2.94</b>	<b>2.12</b>	<b>2.37</b>	<b>1.34</b>	<b>0.49</b>



**ANNEXURE – III: STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE**

(Rs. in Lakhs)

Particulars	As at Dec,31	As at March, 31					
	2016	2016	2015	2014	2013	2012	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>							
<b>Profit/ (Loss) before tax</b>	<b>132.92</b>	<b>219.52</b>	<b>170.05</b>	<b>150.65</b>	<b>97.27</b>	<b>35.75</b>	
Adjustments for:							
Depreciation & amortization	48.73	63.29	43.67	16.37	11.23	12.38	
Interest Expense	28.61	31.47	4.45	6.27	3.72	3.72	
Profit on Sale of Fixed Assets	-	-	-	-	-	-	
Interest Received	(14.15)	(6.05)	(5.91)	(2.84)	(0.87)	(2.85)	
Provision for Leave Encashment	-	-	-	-	-	-	
<b>Operating profit before working capital changes</b>	<b>196.11</b>	<b>308.23</b>	<b>212.26</b>	<b>170.46</b>	<b>111.35</b>	<b>48.99</b>	
Movements in working capital :							
(Increase)/ Decrease in Inventories	-	-	-	-	-	-	
(Increase)/Decrease in Trade Receivables	955.22	(867.48)	(55.18)	10.89	(113.67)	1.03	
(Increase)/Decrease in Other Receivables	(229.74)	(72.56)	45.04	(14.03)	(131.48)	(29.24)	
Increase(Decrease) in Trade Payables and Other Liabilities	29.89	575.25	(196.98)	210.23	159.16	41.66	
<b>Cash generated from operations</b>	<b>951.48</b>	<b>(56.56)</b>	<b>5.14</b>	<b>377.55</b>	<b>25.35</b>	<b>62.44</b>	
Income tax Refund/ (paid) during the year	56.40	70.45	60.00	40.43	29.06	12.50	
<b>Net cash from operating activities</b>	<b>A</b>	<b>895.08</b>	<b>(127.01)</b>	<b>(54.86)</b>	<b>337.12</b>	<b>(3.70)</b>	<b>49.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>							
Purchase of Fixed assets	(14.57)	(81.90)	(35.91)	(161.30)	(63.59)	(45.95)	
(Purchase)/ Sale of Long Term Investment	-	-	7.63	29.81	(36.33)	(0.05)	
Sale of Fixed Assets	-	-	-	-	-	-	
Interest Received	14.15	6.05	5.91	2.84	0.87	2.85	
<b>Net cash from investing activities (B)</b>	<b>B</b>	<b>(0.41)</b>	<b>(75.85)</b>	<b>(22.37)</b>	<b>(128.64)</b>	<b>(99.05)</b>	<b>(43.15)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>							
Interest paid on borrowings	(28.61)	(31.47)	(4.45)	(6.27)	(3.72)	(3.72)	



Proceeds/(Repayment) of Short Term Loans		(320.61)	73.36	247.25	(125.77)	106.61	(4.85)
Proceeds/ (Repayment) of Long Term Loans		2.19	212.83	(0.37)	(1.94)	(0.95)	1.75
Dividend & DDT		-	(21.06)	-	-	-	-
<b>Net cash from financing activities (C)</b>	<b>C</b>	<b>(347.03)</b>	<b>233.67</b>	<b>242.43</b>	<b>(133.99)</b>	<b>101.94</b>	<b>(6.82)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>D</b>	<b>547.63</b>	<b>30.81</b>	<b>165.20</b>	<b>74.49</b>	<b>(0.82)</b>	<b>(0.03)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>270.78</b>	<b>239.98</b>	<b>74.77</b>	<b>0.28</b>	<b>1.10</b>	<b>1.13</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>818.42</b>	<b>270.78</b>	<b>239.98</b>	<b>74.77</b>	<b>0.28</b>	<b>1.10</b>



**Annexure IV: Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements for the nine months ended December 31, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012.**

**1. General Information**

The company is engaged in contract business of highly confidential work of manpower recruitment of various Govt/ Semi Govt organisation by processing online/offline application and conduction of examination, and processing of examination results.

**2. Basis of Preparation of Restated Standalone Summary Financial Information**

i. The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at December 31, 2016 and March 31, 2016, 2015, 2014, 2013, and 2012 and the related Restated Standalone Summary Statement of Profit and Loss and Cash Flows for the nine months ended December 31, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as the 'Restated Standalone Summary Financial Information') have been prepared specifically for the purpose of inclusion in the Offer Documents to be filed with NSE Emerge Platform in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

ii. The Restated Standalone Summary Financial Information has been prepared by applying necessary adjustments to:

a. the standalone financial statements ('financial statements') of the Company for the years ended March 31, 2016, 2015, 2014, 2013 and 2012, prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act, 2013 (with effect from 01 April, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and ;

b. the standalone interim financial statements for the period of nine months ended December 31, 2016 (April to December, 2016), which have been prepared and presented under the historical cost on the accrual basis of accounting and in accordance with the generally accepted accounting principles in India ("GAAP"), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25, Interim Financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable and in the manner so required.

iii. With effect from 1 April 2014, Schedule III notified under the Act, has become applicable to the Company for the preparation and presentation of its financial statements. Accordingly, previous years' figures have been regrouped/reclassified wherever applicable. Appropriate re-classifications/regrouping have been made in the Restated Standalone Summary Financial Information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees rounded off to the nearest lakhs.

**3. Significant Accounting Policies:**

**3.1 Use of Estimates**

The preparation of financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent



liabilities at the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, estimates are evaluated based on historical experience and on various other assumptions that are believed to be reasonable, the results of which forms the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from those estimates. Any revision to estimates or difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

### **3.2 Fixed Assets**

(i) Fixed assets are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any.

(ii) Expenditure on renovation/ modernization relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.

### **3.3 Depreciation**

(i) Depreciation on tangible fixed assets has been provided as per Schedule II of the Companies Act, 2013 under which assets have been depreciated over their remaining life from 1st April, 2014 onwards. The total useful span of the assets being the one as prescribed under Schedule II of the Act.

(ii) No Depreciation is provided on land/ building under construction

(iii) For the assets existing on 1st April 2014 and whose life from the date of their purchase has already exceeded the life prescribed under Schedule of the Act, 5% of their original cost is being carried forward as their residual value and no depreciation has been charged on them. Residual value is a part of closing WDV. The difference between their WDV as on 1st April, 2014 and their residual value has been adjusted through the profit & loss account for the year ending 31-03-2014.

(iv) For the assets existing on 1st April, 2014 which still have useful life as per the prescribed life, Depreciation has been provided on WDV basis on such rates so as to depreciate them up to 95% of their actual cost till their remaining life.

(v) For the assets purchased after 1st April 2014, the depreciation is being provided at the prescribed SLM rates on prorata basis over their prescribed life till the time their WDV reaches their residual value i.e. 5% of their original cost.

### **3.4 Revenue Recognition**

Revenue from services are recognized when the services have been performed and inclusive of service tax.

### **3.5 Provisions and contingent liabilities**

(i) The Company creates a provision when there is a present obligation arising as result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date and are not discounted to its present value.

(ii) A disclosure for a contingent liability is made when there is a present obligation arising as a result of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

### **3.6 Inventory Valuation**

There are no inventories as the company is into the business of providing of services.





### **3.7 Impairment of Assets**

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impaired loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior year/s.

### **3.8 Borrowing costs**

Borrowing costs attributable to the acquisition and/or construction of qualifying assets are capitalized as a part of the cost of such assets, upto the date when such assets are ready for intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

### **3.9 Foreign Currency Transactions**

The company does not have any foreign currency transaction.

### **3.12 Taxation**

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

### **3.15 Earnings per Share:**

Basic earnings per share is calculated by dividing net profit of the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



## NOTES TO RESTATED FINANCIAL STATEMENTS

### Note 2.1: Share Capital

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>Authorized:</b>	1,000.00	300.00	4.00	4.00	4.00	4.00
<b>Issued, Subscribed and Paid Up</b>	500.00	250.00	1.00	1.00	1.00	1.00
<b>Grand Total</b>	<b>500.00</b>	<b>250.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>

### Note 2.2: Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>A. Securities Premium Reserve</b>						
Balance as at the beginning of the year	-	-	-	-	-	-
Add: Amount received during the year	-	-	-	-	-	-
Less: Utilized during the year	-	-	-	-	-	-
<b>Balance as at the end of the year</b>		-	-	-	-	-
<b>B. Balance in Statement of Profit &amp; Loss</b>						
Balance as at the beginning of the year	281.20	404.36	307.32	188.65	121.44	96.74
Add: Restated profit for the year	79.09	146.90	105.96	118.67	67.21	24.70
Less : Proposed dividend during the year		17.50	-	-	-	-
Less : Tax on dividend		3.56	-	-	-	-
Less: Adjustments on account of Fixed assets		-	8.91	-	-	-
Less: Capitalisation of reserve for issue of bonus shares	250.00	249.00	-	-	-	-
<b>Balance as at the end of the year</b>	<b>110.29</b>	<b>281.20</b>	<b>404.36</b>	<b>307.32</b>	<b>188.65</b>	<b>121.44</b>
<b>Grand Total</b>	<b>110.29</b>	<b>281.20</b>	<b>404.36</b>	<b>307.32</b>	<b>188.65</b>	<b>121.44</b>

### Note 2.3: Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
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<b>(a) Term Loans:</b>						
-Secured						
-From Banks	4.76	7.97	8.70	9.07	2.30	3.57
Unsecured						
-From Banks	111.90	92.70	-	-	-	-
<b>(b) Business Loan</b>						
-Unsecured						
-From other Parties	107.05	120.85	-	-	8.72	8.40
<b>Grand Total</b>	<b>223.72</b>	<b>221.53</b>	<b>8.70</b>	<b>9.07</b>	<b>11.01</b>	<b>11.97</b>

**Note 2.27: Deferred Tax Assets/(Liabilities) (Net)**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>Deferred Tax Assets</b>						
Provision for gratuity and leave encashment		-	-	-	-	-
Related to Fixed Assets		-	-	3.23	-	-
<b>Total (a)</b>		-	-	<b>3.23</b>	-	-
<b>Deferred Tax Liability</b>						
Preliminary expenses		-	-	-	-	-
Related to Fixed Assets	0.46	3.03	0.86	-	5.22	4.22
Disallowance under the Income Tax Act		-	-	-	-	-
<b>Total (b)</b>	<b>0.46</b>	<b>3.03</b>	<b>0.86</b>	<b>-</b>	<b>5.22</b>	<b>4.22</b>
<b>Net deferred tax asset/(liability)-{(a)-(b)}</b>	<b>(0.46)</b>	<b>(3.03)</b>	<b>(0.86)</b>	<b>3.23</b>	<b>(5.22)</b>	<b>(4.22)</b>

**Note 2.4: Other Long-Term Liabilities**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
a) Trade Payables						
b) Others						



-Refundable deposits against stock (Refundable deposits received from ludhiana showrooms against stock)			-	-	-	
-others			-	-	-	
<b>Grand Total</b>			-	-	-	-

**Note 2.5: Long Term Provisions**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for Employee benefits	0				-	-
Provision for compensated absence					-	-
<b>Grand Total</b>	-	-	-	-	-	-

**Note 2.6: Short Term Borrowings**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
- <b>Loans repayable on demand</b>						
a) From Banks						
-Secured						
Indian Overseas CC A/c	-	320.58	247.25	-	66.32	19.16
State Bank of India	-	-	-	-	26.20	-
Punjab National Bank	-	-	-	-	33.25	-
Kotak Mahindra Bank	-	0.04	-	-	-	-
<b>Total</b>	-	<b>320.61</b>	<b>247.25</b>	-	<b>125.77</b>	<b>19.16</b>
-						
<b>Grand Total</b>	-	<b>320.61</b>	<b>247.25</b>	-	<b>125.77</b>	<b>19.16</b>

**Note 2.7: Trade Payables**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012



Payable to Micro, small and medium enterprises		-	-	-	-	-
Payable to related parties	76.96	16.78	9.38	28.84	74.82	18.28
Payable to Others ( for Goods/ Services)	756.55	523.49	305.56	458.78	209.51	116.79
<b>Grand Total</b>	<b>833.51</b>	<b>540.27</b>	<b>314.94</b>	<b>487.62</b>	<b>284.33</b>	<b>135.07</b>

**Note 2.8: Other Current Liabilities**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Withholding and other taxes payable (TDS, ST, VAT, PF/ESI)	54.28	9.22	2.38	7.64	2.64	1.65
Audit Fees Payable	-	-	-	-	0.40	0.20
Salary Payable	9.66	-	-	6.72	7.47	5.70
Current Maturity of Long Term Loan	29.76	77.61	3.87	12.50	1.27	1.13
Gratuity Payable	-	-	-	-	0.31	0.52
Other Payable	-	2.24	0.87	4.56	12.10	5.09
Advance From Customer	-	246.90	-	-	-	-
<b>Grand Total</b>	<b>93.69</b>	<b>335.98</b>	<b>7.12</b>	<b>31.42</b>	<b>24.20</b>	<b>14.29</b>

**Note 2.9: Short Term Provisions**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>(a) Provision - Others:</b>						
(i) Provision for Tax ( Net of Advance Tax)	-	-	-	-	-	-
- Provision for Tax	109.59	82.25	11.80	64.65	36.73	23.67
- Less: Advance Tax & TDS	357.42	247.52	127.85	142.68	93.21	49.98
(i) Provision on FBT	-	-	-	-	0.28	0.28
(ii) Proposed Dividend	-	17.50	-	-	-	-
(iii) Provision for tax on proposed dividends	-	3.56	-	-	-	-
(iv) Provision for Income Tax						



<b>Grand Total</b>	-	<b>21.06</b>	-	-	<b>0.28</b>	<b>0.28</b>

**Note 2.10: Fixed Assets**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>Tangible Assets</b>						
<b>Land</b>						
Gross Block	39.89	39.89	39.89	39.89	39.89	39.89
Less: Accumulated Depreciation	-	-	-	-	-	-
Net Block	<b>39.89</b>	<b>39.89</b>	<b>39.89</b>	<b>39.89</b>	<b>39.89</b>	<b>39.89</b>
<b>Building</b>						
Gross Block	78.92	-	-	-	-	-
Less: Accumulated Depreciation	0.94	-	-	-	-	-
Net Block	<b>77.99</b>	-	-	-	-	-
<b>Computer, Printer &amp; Servers</b>						
Gross Block	258.73	247.49	188.28	186.81	83.75	65.51
Less: Accumulated Depreciation	206.60	167.59	115.83	72.37	61.49	52.25
Net Block	<b>52.13</b>	<b>79.89</b>	<b>72.45</b>	<b>114.43</b>	<b>22.26</b>	<b>13.26</b>
<b>Motor Car</b>						
Gross Block	32.19	32.19	27.92	23.72	14.86	16.36
Less: Accumulated Depreciation	14.04	11.02	7.04	4.00	8.37	8.45
Net Block	<b>18.15</b>	<b>21.16</b>	<b>20.89</b>	<b>19.72</b>	<b>6.49</b>	<b>7.90</b>
<b>Furniture &amp; Fixture</b>						
Gross Block	5.66	5.61	1.29	0.26	0.26	0.26
Less: Accumulated Depreciation	1.10	0.77	0.33	0.19	0.17	0.15
Net Block	<b>4.57</b>	<b>4.85</b>	<b>0.97</b>	<b>0.07</b>	<b>0.09</b>	<b>0.10</b>
<b>Electrical Installations</b>						
Gross Block	4.49	4.49	3.34	-	-	-
Less: Accumulated Depreciation	0.83	0.51	0.10	-	-	-
Net Block	<b>3.66</b>	<b>3.98</b>	<b>3.24</b>	-	-	-
<b>Office Equipment</b>						
Gross Block	36.07	32.80	27.20	11.65	8.62	6.47
Less: Accumulated						



Depreciation	16.53	12.49	7.18	2.27	1.83	1.43
Net Block	<b>19.54</b>	<b>20.31</b>	<b>20.02</b>	<b>9.38</b>	<b>6.79</b>	<b>5.03</b>
<b>Plant &amp; Machinery</b>						
Gross Block	22.62	22.62	15.27	9.68	3.43	3.43
Less: Accumulated Depreciation	4.61	3.52	2.13	1.19	0.88	0.72
Net Block	<b>18.02</b>	<b>19.11</b>	<b>13.15</b>	<b>8.49</b>	<b>2.55</b>	<b>2.71</b>
<b>Total Tangible Assets</b>	<b>233.95</b>	<b>189.19</b>	<b>170.59</b>	<b>191.98</b>	<b>78.07</b>	<b>68.90</b>
<b>Building</b>						
Gross Block	78.92	78.92	78.92	74.20	43.20	-
Less: Tfd to Fixed Assets	78.92	-	-	-	-	-
Net Block	-	<b>78.92</b>	<b>78.92</b>	<b>74.20</b>	<b>43.20</b>	-
<b>Total Capital WIP</b>	-	<b>78.92</b>	<b>78.92</b>	<b>74.20</b>	<b>43.20</b>	-

**Note 2.11: Non Current Investments**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>A) Non-Trade Investments (At Cost):</b>						
<b>(i) Investment in Equity instruments (unquoted)</b>						
-Ace Integrated Education Pvt. Ltd. [Equity shares of Rs. 10/- each]	3.00	3.00	3.00	3.00	3.00	3.00
	<b>3.00</b>	<b>3.00</b>	<b>3.00</b>	<b>3.00</b>	<b>3.00</b>	<b>3.00</b>
<b>(ii) Other Non-Current Investments</b>						
-Fixed Deposit in Banks	-	-	-	7.63	37.45	1.12
	-	-	-	<b>7.63</b>	<b>37.45</b>	<b>1.12</b>
<b>Grand Total</b>	<b>3.00</b>	<b>3.00</b>	<b>3.00</b>	<b>10.63</b>	<b>40.45</b>	<b>4.12</b>
<b>Aggregate Value of</b>						



Quoted Investments	-	-	-	-	-	-
Aggregate Value of						
Unquoted Investments	3.00	3.00	3.00	3.00	3.00	3.00

**Note 2.12: Long Term Loans and Advances**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(a) Loans and advances to related parties						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	162.50	6.96	18.00	131.45	148.76	61.64
Doubtful	-	-	-	-	-	-
	<b>162.50</b>	<b>6.96</b>	<b>18.00</b>	<b>131.45</b>	<b>148.76</b>	<b>61.64</b>
(b) Security deposits						
Secured, considered good						
Unsecured, considered good	79.28	91.72	71.50	39.52	18.25	13.89
Doubtful	-	-	-	-	-	-
	<b>79.28</b>	<b>91.72</b>	<b>71.50</b>	<b>39.52</b>	<b>18.25</b>	<b>13.89</b>
(c) Loans and advances to Others						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-
	-	-	-	-	-	-
(d) Prepaid expenses - Secured, considered good	-	-	-	-	-	-
(e) Advance income tax (net of provisions) - Unsecured, considered good	-	-	-	-	-	-
	-	-	-	-	-	-
(f) Others						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	22.47	12.19	0.86	1.67	3.65	0.16





Doubtful	-	-	-	-	-	-
	22.47	12.19	0.86	1.67	3.65	0.16
<b>Grand Total</b>	<b>264.26</b>	<b>110.87</b>	<b>90.37</b>	<b>172.64</b>	<b>170.66</b>	<b>75.68</b>

**Note 2.13: Other Non Current assets**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Long term Trade Receivables						
Secured, considered good		-	-	-	-	-
Unsecured, considered good		-	-	-	-	-
Doubtful		-	-	-	-	-
Preliminary Expenses		-	-	-	-	-
<b>Grand Total</b>		-	-	-	-	-

**Note 2.14: Inventories**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(at cost or net realisable value, whichever is lower)						
Raw Material	-	-	-	-	-	-
Work-in-progress	-	-	-	-	-	-
Finished goods	-	-	-	-	-	-
Stores and spares	-	-	-	-	-	-
Trading Goods	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-

**Note 2.15: Trade Receivables**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012



Outstanding for a period less than six months from the date they are due for payment Unsecured, Considered Good Considered Doubtful	158.96	1,108.68	250.37	212.11	220.27	109.36
	<b>158.96</b>	<b>1,108.68</b>	<b>250.37</b>	<b>212.11</b>	<b>220.27</b>	<b>109.36</b>
Outstanding for a period exceeding six months from the date they are due for payment Unsecured, Considered Good Considered Doubtful	27.40	32.90	23.73	6.80	9.53	6.77
	<b>27.40</b>	<b>32.90</b>	<b>23.73</b>	<b>6.80</b>	<b>9.53</b>	<b>6.77</b>
<b>Grand Total</b>	<b>186.36</b>	<b>1,141.58</b>	<b>274.10</b>	<b>218.91</b>	<b>229.80</b>	<b>116.13</b>

**Note 2.16: Cash and Cash Equivalents**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>A) Cash and Cash Equivalents</b>						
(a) Cash on hand	1.95	0.07	0.04	0.40	0.07	0.05
(b) Balances with Banks:						
- in current accounts	514.23	270.71	239.94	74.37	0.21	1.05
- Recurring deposits	-	-	-	-	-	-
- fixed deposits (less than 12 months maturity)	302.24	-	-	-	-	-
(c) Cheques in hand	-	-	-	-	-	-
(d) DD in hand	-	-	-	-	-	-
<b>Grand Total</b>	<b>818.42</b>	<b>270.78</b>	<b>239.98</b>	<b>74.77</b>	<b>0.28</b>	<b>1.10</b>

**Note 2.17: Short Term Loans and Advances**

(Rs. In Lakhs)



Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(a) Loans and advances to related parties						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-
	-	-	-	-	-	-
(b) Security deposits						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-
	-	-	-	-	-	-
(c) Loans and advances to employees						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	0.58	0.35	0.80	0.90	1.73	1.92
Doubtful	-	-	-	-	-	-
	<b>0.58</b>	<b>0.35</b>	<b>0.80</b>	<b>0.90</b>	<b>1.73</b>	<b>1.92</b>
(d) Prepaid expenses - Secured, considered good	<b>0.22</b>	<b>0.19</b>	<b>0.11</b>	<b>0.04</b>	<b>6.24</b>	<b>2.67</b>
(e) Balances with government authorities						
Unsecured, considered good	254.79	175.32	126.38	89.12	70.04	27.13
	<b>254.79</b>	<b>175.32</b>	<b>126.38</b>	<b>89.12</b>	<b>70.04</b>	<b>27.13</b>
(f) Others						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-
<b>Grand Total</b>	<b>255.59</b>	<b>175.86</b>	<b>127.28</b>	<b>90.06</b>	<b>78.00</b>	<b>31.72</b>



**Note 2.18: Other Current assets**

(Rs. In Lakhs)

Particulars	As at Dec 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<b>Unsecured:</b>						
Interest accrued but not received on fixed deposits	0.11	3.48				
Income receivable						9.78
Other Deposits						
<b>Grand Total</b>	<b>0.11</b>	<b>3.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.78</b>

**Note 2.19: Revenue from Operations**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Sales of Goods	-	-	-	-	-	-
Revenue from rendering services	1,519.57	2,097.10	1,515.77	1,409.83	946.95	402.18
<b>Revenue from operations (gross)</b>	<b>1,519.57</b>	<b>2,097.10</b>	<b>1,515.77</b>	<b>1,409.83</b>	<b>946.95</b>	<b>402.18</b>

**Note 2.20: Other Income**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Interest Income	14.15	6.05	5.91	2.84	0.87	2.85
Reimbursement Income	-	-	-	60.32	0.15	0.29
Other Non Operating Income	1.37	1.84	1.05	1.59	0.29	0.60
Interest on Income Tax/FBT refund	-	-	1.04	0.62	2.01	2.00
Rent Received		1.50				
<b>Grand Total</b>	<b>15.53</b>	<b>9.39</b>	<b>8.00</b>	<b>65.37</b>	<b>3.32</b>	<b>5.74</b>

**Note 2.21: Cost of materials consumed**

(Rs. In Lakhs)



Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
<b>Material Consumed</b>						
Inventory at the beginning of the year	-	-	-	-	-	-
Add: Purchase	-	-	-	-	-	-
Add: Consumable Store	-	-	-	-	-	-
Add: Service Charges	-	-	-	-	-	-
Add: Custom Duty Paid	-	-	-	-	-	-
Add: Frieght Inward	-	-	-	-	-	-
Add: Project Expenses	-	-	-	-	-	-
Add: Warehouse Expenses	-	-	-	-	-	-
Add: Shortage & Wastage	-	-	-	-	-	-
Less: Cost of Sale of Raw Material	-	-	-	-	-	-
Less: inventory at the end of the year	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-

**Note 2.22: Increase/ Decrease in Stock**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
<b>Opening Stock</b>						
Work in progress	-	-	-	-	-	-
Finished Goods	-	-	-	-	-	-
Traded goods	-	-	-	-	-	-
<b>Closing Stock</b>						
Work in progress	-	-	-	-	-	-
Finished Goods	-	-	-	-	-	-
Traded goods	-	-	-	-	-	-
<b>Increase/Decrease in Stock</b>						



	-	-	-	-	-	-
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**Note 2.23: Employee benefit expense**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Salaries, bonus and allowances	41.29	60.75	50.91	42.03	44.45	31.67
Directors Remuneration & Sitting Fees	36.00	48.00	26.40	26.40	23.70	18.36
Contribution to Provident and other Fund's incl insurances	3.43	5.22	4.37	6.46	2.28	2.03
Leave Encashment	2.20	4.38				
Termination Benefits		0.10				0.52
Workmen & Staff Welfare	0.79	1.26	1.79	2.20	1.76	0.98
<b>Grand Total</b>	<b>83.71</b>	<b>119.71</b>	<b>83.47</b>	<b>77.10</b>	<b>72.19</b>	<b>53.55</b>

**Note 2.24: Finance costs**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Interest Expense	28.61	31.47	4.45	6.27	3.72	3.72
Other Borrowing Costs	6.59	10.30	1.99	1.89	1.50	0.75
<b>Grand Total</b>	<b>35.20</b>	<b>41.77</b>	<b>6.44</b>	<b>8.16</b>	<b>5.22</b>	<b>4.47</b>

**Note 2.25: Other Expenses**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Payment to auditors						
-Audit fees		0.43	0.28	0.20	0.20	0.20
-For other services						
Advertisement Expenses	0.13	0.10		0.39	0.08	0.04



Balance Written off		2.94	2.25	3.91		
Books & Periodicals			0.01	1.57	0.02	0.02
Commission on Sale						2.15
Computer & Printer Repair & Maintenance	7.27	12.39	4.88	0.90	6.10	0.22
Consumption of Printing Paper	145.25	151.14	147.90	192.38	94.32	80.22
Conveyance	0.84	3.49	4.23	3.47	4.96	1.75
Electricity Charges	3.30	6.93	2.66	1.32	1.69	1.19
Examination Conduction Expenses	626.72	959.45	718.39	631.29	346.46	148.82
Freight & Cartage Expenses	1.80	1.48	1.79	5.62	12.32	6.68
Festival Expense	0.92	1.16	0.90	2.16		
Generator Running Exp	2.31	2.57	2.32	2.61	0.06	0.08
Insurance	0.59	4.39	0.89	0.65	0.28	0.21
Internet & Software Developing Charges	6.56	10.40	13.09	57.11	11.53	1.21
IPO Expense	3.60					
Job Work Expenses	126.34	95.21	28.81	33.77	49.10	
Legal & Professional Expenses	12.18	5.42	1.87	5.79	8.42	6.78
Labour Charges	0.48	0.32	0.34	0.72	8.99	5.48
Miscellaneous Expenses	0.30	0.16	0.13	0.90		0.04
Office expenses			0.07	1.36	0.31	
Packing Expenses	117.13	107.13	61.95	33.25	26.64	5.10
Courier, Cargo & Postage Expenses	2.24	35.77	17.11	67.59	69.33	2.48
Printing & Stationary	1.64	3.46	2.78	3.63	1.87	1.37
Project Expenses				37.65	20.19	9.46
Rent, Rate & Taxes	6.65	8.62	3.00	3.00	3.00	3.00
Repair & Maintenance	1.50	10.12	2.45	2.23	0.52	1.26
Security Charges	2.09	3.90	3.07	1.88		
Service Tax	153.84	211.86	165.31	110.01	82.68	11.48
Subscription Charges		0.05	0.05	0.04	0.09	0.03
Telephone/Fax/Mobile Expenses	0.63	1.38	1.44	1.58	1.63	1.01



Tender Expenses	0.88	0.74	0.14	0.27	0.19	0.20
Transportation Expenses	4.14	2.29	2.02	1.15		
Travelling Expenses	3.73	17.39	28.25	11.64	10.14	9.40
Vehicle Running & Maintenance & Petrol Expenses	1.49	1.50	1.76	2.87	3.25	1.46
<b>Grand Total</b>	<b>1,234.53</b>	<b>1,662.20</b>	<b>1,220.14</b>	<b>1,222.91</b>	<b>764.36</b>	<b>301.34</b>

**Note 2.26: Exceptional Items**

(Rs. In Lakhs)

Particulars	For Nine Months ended December 31, 2016	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013	For the year ended March 31, 2012
Loss (Profit) on sale of fixed assets	-	-	-	-	-	0.44
<b>Grand Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.44</b>

**ANNEXURE V: SUMMARY STATEMENT OF RESTATED SHARE CAPITAL**

**(a) Authorised, Issued, Subscribed and Paid-up Share Capital**

(Rs. In Lakhs)

Particulars	As at Dec,31	As at March, 31				
	2016	2016	2015	2014	2013	2012
<b>Authorized Share Capital:</b>						
<b>Equity Shares</b>						
Equity Shares of Rs. 10 each	10,000,000	3,000,000	40,000	40,000	40,000	40,000
Amount	1,000.00	300.00	4.00	4.00	4.00	4.00
<b>Issued, Subscribed &amp; fully paid up share capital</b>						
<b>Equity Shares</b>						
Equity Shares of Rs. 10 each	5,000,000	2,500,000	10,000	10,000	10,000	10,000
Amount	500.00	250.00	1.00	1.00	1.00	1.00
<b>Total Share Capital</b>	<b>500.00</b>	<b>250.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>

**(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of**





the reporting year

Particulars	As at Dec,31	As at March, 31				
	2016	2016	2015	2014	2013	2012
<b>No of shares outstanding at the beginning of the year</b>						
-Equity Shares	2,500,000	10,000	10,000	10,000	10,000	10,000
-Equity Shares (amount in lacs)	250	1	1	1	1	1
<b>Add: Additional shares issued during the year</b>						
-Equity Shares	-	-	-	-	-	-
-Equity Shares (amount in lacs)	-	-	-	-	-	-
<b>Add: Bonus Shares issued during the year</b>						
-Equity Shares	2,500,000	2,490,000	-	-	-	-
-Equity Shares (amount in lacs)	250	249	-	-	-	-
<b>Less: Shares bought back during the year</b>						
-Equity Shares	-	-	-	-	-	-
-Equity Shares (amount in lacs)	-	-	-	-	-	-
<b>Shares outstanding at the end of the year</b>						
-Equity Shares	5,000,000	2,500,000	10,000	10,000	10,000	10,000
-Equity Shares (amount in lacs)	500	250	1	1	1	1

(c) Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	As at Dec,31	As at March, 31				
	2016	2016	2015	2014	2013	2012
<b>Equity Shares:</b>						
1 Chandra Shekhar Verma						
No of Shares	2,300,000	1,150,000	4,600	4,600	4,600	4,600
% of holding	46%	46%	46%	46%	46%	46%



2 Amita Verma						
No of Shares	2,199,600	1,100,000	5,400	5,400	5,400	5,400
% of holding	44%	44%	54%	54%	54%	54%
3 Shivangi Chandra						
No of Shares	500,000	250,000	-	-	-	-
% of holding	10%	10%	-	-	-	-

**Notes:**

1. The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.
2. The Company has issued bonus shares (2,40,000 equity shares for consideration other than cash) in the ratio of 24:1 (24 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on August 31, 2015 through capitalisation of reserves of Rs. 24 Lakhs. These equity shares have been allotted on September 02, 2015.
3. Subsequently, the Company has issued bonus shares (22,50,000 equity shares for consideration other than cash) in the ratio of 9:1 (9 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on February 25, 2016 through capitalisation of reserves of Rs. 225 Lakhs. These equity shares have been allotted on February 25, 2016
4. The Company has issued bonus shares (25,00,000 equity shares for consideration other than cash) in the ratio of 1:1 (1 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on July 30, 2016 through capitalisation of reserves of Rs. 250 Lakhs. These equity shares have been allotted on August 26, 2016.



**ANNEXURE VI: SUMMARY STATEMENT OF RESTATED LONG-TERM BORROWINGS**

(Rs. In Lakhs)

Particulars	Non-Current Portion						Current Portion					
	As at Dec,31	As at March, 31					As at Dec,31	As at March, 31				
	2016	2016	2015	2014	2013	2012	2016	2016	2015	2014	2013	2012
<b>A. Loans from Banks</b>												
<b>Secured Loans</b>												
<b>Term Loans</b>												
- Kotak Mahindra Car loan	-	-	-	-	0.74	1.47	-	-	0.74	0.73	0.66	
- HDFC Car loan	2.01	2.52	-	-	-	-	0.67	0.61	-	-	-	
- Axis Car loan (Eeco)	-	-	-	0.95	1.56	2.09	-	0.95	0.61	0.54	0.47	
- Axis Car loan (Toyota)	1.01	3.16	5.77	8.12	-	-	2.83	2.61	2.35	2.12	-	-
- Indian Overseas Bank Car loan	1.74	2.30	2.93	-	-	-	0.71	0.63	0.57	-	-	-
<b>Total Secured loans from Bank</b>	<b>4.76</b>	<b>7.97</b>	<b>8.70</b>	<b>9.07</b>	<b>2.30</b>	<b>3.57</b>	<b>4.20</b>	<b>3.86</b>	<b>3.87</b>	<b>3.47</b>	<b>1.27</b>	<b>1.13</b>
<b>Unsecured Loans</b>												
<b>Business Loans</b>												
- From Bajaj Finance Ltd.	95.57	18.25	-	-	-	-	2.74	10.91	-	-	-	-
- From Deutsche Bank	-	24.87	-	-	-	-	-	15.82	-	-	-	-
- From HDFC Bank Ltd.	9.25	24.21	-	-	-	-	12.19	5.21	-	-	-	-



- From ICICI Bank Ltd.	7.08	15.22	-	-	-	-	10.63	9.36	-	-	-	-
- From Kotak Mahindra bank Ltd.	-	10.15	-	-	-	-	-	2.21	-	-	-	-
<b>Total Unsecured loans from Bank</b>	<b>111.90</b>	<b>92.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>25.56</b>	<b>43.52</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B. Other loans &amp; Advances</b>												
<b>Unsecured Loans</b>												
<b>Business Loans</b>												
- Apex System			-	-	2.50	2.50	-	-	-	2.50	-	-
- Religare Securities Ltd.		20.58	-	-	-	-	-	12.37	-	-	-	-
- SMB Securities Ltd.	0.06	0.06	-	-	6.22	5.90	-	17.87	-	6.53	-	-
- Sarvottam Securities Ltd.	107.00	100.22	-	-	-	-	-	-	-	-	-	-
<b>Total Unsecured loans from others</b>	<b>107.05</b>	<b>120.85</b>	<b>-</b>	<b>-</b>	<b>8.72</b>	<b>8.40</b>	<b>-</b>	<b>30.24</b>	<b>-</b>	<b>9.03</b>	<b>-</b>	<b>-</b>
Grand Total	223.72	221.53	8.70	9.07	11.01	11.97	29.76	77.61	3.87	12.50	1.27	1.13

### Principle Terms of Long Term Loans

#### A. Principle Terms of Secured Loans

Name of Bank	Facility Type	Facility Key term			Outstanding as on Dec, 31 2016 (In Rs.)	Security as per loan agreement
		Loan Amount (Rs. In	Rate of Interest (%)	Total Term (Months)		



		Lakh)		)		
HDFC Car loan	Car Loan	3.55	10.75%	60	2.68	Against Hypothecation of Car and personal Guarantee of Directors
Axis Car loan (Toyota)	Car Loan	12.00	10.51%	60	3.84	Against Hypothecation of Car and personal Guarantee of Directors
Indian Overseas Bank Car loan	Car Loan	3.50	10.75%	60	2.45	Against Hypothecation of Car and personal Guarantee of Directors
Total (A)					8.97	

#### B. Principle Terms of Unsecured business Loans

Name of Bank	Facility Type	Facility Key term			Outstanding as on Dec, 31 2016 (In Rs.)	Security as per loan agreement
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)		
From Bajaj Finance Ltd.	Business Loan	99.00	10.40%	180	98.30	Unsecured
From HDFC Bank Ltd.	Business Loan	35.00	15.75%	36	21.45	Unsecured
From ICICI Bank Ltd.	Business Loan	30.00	16.99%	36	17.71	Unsecured
From SMB Securities Ltd.	Business Loan	NA			0.06	Unsecured
From Sarvottam Securities Ltd.	Business Loan	NA			107.00	Unsecured
Total (B)					244.51	
Grand Total (A+B)					253.48	



**ANNEXURE VII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED LONG-TERM BORROWINGS & SHORT TERM LOANS & ADVANCES**

(Rs. In Lakhs)

Particulars	As at	Non-Current Portion					As at	Current Portion				
	Dec 31.	As at March, 31					Dec 31,	As at March, 31				
	2016	2016	2015	2014	2013	2012	2016	2016	2015	2014	2013	2012
Capital Advances												
Secured, considered good		-	-	-	-	-		-	-	-	-	-
Unsecured, considered good		-	-	-	-	-		-	-	-	-	-
Doubtful		-	-	-	-	-		-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Loans and advances to related parties												
Secured, considered good		-	-	-	-	-		-	-	-	-	-
Unsecured, considered good	162.50	6.96	18.00	131.45	148.76	61.64		-	-	-	-	-
Doubtful		-	-	-	-	-		-	-	-	-	-
	162.50	6.96	18.00	131.45	148.76	61.64	-	-	-	-	-	-
Security deposits												
Secured, considered good								-	-	-	-	-
Unsecured, considered good				-	-	-		-	-	-	-	-
- FDRs as Security												



Deposit/ for BG	16.56	36.69	37.84										
- EMD - Tenders/ Security Deposits	61.84	54.16	32.82	38.72	17.75	12.93							
- Security Deposit with Sales Tax Dept	0.38	0.38	0.35	0.30									
- Others	0.50	0.50	0.50	0.50	0.50	0.96							
Doubtful		-	-	-	-	-	-	-	-	-	-	-	-
	79.28	91.72	71.50	39.52	18.25	13.89	-	-	-	-	-	-	-
Loans and advances to employees													
Secured, considered good		-	-	-	-	-	-	-	-	-	-	-	-
Unsecured, considered good		-	-	-	-	-	0.58	0.35	0.80	0.90	1.73	1.92	
Doubtful		-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	0.58	0.35	0.80	0.90	1.73	1.92	
Prepaid expenses													
(i) Insurance & other Expenses		-	-	-	-	-	0.22	0.19	0.11	0.04	0.02	1.14	
(ii) Deferred Postage & Courier Expense		-	-	-	-	-	-	-	-	-	6.22	1.54	
	-	-	-	-	-	-	0.22	0.19	0.11	0.04	6.24	2.67	
Balances with government authorities													



Unsecured, considered good													
(i) Taxes paid in advance less provision	-	-	-	-	-	-	247.83	165.28	116.05	78.03	56.48	26.30	
(ii) CENVAT credit receivable	-	-	-	-	-	-	-	0.04	0.12	2.63	13.12	0.05	
(iii) VAT credit receivable	-	-	-	-	-	-	-	3.04	3.24	-	0.28	0.62	
(iv) VAT Input on capital goods	-	-	-	-	-	-	1.50	1.50	1.50	3.00	-	-	
(v) VAT Refund	-	-	-	-	-	-	5.46	5.46	5.46	5.46	-	-	
(vi) Fringe Benefit Tax	-	-	-	-	-	-	-	-	-	-	0.12	0.12	
(vii) Balance with GPO Delhi	-	-	-	-	-	-	-	-	-	-	0.03	0.03	
	-	-	-	-	-	-	254.79	175.32	126.38	89.12	70.04	27.13	
Others													
Secured, considered good		-	-	-	-	-	-	-	-	-	-	-	
Unsecured, considered good													
(i) Sr Postmasters	0.18	0.16	0.16	0.16	1.66	0.16		-	-	-	-	-	
(ii) Others	22.30	12.03	0.71	1.52	2.00	-		-	-	-	-	-	
Doubtful		-	-	-	-	-		-	-	-	-	-	
	22.47	12.19	0.86	1.67	3.65	0.16		-	-	-	-	-	





Grand Total	264.26	110.87	90.37	172.64	170.66	75.68	255.59	175.86	127.28	90.06	78.00	31.72
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Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	Non-Current Portion						Current Portion					
	As at Dec,31	As at March, 31					As at Dec,31	As at March, 31				
	2016	2016	2015	2014	2013	2012	2016	2016	2015	2014	2013	2012
From Promoters/Directors/Relatives		-	-	-	-	-		-	-	-	-	-
-C S Verma					38.96	35.14						
-Amita Verma		0.41										
-Arun Saxena		6.55	15.00	8.00	8.00	8.00						
-Seema Arun Saxena			3.00	3.00	10.00	3.00						
From Group Companies		-	-	-	-	-		-	-	-	-	-
-Amety Offset Printers				120.45	91.80	15.50					-	
- Horizon Infoplay Limited	112.50											
- Bhagvati Electronics Pvt Ltd	50.00											
Grand Total		-	-	-	-	-		-	-	-	-	-



### ANNEXURE VIII: CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at Dec,30	As at March, 31				
	2016	2016	2015	2014	2013	2012
Contingent Liabilities against Bank Guarantees	14.63	47.74	43.17	13.88	2.40	-
Demand under TDS Authority	0.91	0.91	0.91	0.91	0.91	0.68
Demand under Value Added Tax	-	-	-	-	-	-
Demand under Income Tax	0.22	-	-	-	-	-
<b>Grand Total</b>	15.76	48.65	44.08	14.78	3.31	0.68

### ANNEXURE IX: SUMMARY OF ACCOUNTING RATIOS

Particulars	As at Dec,30	As at March, 31				
	2016	2016	2015	2014	2013	2012
Restated PAT as per P& L Account	79.09	146.90	105.96	118.67	67.21	24.70
Weighted Average Number of Equity Shares at the end of the Year (After Bonus issue with retrospective effect)	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
<b>Net Worth</b>	610.29	531.20	405.36	308.32	189.65	122.44
<b>Earnings Per Share (without Bonus effect)</b>						
Basic	1.58	5.88	1,059.59	1,186.66	672.10	247.03



Diluted	1.58	5.88	1,059.59	1,186.66	672.10	247.03
<b>Earnings Per Share (with subsequent Bonus issue effect)</b>						
Basic	1.58	2.94	2.12	2.37	1.34	0.49
Diluted	1.58	2.94	2.12	2.37	1.34	0.49
<b>Return on Net Worth (%)</b>	12.96%	27.65%	26.14%	38.49%	35.44%	20.18%
<b>Net Asset Value Per Share (Rs) (after giving retrospective effect of issue of bonus shares)</b>	12.21	10.62	8.11	6.17	3.79	2.45
Nominal Value per Equity share (Rs.)	10	10	10	10	10	10

#### ANNEXURE X: EARNING PER SHARE

(Rs. in lakhs)

Particulars	As at Dec,30	As at March, 31				
	2016	2016	2015	2014	2013	2012
A) Weighted Average Number of Equity Shares of Rs.10 each						
I) Number of shares at the beginning of the year	2,500,000	10,000	10,000	10,000	10,000	10,000
II) Number of shares at the end of the year	5,000,000	2,500,000	10,000	10,000	10,000	10,000



III) Weighted Average Number of Equity Shares outstanding during the year**	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
IV) Weighted Average Number of Potential Equity Shares outstanding during the year	-	-	-	-	-	-
V) Weighted Average Number of Equity Shares for calculating Diluted EPS**	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	79.09	146.90	105.96	118.67	67.21	24.70
C) Basic Earning Per Share (in Rupees) {B/A(III)}**	1.58	2.94	2.12	2.37	1.34	0.49
D) Diluted Earning Per Share (in Rupees) {B/A(V)}*/**	1.58	2.94	2.12	2.37	1.34	0.49

\* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

\*\*Earning Per Share (EPS) is calculated after adjusting for bonus equity shares issued, with retrospective effect as provided in Accounting Standard (AS-20) - Earning per Share, issued by the Institute of Chartered Accountant of India.



\*\* The Company has issued bonus shares (2,40,000 equity shares for consideration other than cash) in the ratio of 24:1 (24 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on August 31, 2015 through capitalisation of reserves of Rs. 24 Lakhs. These equity shares have been allotted on September 02, 2015.

\*\* Subsequently, the Company has issued bonus shares (22,50,000 equity shares for consideration other than cash) in the ratio of 9:1 (9 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on February 25, 2016 through capitalisation of reserves of Rs. 225 Lakhs. These equity shares have been allotted on February 25, 2016

\*\* The Company has issued bonus shares (25,00,000 equity shares for consideration other than cash) in the ratio of 1:1 (1 bonus shares for 1 equity share held) vide resolution passed by Shareholders at the Extraordinary General Meeting held on July 30, 2016 through capitalisation of reserves of Rs. 250 Lakhs. These equity shares have been allotted on August 26, 2016.

**Formula:**

1	Earnings Per Share (Rs.)	$\frac{\text{Net Profit attributable to Equity Shares}}{\text{Weighted Average Number of Equity Shares Outstanding during the period}}$
2	Return on Net Worth (%)	$\frac{\text{Net Profit after Tax Adjustments}}{\text{Net worth at the end of the year/ period}}$
3	Net Asset Value Per Share	$\frac{\text{Net Worth excluding Revaluation Reserve at the end of the period}}{\text{Total Number of Equity Shares Outstanding at the end of the year/period}}$
4	Net Assets	Equity Share Capital plus reserves and Surplus less Misc. Expenditure to the extent not written off

**ANNEXURE XI - STATEMENT OF CAPITALISATION****(Rs. in Lakhs)**

<b>Sr. No</b>	<b>Particulars</b>	<b>Pre issue</b>	<b>Post issue</b>
	<b>Debts</b>		
<b>A.</b>	(a) Long Term Debt	223.72	223.72
<b>B.</b>	(b) Short Term Debt	-	-
<b>C.</b>	<b>Total Debt</b>	<b>223.72</b>	<b>223.72</b>
	<b>Equity Shareholders Funds</b>		
	(a) Equity Share Capital	500.00	680.00
	(b) Reserves and Surplus	110.29	650.29
<b>D.</b>	<b>Total Equity</b>	<b>610.29</b>	<b>1,330.29</b>
<b>E.</b>	<b>Total Capitalisation</b>	<b>834.01</b>	<b>1,554.01</b>
	<b>Long Term Debt/ Equity Ratio (A/D)</b>	0.37	0.17
	<b>Total Debt/ Equity Ratio (C/D)</b>	0.37	0.17



**ANNEXURE XII- STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED**

-As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard)

Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

**A. List of Related Parties and Relationships**

Sl. No.	Description of Relationship	Name of the Related party / Person
1	Key Managerial Personnel	Chandra Shekhar Verma Ranjeet Singh Rohit Goel
2	Relatives of Promoter	Arun Saxena Seema Arun Saxena
3	Entities over which KMP & relatives have substantial control	Amety Offset Printers Ace Integrated Education Private Limited Shivam Online Education and Calibre Testing Lab Pvt Ltd AmetyOffset Printers Private Limited Ace Mass Rapid Transport Co Pvt Ltd Shivani Realbuild Pvt Ltd Bhagvati Electronics Pvt Ltd Horizon Infoplay Limited
Note:- Related Party relationships are as identified by the Company and relied upon by the Auditors		

**B. Summary of transactions carried out with the related party in the ordinary course of business**

Particulars	Nature of Relationship / Name of the Party	Transactions for the Period ended Dec,31 2016	Transactions for the Year ended March,31				
			2016	2015	2014	2013	2012
Services	<b>Director Remuneration</b>						
	<b>Key Managerial Personnel</b>						
	Chandra Shekhar Verma	22.50	30.00	14.40	14.40	11.90	8.40
	Amita Verma	13.50	18.00	12.00	12.00	11.80	9.96
	<b>Center Charges Paid</b>						
	<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>						
	-Shivam Online Education and Calibre Testing	88.51					



	Lab Pvt Ltd						
	<b>Rent Paid</b>						
	<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>						
	-Ace Integrated Education Pvt Ltd	6.30	8.40	3.00	3.00	3.00	3.00
Printing & Other Services	<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>						
	- Amety Offset Printers	235.27	177.17	62.80	55.98	69.10	38.55
Security Deposit Paid	<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>						
	- Horizon Infoplay Limited	112.50					
	- Bhagvati Electronics Pvt Ltd	50.00					

### C. Outstanding Balance as at the end of the year

Particulars	Nature of Relationship / Name of the Party	Balance of party/ Person for the Year ended Dec,31 2016	Balance of party/ Person for the Year ended March,31				
			2016	2015	2014	2013	2012
Receivables	<b>Key Managerial Personnel</b>						
	C S Verma				38.96	35.14	
	Amita Verma		0.41				
			-	-	-	-	-





<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>	-	-	-	-	-	-
- Amity Offset Printer				120.45	91.80	15.50
- Horizon Infoplay Limited	112.50					
- Bhagvati Electronics Pvt Ltd	50.00					
-	-	-	-	-	-	-
<b>Relatives</b>						
- Arun Saxena		6.55	15.00	8.00	8.00	8.00
-Seema Arun Saxena			3.00	3.00	10.00	3.00
-	-	-	-	-	-	-
<b>Enterprises owned &amp; controlled by KMP or their Relatives</b>	-	-	-	-	-	-
Ace Integrated Education Private Limited	1.42	16.78	9.38	28.84	18.98	17.04
Amity Offset Printer					55.84	1.24
-Shivam Online Education and Calibre Testing Lab Pvt Ltd	75.54					

#### ANNEXURE - XIII: STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars		As at Dec, 31 2016	As at March, 31				
			2016	2015	2014	2013	2012
<b>Profit before taxes, as restated</b>	<b>A</b>	132.92	219.52	170.05	150.65	97.27	35.75
Weighted Average Tax Rate (%)	<b>B</b>	33.06%	33.06%	32.45%	32.45%	30.90%	30.90%
Tax expense at weighted average rate (A*B)	<b>C</b>	43.95	72.58	55.17	48.88	30.06	11.05
<b>Adjustments:</b>							
<b>Permanent Differences</b>							
Preliminary expense		-	-	-	-	-	-
Expenses related to Public Issue including increase in authorised capital etc		14.15					
Capital receipt not taxable		-	-	-	-	-	-
<b>Total Permanent Differences</b>	<b>D</b>	14.15	-	-	-	-	-



<b>Temporary Differences</b>							
Difference between Book depreciation and Tax depreciation		23.49	(6.47)	(12.61)	(26.03)	(3.23)	4.69
Amount disallowed in Previous year, now allowed as per 43B		-	-	-	-	-	-
<b>Total Temporary Differences</b>	<b>E</b>	<b>23.49</b>	<b>(6.47)</b>	<b>(12.61)</b>	<b>(26.03)</b>	<b>(3.23)</b>	<b>4.69</b>
<b>Net Adjustments F= (D+E)</b>	<b>F</b>	<b>37.64</b>	<b>(6.47)</b>	<b>(12.61)</b>	<b>(26.03)</b>	<b>(3.23)</b>	<b>4.69</b>
<b>Tax expense/(saving) thereon (F*B)</b>	<b>G</b>	12.44	(2.14)	(4.09)	(8.45)	(1.00)	1.45
<b>Tax Liability after considering the effect of Adjustment (C+G)</b>	<b>H</b>	<b>56.39</b>	<b>70.44</b>	<b>51.08</b>	<b>40.43</b>	<b>29.06</b>	<b>12.50</b>
MAT Credit Utilized		-	-	-	-	-	-
<b>Tax Liability, After considering effect of MAT Credit</b>	<b>I</b>	<b>56.39</b>	<b>70.44</b>	<b>51.08</b>	<b>40.43</b>	<b>29.06</b>	<b>12.50</b>
Book Profit as Per MAT*	<b>J</b>	132.92	219.52	170.05	150.65	97.27	35.75
MAT Rate	<b>K</b>	20.39%	20.39%	20.01%	20.01%	19.31%	19.31%
Tax Liability as per MAT (J*K)	<b>L</b>	27.10	44.76	34.02	30.14	18.78	6.90
<b>Current Tax being Higher of I or L</b>	<b>M</b>	<b>56.39</b>	<b>70.44</b>	<b>51.08</b>	<b>40.43</b>	<b>29.06</b>	<b>12.50</b>
MAT Credit Entitlement	<b>N</b>	-	-	-	-	-	-
<b>Total Tax Expenses (M+N)</b>	<b>O</b>	<b>56.39</b>	<b>70.44</b>	<b>51.08</b>	<b>40.43</b>	<b>29.06</b>	<b>12.50</b>
<b>Total Tax Expenses as per Income Tax Return ( before interest &amp; penalty)</b>	<b>P</b>	<b>56.39</b>	<b>70.44</b>	<b>51.08</b>	<b>40.43</b>	<b>29.06</b>	<b>12.50</b>
<b>Tax paid as per normal or MAT</b>	<b>Q</b>	<b>NORMAL</b>	<b>NORMAL</b>	<b>NORMAL</b>	<b>NORMAL</b>	<b>NORMAL</b>	<b>NORMAL</b>
* MAT Refers to Minimum Alternate Tax as referred to in section 115JB of the income Tax Act, 1961							

**Notes:**

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of the respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains
2. The figures for the period ended December 31, 2016 are based on the provisional computation of Total Income prepared by the company



3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

#### ANNEXURE – XIV

#### STATEMENT OF FINANCIAL INDEBTEDNESS

The details of indebtedness of our Company as at December 31, 2016, together with a brief description of certain material covenants of the relevant financing agreements, are provided below:

##### A. Principle Terms of Secured Loans

Name of Bank	Facility Type	Facility Key term			Outstanding as on Dec, 31 2016	Security as per loan agreement
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)	(In Rs.)	
HDFC Car loan	Car Loan	3.55	10.75%	60	2.68	Against Hypothecation of Car and personal Guarantee of Directors
Axis Car loan (Toyota)	Car Loan	12.00	10.51%	60	3.84	Against Hypothecation of Car and personal Guarantee of Directors
Indian Overseas Bank Car loan	Car Loan	3.50	10.75%	60	2.45	Against Hypothecation of Car and personal Guarantee of Directors
Total (A)					8.97	

##### B. Principle Terms of Unsecured business Loans

Name of Bank	Facility Type	Facility Key term			Outstanding as on Dec, 31 2016	Security as per loan agreement
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)	(In Rs.)	
From Bajaj Finance Ltd.	Business Loan	99.00	10.40%	180	98.30	Unsecured
From HDFC Bank Ltd.	Business Loan	35.00	15.75%	36	21.45	Unsecured
From ICICI Bank Ltd.	Business Loan	30.00	16.99%	36	17.71	Unsecured



From SMB Securities Ltd.	Business Loan	NA	0.06	Unsecured
From Sarvottam Securities Ltd.	Business Loan	NA	107.00	Unsecured
Total (B)			244.51	
Grand Total (A+B)			253.48	

## ANNEXURE XV

### Notes to the Restated Standalone Financial Statements

1. All the investments made by the company are valued at Cost .
2. In the opinion of Board of Director, the current assets, loans and advances have a value on realization in the ordinary course of business atleast equal to the amount at which they are stated in balance sheet.
3. The Company has not complied with the requirement of providing for employee benefits in the books of accounts as mandated under Accounting Standard 15 “Accounting for Employee Benefits” issued by the Institute of Chartered Accountants of India.
4. The company can not identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, can not be disclosed.
5. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary.
6. The trade receivables outstanding for more than six month have not been written off and have been disclosed as assets in the balance sheet. In the opinion of the Board of Director, these will be realized in due time.



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2012, 2013, 2014, 2015 and 2016 prepared in accordance with the Companies Act, 2013 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 "Financial Statements" beginning on page 141 of this Prospectus beginning.

Indian GAAP differs in certain material respects 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 a 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 the 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**" beginning on pages 19 and 18 respectively, of this Prospectus.

### BUSINESS OVERVIEW

Our Company was incorporated as "Ace Integrated Solutions Private Limited" under the of the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 55-88373. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the General Meeting held on 30th July, 2016.

ACE is a India's leading Recruitment & Examination Services Management Company, bringing together the Domain Expertise and innovative skills required for the successful execution of the project every time with highest level of security and customer satisfaction. We have over 16000 Sq. Ft. area which is well equipped with the Equipment and machinery required for the execution and production of all the deliverables involved in any of the Recruitment and Examination Project. Our divisions namely "Amety Offset Printers" etc. are completely mapped with the requirements of the execution of the voluminous turnkey projects (Single / Multiple location across India).

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. We have appointed Mr. Chandra Shekhar Verma as the Managing Director of the Company with effect from July 07, 2016 vide Special Resolution dated July 30, 2016.
2. The authorized Share Capital of Rs. 3,00,00,000 (Rupee Three Crore only) consisting of 30,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 100,000,000 (Rupees Ten Crore only) consisting of 1,00,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated 30/07/2016.
3. Allotment of 2500000 equity shares of Rs 10 each as bonus shares in the ratio of 1:1 on August 26, 2016.
4. The Company was converted in to Public Limited Company vide fresh certificate of incorporation dated 30<sup>th</sup> September, 2016 issued by Registrar of Companies NCT of Delhi & Haryana.
5. The issue has been authorized pursuant to a resolution of our Board dated July 07, 2016 and by special resolution passed under section 62(1)(c) of the Companies Act, 2013 at Annual General Meeting of the shareholders held on 30<sup>th</sup> July, 2016.



- Appointment of Peer Reviewed Auditor RPMD & Associates, Chartered Accountants vide Board Resolution dated July 07, 2016 for preparation of Restated financial statement.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 19 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Performance of Company’s competitor
- Changes if any in the Regulations/Regulatory Framework/Economic policies in India and/or in foreign country which affects national and international finance.
- Significant development in India’s environmental regulation.

## DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for years ended 31<sup>st</sup> March, 2016, 2015, 2014, 2013 and 2012.

### Overview of Revenue & Expenditure

#### Revenues

Our Company’s revenue consists primarily from the following.

**Contract Revenue:** Revenue is generated from contract(s) awarded to our company.

(Rs. In Lakhs)

Particulars	As at March 31				
	2012	2013	2014	2015	2016
<b>Income</b>					
Revenue from Operation	402.18	864.26	1409.83	1515.76	2097.10
Increase/Decrease in %	N.A	114.89	63.13	7.51	38.35
Other Income	5.74	3.31	65.37	8.00	9.39
Increase/Decrease in %	N.A	(42.33)	1874.92	(87.76)	17.38
<b>Total Revenue</b>	<b>407.92</b>	<b>867.57</b>	<b>1475.20</b>	<b>1523.76</b>	<b>2106.49</b>



## Expenditure

Our Company's operating expenditure consists of conduct of examination expenses, employee benefit expenses, financial costs, depreciation and amortization and other expenses etc.

## Statement of profits and losses

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

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2012	2013	2014	2015	2016
<b>INCOME</b>					
<b>Revenue from Operations</b>					
Revenue	402.18	864.26	1409.83	1515.76	2097.10
Increase/Decrease in %	NA	114.89	63.13	7.51	38.35
Other Income	5.74	3.31	65.37	8.00	9.39
Increase/Decrease in %	NA	(42.33)	1874.92	(87.76)	17.38
<b>Total Income</b>	<b>407.92</b>	<b>867.57</b>	<b>1475.20</b>	<b>1523.76</b>	<b>2106.49</b>
<b>EXPENDITURE</b>					
Operating Expenses	246.67	599.65	942.42	954.64	1352.67
As a % of Total Revenue	60.47	69.12	63.88	62.65	64.21
Purchase of stock-in-trade	0.00	0.00	0.00	0.00	0.00
As a % of Total Revenue	NA	NA	NA	NA	NA
Changes in inventories of traded goods	0.00	0.00	0.00	0.00	0.00
As a % of Total Revenue	NA	NA	NA	NA	NA
Employee benefit expenses	50.03	70.43	74.89	81.68	118.45
As a % of Total Revenue	12.26	8.12	5.08	5.36	5.62
Finance costs	3.36	3.72	6.27	4.45	37.62
As a % of Total Revenue	0.82	0.43	0.43	0.29	1.79
Depreciation and amortisation expense	12.37	11.22	16.37	43.67	63.29
As a % of Total Revenue	3.03	1.29	1.11	2.87	3.00
Other expenses	59.74	85.29	284.59	269.27	314.93
As a % of Total Revenue	14.65	9.83	19.29	17.67	14.95
<b>Total Expenditure</b>	<b>372.17</b>	<b>770.31</b>	<b>1324.54</b>	<b>1353.71</b>	<b>1886.96</b>
As a % of Total Revenue	91.24	88.79	89.79	88.84	89.58
<b>Profit before prior period items</b>	<b>35.75</b>	<b>97.26</b>	<b>150.65</b>	<b>170.05</b>	<b>219.52</b>
Prior period items (Net)					
<b>Profit before exceptional, extraordinary items and tax</b>	<b>35.75</b>	<b>97.26</b>	<b>150.65</b>	<b>170.05</b>	<b>219.52</b>
Exceptional items	0.00	0.00	0.00	0.00	0.00



<b>Profit before extraordinary items and tax</b>	35.75	97.26	150.65	170.05	219.52
Extraordinary items	0.00	0.00	0.00	0.00	0.00
<b>Profit before tax</b>	35.75	97.26	150.65	170.05	219.52
<b>PBT Margin</b>					
<b>Tax expense :</b>					
(i) Current tax	12.50	29.06	40.43	60.00	70.45
(ii) Deferred tax	1.45	10.00	8.45	4.09	2.17
(iii) MAT Credit	NA	NA	NA	NA	NA
(iv) FBT	NA	NA	NA	NA	NA
(v) Wealth Tax	NA	NA	NA	NA	NA
(iv) Short/(Excess) provision for earlier years	NA	NA	NA	NA	NA
<b>Total</b>	13.95	39.06	48.88	64.09	72.62
As a % of Total Revenue	3.42	4.50	3.31	4.21	3.45
<b>Profit for the year</b>	<b>24.70</b>	<b>67.21</b>	<b>118.67</b>	<b>105.96</b>	<b>146.90</b>
<b>PAT Margin</b>	6.06	7.75	8.04	6.95	6.97

### FISCAL YEAR ENDED MARCH 31, 2016 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2015

#### Income

Total revenue increased by Rs. 581.34 Lakhs or 38.35 %, from Rs. 2097.10 Lakhs in the fiscal year ended March 31, 2016 to Rs. 1515.76 Lakhs in the fiscal year ended March 31, 2015. The increase in revenue due to procurement of order from Tata Consultancy Services Limited.

#### Expenditure

Total Expenditure increased by Rs. 533.25 Lakhs, or 39.39% from Rs.1353.71 Lakhs in the fiscal year ended March 31, 2015 to Rs. 1886.96Lakhs in the fiscal year ended March 31, 2016.Overall expenditure has increased mainly because of the increase in Financial Costs, Employee benefit expenses as well as expenses for conduction of recruitment and centre management charges.

#### Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 33.17 Lakhs and 745.39% from Rs. 4.45 Lakhs in the fiscal year ended March 31, 2015 to Rs.37.62 Lakhs in the fiscal year ended March 31, 2016. The increase in finance cost is due to avaiement of unsecured business loan from various banks and NBFC s companies for completion of on going projects.

#### Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 45.66 Lakhs and 16.96% from Rs.269.27 Lakhs in the fiscal year ended March 31, 2015 to Rs.314.93 Lakhs in the fiscal year ended March 31, 2016.

#### Net Profit after Tax and Extraordinary items

Net profit has increased by 17.30 Lakhs and 40.94%, from Rs. 105.96 Lakhs in the fiscal year ended March 31, 2015 to Rs. 146.9 Lakhs in the fiscal year ended March 31, 2016. The increase in Net Profit is mainly due to increase in revenue.





## FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014

### Income

Total revenue increased by Rs. 105.93 Lakhs and 7.51 %, from Rs. 1409.83 Lakhs in the fiscal year ended March 31, 2014 to Rs. 1515.76 Lakhs in the fiscal year ended March 31, 2015. The increase in income is due to procurement of various small projects.

### Expenditure

Total Expenditure increased by Rs. 29.17 Lakhs, and 2.20 %, from Rs. 1324.54 Lakhs in the fiscal year ended March 31, 2014 to Rs. 1353.71 Lakhs in the fiscal year ended March 31, 2015. Overall expenditure has increased mainly because of the increase in Employee benefit expenses.

### Employee Benefit Expenses

Employee benefit Expenses in terms of value and percentage increased by Rs. 6.79 Lakhs and 9.07% from Rs.74.89 Lakhs in the fiscal year ended March 31, 2014 to Rs. 81.68 Lakhs in the fiscal year ended March 31, 2015. The increase in employee benefit expenses is due to increase in annual compensation payable to employee.

### Net Profit after Tax and Extraordinary items

Net profit has decreased by Rs. 12.71 Lakhs and 10.71% from Rs. 118.67 Lakhs in the fiscal year ended March 31, 2014 to Rs. 105.96 Lakhs in the fiscal year ended March 31, 2015. The decrease in Net Profit is mainly due to change in depreciation policy by the Ministry of Corporate Affair during the said FY, however our operating profit marginally increased from Rs 150.65 lakhs to Rs 170.05 Lakhs.

## FISCAL YEAR ENDED MARCH 31, 2014 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2013

### Income

Total revenue increased by Rs. 545.57 Lakhs and 63.13 %, from Rs. 864.26 Lakhs in the fiscal year ended March 31, 2013 to Rs. 1409.83 Lakhs in the fiscal year ended March 31, 2014. The increase in revenue due to procurement of order from CMC Limited towards projects related to Department of Post, Government of India.

### Expenditure

Total Expenditure increased by Rs. 554.23 Lakhs, and 71.95%, from Rs. 770.31 Lakhs in the fiscal year ended March 31, 2013 to Rs.1324.54 Lakhs in the fiscal year ended March 31, 2014. Overall expenditure has increased mainly because of the increase in Employee benefit expenses, expenses for conduction of recruitment and centre management charges as well as increase in other expenses.

### Employee Benefit Expenses

Employee benefit Expenses in terms of value and percentage increased by Rs. 4.46 Lakhs and 6.33%, from Rs.70.43 Lakhs in the fiscal year ended March 31, 2013 to Rs. 74.89 Lakhs in the fiscal year ended March 31, 2014. The increase in employee benefit expenses is due to increase in annual compensation payable to employee.

### Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 2.55 Lakhs and 68.55%, from Rs. 3.72 Lakhs in the fiscal year ended March 31, 2013 to Rs. 6.27 Lakhs in the fiscal year ended March 31, 2014. The increase in finance cost is mainly due to avaiement of overdraft credit facilities for completion of ongoing projects.

### Net Profit after Tax and Extraordinary items

Net profit has increased by Rs.51.46 Lakhs and 76.57 %, from Rs. 67.21 Lakhs in the fiscal year ended March 31, 2013 to Rs. 118.67 Lakhs in the fiscal year ended March 31, 2014. The increase in Net Profit is mainly due to increase in revenue.

## OTHER MATTERS

### 1. Unusual or infrequent events or transactions

Except as described in this 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 19 of this Prospectus respectively, 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 described in the section titled “*Risk Factors*” beginning on page 19 of this Prospectus respectively 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 quoted by suppliers.

**5. Total turnover of each major industry segment in which the issuer company operates.**

The Company is India's leading Recruitment & Examination Services Management Company. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 83 of this Prospectus.

**6. Status of any publicly announced new products or business segments**

Our Company has not announced any new product and segment, other than through the Prospectus.

**7. The extent to which the business is seasonal**

Our Company business is not seasonal in nature.

**8. Competitive Conditions**

We face competition from existing and potential 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 88 of this Prospectus.

**9. Any Significant dependence on a single or few suppliers or customer**

The % contribution of our Company’s customer and supplier vis a vis the total income and operating cost respectively for the Financial Year 2015-16

	Customers	Suppliers
Top 5 (%)	93.57	25.24
Top 10 (%)	97.14	28.51



## SECTION- VI

### LEGAL AND OTHER INFORMATION

#### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this chapter, (i) there are no contingent liabilities not provided for, winding up petitions, no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against our Company or against any other company whose outcome could have a materially adverse effect on the business, operations or financial position of our Company, and (ii) there are no defaults including non-payment or overdue of statutory dues, over-dues to banks or financial institutions, defaults against banks or financial institutions or rollover or rescheduling of loans or any other liability, defaults in dues payable to holders of any debenture, bonds and fixed deposits or arrears on cumulative preference shares issued by our Company, defaults in creation of full security as per the terms of issue/other liabilities, proceedings initiated for economic, civil or any other offences other than unclaimed liabilities of our Company except as stated below, (iii) no disciplinary action has been taken by SEBI or any stock exchange against our Company.

#### Liabilities with Tax Authorities Against the Company

- I. Liability under TDS for previous years is Rs. 91170/-
- II. Liability under Income Tax for Assessment Year 2014-15 is Rs. 22000/- (Approx.)

Further, except as stated herein, there are no past cases in which penalties have been imposed on Company, Promoters of the Company, Directors or Promoter Group Entities of Company, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters and Promoter Group entities and Directors of the Company were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

We confirm that, there are no violations of securities laws by the Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company or penalties imposed on Company Promoters of the Company, Promoter Group of the Company and Directors of the Company, thereunder in the past or pending against our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and there are no adverse findings regarding compliance with securities laws.

#### I. Contingent Liabilities not provided for as on December 31, 2016 is as under:

(Rs. In Lakhs)

Sr. No.	Nature of Liability	Amount as on December 31, 2016
1.	Demand by Income Tax Authorities being disputed by the Company	0.92
2.	Outstanding Bank Guarantees	14.63
3.	Claims against the Company not acknowledged as debts	0.00

#### II. Litigation involving Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company:

- A. Civil litigation against our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company.

NIL



**B. Criminal litigation against our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company.**

NIL

**C. Civil litigation by our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company.**

NIL

**D. Criminal litigation by our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company.**

NIL

**E. Adverse findings against our Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company, as regards compliance with securities laws**

NIL

**F. Details of the past cases in which penalties were imposed by the statutory or regulatory authorities against Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company**

NIL

**G. Pending litigation, defaults, nonpayment of statutory dues, proceedings initiated for economic offences or civil offences (Including past cases if found guilty), any disciplinary action taken by the Securities and Exchange Board of India or the stock exchange against Company, Promoters of the Company, Promoter Group of the Company and Directors of the Company and Group Entities of Company**

NIL

**H. Names of small scale undertaking(s) or any other creditors to whom the Company owes a sum exceeding Rs. one lakh which is outstanding for more than thirty days.**

**Creditors owing over Rs. 1 lakh and payment due after 30 days of due date as on 31.12.2016.**

**CREDITORS OWING OVER RS. 1 LAKH AND PAYMENT DUE AFTER 30 DAYS OF DUE DATE AS ON 31.12.2016**

<b>S. No.</b>	<b>NAME OF THE CREDITOR</b>	<b>AMOUNT</b>	<b>PERCENTAGE OF TOTAL CREDITORS</b>
1	Shivam Online Education and Calibre Testing Lab Private Limited	5,553,830.00	6.66
2	Bhartiya Global Infomedial Limited	7,450,000.00	8.94
3	Sakaar Corporate Services Private Limited	7,237,629.00	8.68
4	Anmol Sales Corporation	4,367,291.00	5.24
5	Srivastava Enterprises	4,153,997.00	4.98



6	Isha Associates	3,851,069.00	4.62
7	Channel Logistics	3,616,416.00	4.34
8	Ritu Enterprises	3,613,995.00	4.34
9	Overnite Express Limited	3,284,756.00	3.94
10	Ricoh India Limited	2,432,735.00	2.92
11	Shreyansh Enterprises	1,992,276.00	2.39
12	Rajeev Ranjan Sarkari	1,301,895.00	1.56
13	R K Associates	1,066,178.00	1.28
14	S Jain & Co.	788,857.00	0.95
15	A K Enterprises	638,626.00	0.77
16	Quadra Print Process	575,554.00	0.69
17	Apex System	201,257.00	0.24
18	JMD Enterprises	101,266.00	0.12
<b>TOTAL</b>		<b>52,227,627.00</b>	<b>62.66</b>
<b>TOTAL CREDITORS AS ON 31.12.2016</b>		<b>83,350,860.00</b>	

**I. Litigation involving consumer claims against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company**

NIL

**J. Litigation involving labour laws, winding up petition or closure against Issuer company, Promoter Group entities and Group entities.**

NIL

**K. Litigation /dispute in overseas jurisdiction against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company**

NIL

**III. Other Legal Proceedings**

There are no legal or show cause notices or any other legal or regulatory proceedings or investigations known to have been initiated or contemplated against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company except as follows:

**A. Non Payment of Statutory dues or dues to Banks/ Institutions**

NIL

**B. Overdue interest/ principal as on current date:**



NIL

**C. Roll over / Re-scheduling of loans or any other liability**

NIL

**D. Guarantees given**

NIL

**E. Default in dues towards instrument holders like debenture holders, fixed deposits and arrears on cumulative preference shares/ other liabilities as on current date:**

NIL

**F. Further, there are no show cause or legal notices or any other legal or regulatory proceedings or investigations known to be initiated or contemplated against us in this regard except as follows:**

NIL

**G. Details of any pending litigation involving the Company, which could have a material adverse effect on the position of the Company.**

NIL

**H. The details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 or any previous companies law in the last five years immediately preceding the year of issue of prospectus, including any prosecutions files (whether pending or not), fines imposed or compounding of offences:**

NIL

**I. If there were any prosecutions filed (whether pending or not); fines imposed or compounding of offences done in the last five years immediately preceding the year of the prospectus:**

NIL

**J. The details of acts of material frauds committed against the Issuer company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company in the last five years, if any, and if so, the action taken by the company.**

NIL

**K. Liabilities with Tax Authorities Against the Director**

Income Tax Department vide its notice no. ITBA/AST/S/143(2)/2016-17/1000330093(1) dated September 19, 2016 issued notice under section 143(2) of Income Tax Act, 1961 towards complete scrutiny in view of return filed by one of the Directors of the Company namely Mr. Ashok Kumar Agrawal (PAN: AAVPA8152C) for assessment year 2015-16. The scrutiny is under process and amount of liabilities, if any, with respect to same is not yet been quantified.



**We certify that except as stated herein above:**

- a. There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are no litigations against the Promoters / Directors in their personal capacity.
- g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.



## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of the Prospectus.

### I. APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has pursuant to a resolution passed at its meeting held on July 07, 2016 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated July 30, 2016 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

#### Approvals from Lenders

1. The Company has obtained approval vide letter date April 03, 2017 from its Bankers i.e. IndusInd Bank Limited for the proposed issue of shares.

### II. INCORPORATION DETAILS

1. Our Company was incorporated as “Ace Integrated Solutions Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated July 04, 1997 issued by Registrar of Companies, NCT of Delhi and Haryana. Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Annual General Meeting held on 30<sup>th</sup> July, 2016. A fresh Certificate of Incorporation consequent to conversion was issued on September 30, 2016 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Ace Integrated Solutions Private Limited” to “Ace Integrated Solutions Limited” Company’s Corporate Identification Number is U74140DL1997PLC088373.

### III. APPROVALS / LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

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:

#### A. UNDER DIRECT AND INDIRECT TAX LAWS

S. No	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1	Registration in Income Tax Department	Income Tax Department, Govt. of India	AADCA6918K	Perpetual	





2	DVAT Registration	Department of Value Added Tax Govt of NCT of Delhi	07900360623	Perpetual	
3	ESIC Registration	ESIC Delhi	10-50329-101	Perpetual	
4	EPF Registration	Employees Provident Fund Scheme 1952, Employees' Pension Scheme 1995 and Employees' Deposit Linked Insurance Scheme 1976	DSSHD002541 4000	Perpetual	
5	Service Tax Registration	Central Board Of Excise And Customs	AADCA6918KST 001	Perpetual	
6	UP VAT Number	Department of Commercial Taxes, Govt, of Uttar Pradesh	09988826058C	Perpetual	
7	TAN Registration	Income Tax Department	DELA07621F	Perpetual	



**B. OTHER REGISTRATION AND LICENSES**

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity period	Special conditions, if any
	ISO 9001:2008	KVQA Certification Services Private Limited	KDACQ201602049	Valid upto 22.02.2019	1st surveillance due on 23.01.2017 and 2 <sup>nd</sup> surveillance Due on 23.01.2018
	ISO / IEC 27001:2013	KVQA Certification Services private limited	KDACI201604004	Valid upto 10.04.2019	1st surveillance Due on 11.03.2017 and 2 <sup>nd</sup> surveillance Due on 11.03.2018
	Entrepreneur ' memorandum for Established micro, small or medium Enterprise, Part –II	Department of Industries & Export Promotion	EM-12263	To be Filled in After commencement of products/ Service	-
	Government Purchase enlistment certificate	The National Small Industries Corporation Limited (NSIC)	NSIC/GP/NAR/2015 /0012705 and NSIC/GP/NAR/ 2015/0012705	Valid from 15.05.2015 to 14.05.2017	The Company is in the process of filing of renewal application .





Patparganj Industrial Association Registration	Patparganj Industrial Association	B-13, DSIDC Complex, Patparganj Industrial Area, Delhi - 110092		
Sahibabad Industrial Association Registration	Sahibabad Industrial Association	12/47, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh.		

## INTELLECTUAL PROPERTY

### Trademarks applied in the name of our company

Our Company has applied for the following registrations under the Trademark Act 1999 and Trademark Rule 2003. The Status of our application is as under:

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status
1		01.07.2016	3300271	35	Application under process
2		28.09.2016	3377225	16	Application under process

## LAND AND PROPERTIES

We do not own any Land / Property in the name of the Company. However, the following table sets for the properties taken on lease / rent by us:

Sr. No	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
1	B-13 DSIDC Complex Patparganj Industrial Area, Delhi - 110092	Lease Deed dated October 01, 2016	M/s Ace Integrated Education Private Limited	Rs. 70,000 per month	October 01, 2016	August 31, 2017	Business and Commercial



Sr. No	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
2	12/47, Site-4, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh	Lease deed dated March 31, 2012	M/s U.P. State Industrial Development Corporation Limited	Provisional premium paid Rs. 11,41,667 Yearly rent @ Rs. 1.00 per sq metre per year for first 30 years Yearly rent @ Rs. 2.50 per sq metre per year for next 30 years Yearly rent @ Rs. 5.00 per sq metre per year for next 30 years	Lease period is of 90 years from May 12, 1971		Business and Commercial



## 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 July 07, 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 Annual General Meeting of our Company held on July 30, 2016 at registered office of the Company.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, 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.

The companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control 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.

There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

### PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past and no proceedings thereof are pending against them.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(1) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, as the post issue capital does not exceed Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited (NSE) 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 100% 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 43 of this 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, than 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 u/s 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 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.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager 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 43 of this Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 Crore as per the latest audited financial results. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 Crore as per the latest audited financial results.
6. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore. The paid up capital shall be Rs. 6.80 crores after the issue.



7. The Company shall mandatorily facilitate trading in demat securities and has entered into agreement with both the depositories.
8. The Company has not been referred to Board for Industrial and Financial Reconstruction.
9. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
10. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
11. The Company has a website: <http://aceintegrated.com>
12. There has been no change in the Promoter(s) in the preceding one year from the date of filing application to NSE-EMERGE Platform.

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 7, 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 SEBI 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, D&A FINANCIAL SERVICES PRIVATE LIMITED HAVE 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, AS FOR THE TIME BEING IN FORCE. 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 PROSPECTUS, THE LEAD MANAGER, D&A FINANCIAL SERVICES 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, D&A FINANCIAL SERVICES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 21, 2017 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.**

**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE 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 PROSPECTUS FILED WITH THE STOCK EXCHANGE 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 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, 1956, 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 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.**
  - 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES 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 PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE 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 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 73 OF THE COMPANIES ACT, 1956\* AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE 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, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI**



#### **REGULATIONS**

- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.– NOT APPLICABLE\*\***
  - 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 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.**
  - 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.**

**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 PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- \*Section 40(3) of the Companies Act, 2013 has been notified by the Ministry of Corporate Affairs, Government of India.*
- \*\*Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialized form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*
- 15. 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”**
  - 16. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”**

**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 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 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 SPECIFIED SECURITIES 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 SPECIFIED SECURITIES OF THE ISSUER.
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION 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.
- (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.”

**Note:**

The filing of Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) 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 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, NCT of Delhi and Haryana in terms of sections 26, 32 and 33 of the Companies Act, 2013.

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEADMANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this 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, <http://aceintegrated.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 May 03, 2017, the Underwriting Agreement dated May 03, 2017 entered into among the Underwriter 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 centers, *etc.*

**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 the track record of the past SME Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Prospectus and the website of the Lead Manager at [www.dnafinserv.com](http://www.dnafinserv.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 FIIs, Eligible NRIs, QFIs, 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 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 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 Delhi 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 this Prospectus has been filed with National Stock Exchange of India Limited (NSE) for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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 and legislations in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM**

National Stock Exchange of India Limited (NSE) has given permission vide letter no. NSE/LIST/8703 dated June 08, 2017, to use its name in the offer document in respect of the proposed public issue of equity shares. The disclaimer clause of stock exchange is as given below:

**“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/8703 dated June 8, 2017 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed**



**that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.**

**Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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 any other reason whatsoever.”**

## **FILING**

This Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi - 110001. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC, Delhi.

## **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from NSE Emerge Platform. However application will be made to the NSE Emerge Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE Emerge Platform has given its approval for using its name in our Prospectus vide its letter dated June 08, 2017.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE Emerge Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the 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 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 NSE Emerge Platform mentioned above are taken within Six Working Days from the Issue Closing Date.

## **CONSENTS**

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, the Banker to the Company; and (b) Lead manager, Underwriters, Market Makers, Registrar to the Issue, Legal Advisor to the Issue, Bankers to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this aft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with NSE.



## EXPERT TO THE ISSUE

Except as stated below, our Company has not obtained any expert opinions:

1. Report of the Statutory Auditor on Statement of Tax Benefits.

## EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 70 of this 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 dated June 01, 2016 issue 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 25, 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 refund orders 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.

## 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 applicable laws.

## PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, 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 51 of this 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/ SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS



None of the equity shares of our Group Entities 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 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 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 Company Secretary and 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 s of SCSBs 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 Relationships Committee Shareholders of the Board *vide* resolution passed at the Board Meeting held on April 03, 2017. For further details, please refer to the chapter titled “*Our Management*” beginning on page 107 of this Prospectus.

Our Company has appointed Mr. Ranjeet Singh the Company Secretary and Compliance Officer and he may be contacted at the following address:

#### **ACE INTEGRATED SOLUTIONS LIMITED**

B-13 DSIDC Complex,  
Functional Industrial Estate,  
Industrial Area Patparganj,  
New Delhi –110092, India

**Tel:** 011-22162970

**Fax:** 011-22156374

**Email:** [cs@aceintegrated.com](mailto:cs@aceintegrated.com)



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 *etc.*

#### **CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

There have been no changes in the statutory auditors of our Company in the last three financial years.

#### **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 51 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

#### **PURCHASE OF PROPERTY**

Other than as disclosed in this 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 Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

#### **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 are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') 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, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE EMERGE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.*

### RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 242 of the Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act 2013 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. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 140 of the Prospectus.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10 each are being offered in terms of the Prospectus at the price of Rs. 40 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 74 of the Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

### MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may





be modified by the NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful Applicants.

#### **MINIMUM NUMBER OF ALLOTTEES**

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 all the monies blocked by SCSBs collected shall be unblocked within 6 working days of closure of Issue.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act 2013, the sole or 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 applicants, 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 in accordance with Section 72 of the Companies Act 2013, 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 the Registered Office of our Company or to the Registrar and Transfer Agents of our Company. In accordance with Section 72 of the Companies Act 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- 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. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **MINIMUM SUBSCRIPTION**

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescribed under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs.1,000 for each day during





which the default continues or Rs. 100,000 , whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. Additionally, Section 40(3) of the Companies Act 2013, requires application to be made to the stock exchange before making public offer and the monies received from public must be kept in a separate bank account and should not be used for any purpose other than those specified Thereon. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 300,000 or with both.

#### **MIGRATION TO MAIN BOARD**

Our company may migrate to the main board of NSE Emerge Exchange at a later date subject to the following:

- a) If the Paid up Capital of our 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 Promoters 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 NSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the MainBoard.

OR

- b) If the Paid up Capital of our company is more than 10 crores but below Rs. 25 crores, 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 Promoters 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 NSE Emerge (Emerge Platform) wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE Emerge for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the Market Making arrangement see chapter titled “General Information” beginning on page 43 of the Prospectus.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 3,000 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 Exchange Platform of NSE.

#### **RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution as detailed in chapter titled “Capital Structure” beginning on page 51 of the 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 Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section “Main Provisions of the Articles of Association” beginning on page 242 of the Prospectus.

#### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get



the specified securities rematerialized subsequent to allotment.

## NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, 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.**



## 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 is less than Rs. 1,000 Lakhs shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ('SME Exchange', in this case being the NSE Emerge Platform). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 214 and 221 of the Prospectus.

### FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 18,00,000 Equity shares of face value of Rs. 10 /- each fully paid (the 'Equity Shares') for cash at a price of Rs. 40 /- per Equity Share aggregating Rs. 720.00 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 17,10,000 Equity Shares ('the Net Issue') and a reservation of 90,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	17,10,000 Equity Shares	90,000 Equity Shares
Percentage of Issue Size available for allocation	95 % of the Issue size	5 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each. For further details please refer to the "Basis of Allotment" on page 231 of the Prospectus.	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through the ASBA Process (online or the Physical Form)	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 /- For Retail Individuals: 3,000 Equity Shares	Application size shall be 90,000 equity shares since there is a firm allotment



Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 3,000 Equity Shares such that the Application Size does not exceed 17,10,000 Equity Shares. For Retail Individuals: 3,000 Equity Shares	Application size shall be 90,000 equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	3,000 Equity Shares	3,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further detail please refer to “Issue Structure” on page 218 of this prospectus.

\*As per Regulation 43(4) of SEBI (ICDR) Regulations, as amended, as present issue is fixed price issue ‘the allocation’ is the net offer to the public category shall be made as under.

- Minimum 50% of the shares offered to retail investors and are reserved for applications below Rs. 2 lakh
- Remaining to investors other than retail investors and
- The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

<b>ISSUE OPENING DATE</b>	<b>JUNE 29, 2017</b>
<b>ISSUE CLOSING DATE</b>	<b>JULY 05, 2017</b>

Applications and any revisions to the same (except that on the Issue Closing date) will be accepted only between 10.00 a.m. to 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, the applications and revision to the same will be accepted only between 10.00 a.m. to 2.00 p.m..

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 PM for acceptance of applications/bids.
- A standard cut-off time of 4.00 PM for uploading of bids/applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).
- A standard cut-off time of 5.00 PM for uploading of bids/applications received from only retail



applicants, which may be extended up to such time as deemed fit by Stock Exchange after taking into account the total number of applications received upto the closure of timings and reported by Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., all trading days of the stock exchange excluding Sundays and bank holidays.



## 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 (“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 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. 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 2015 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 Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.*

*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. 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 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.*

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

### **FIXED PRICE ISSUE PROCEDURE**

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. 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.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

### **APPLICATION FORM**

Applicants shall only use the specified Application Form for the purpose of making an Application in



terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed colour of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus.

#### WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- 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 as natural/legal guardian;
- 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;
- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;



- 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;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

#### **PARTICIPATION BY ASSOCIATES OF LM**

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com)

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) In a single Application Form 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.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS 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, 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, partnership firms or their nominees. In case of HUF's 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.

#### **APPLICATION BY MUTUAL FUNDS**





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 reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

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.

#### **APPLICATIONS BY ELIGIBLE NRI**

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 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 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents 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 a income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

#### **APPLICATIONS BY ELIGIBLE FIIs/FPIs**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely "foreign institutional investors" and "qualified foreign investors" will be subsumed under a new category namely "foreign portfolio investors" or "FPIs". RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until



January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in colour). FPIs are required to apply through the ASBA process to participate in the Offer.



**AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE**

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 a 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' (IFC) 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 SEBI (Foreign Portfolio Investors) Regulations, 2014, hold 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 from 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:
    - Any transactions in derivatives on a recognized stock exchange;
    - Short selling transactions in accordance with the framework specified by the Board;
    - 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
    - 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 of Disinvestment of shares of 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 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 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 regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.
4. 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.
  5. 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.
  6. 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.
  7. 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.
  8. 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 derivatives 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.

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.

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.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.



The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the 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.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis for the purpose of allocation.

#### **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.

#### **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 reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (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: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
3. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **APPLICATIONS BY BANKING COMPANIES**

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

**Applications by SCSBs:** SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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 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 therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:





- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along 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 reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

**a) For Retail Individual Applicants**

The Application must be for a minimum of 3,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 3,000 Equity Shares.

**b) 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 3,000 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.

#### **INFORMATION FOR THE APPLICANTS:**

- a) Our Company will file the Prospectus with the Registrar of Companies, NCT of Delhi and Haryana least 3 (three) days before the Issue Opening Date.



- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.
- c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- d) Applications made in the name of minors and/ or their nominees shall not be accepted.

#### **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. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

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 National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

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.

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, 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'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation 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.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. 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).
2. 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).
3. For applications where the proportionate allotment works out to less than 3,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 3,000 equity shares; and





- b) 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.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 equity shares.
5. 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 for 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 of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 3,000 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.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
- As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - The balance net offer of shares to the public shall be made available for allotment to
    - Individual applicants other than retails individual investors and
    - Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - 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 NSE.

The Executive Director / Managing Director of NSE – 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.

#### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **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 (as defined herein below) 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.



- All Applicants should submit their application through ASBA process only.

***Don'ts:***

- 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 Bankers 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 Selected Branches / Offices of the Banker to the Issue.
- Do not fill up 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.

## **OTHER INSTRUCTIONS**

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.



## PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

## RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid 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 including minors, insane persons;
- 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 3,000;
- 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;
- 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 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;

#### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) 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 of Companies Act, 2013 and shall be treated as Fraud.

#### **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated May 03, 2017 this issue is 100% Underwritten.

#### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the Registrar of Companies, NCT of Delhi and Haryana in terms of Section 26 of Companies Act, 2013.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

#### **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of 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 respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.



The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange.

#### **PAYMENT OF REFUND**

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

As per RBI Regulation, OCBs are not permitted to participate in the issue

There is no reservation for non-residents, NRIs, FIIs and Foreign Venture Capital Funds and all non-residents, NRIs, FIIs and Foreign Venture Capital Funds will be treated on the same basis with other categories for the purpose of allocation.

#### **DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY**

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at EMERGE platform of NSE, where the equity shares are proposed to be listed are taken with six (6) working days of the closure of the issue.

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre-Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of Issue Closing Date or such time as prescribed;
5. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If



- there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
6. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
  7. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

#### **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) We have entered into tripartite agreement dated August 26 between NSDL, the Company and the Registrar to the Issue;
- (b) We have entered into tripartite agreement dated August 20, 2016 between CDSL, the Company and the Registrar to the Issue;
- (c) The Company's Equity shares bear an ISIN No. INE543V01017



- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## COMMUNICATIONS

All future communications in connection with the 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 Banker to the Issue where the Application 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.

## ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT)

**In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1480483399603.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html). For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.





## ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. 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 bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**





On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.



## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

**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 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. However, 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.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**



**SECTION-VIII**  
**MAIN PROVISION OF ARTICLE OF ASSOCIATION**  
**THE COMPANIES ACT, 1956**  
**(TO THE EXTENT APPLICABLE)**  
**&**  
**THE COMPANIES ACT, 2013**  
**(TO THE EXTENT APPLICABLE)**

**ARTICLES OF ASSOCIATION**

**OF**

**ACE INTEGRATED SOLUTIONS LIMITED**

(New set of Articles of Association adopted in substitution with the existing Articles of Association as approved by the Members at their Annual General Meeting held on 30<sup>th</sup> July, 2016)

<b>Title of Article</b>	<b>Article Number and contents</b>
Table "F" not to apply but company to be governed by these Articles	<b>1.</b> The regulations contained in Table "F" in the First Schedule of the Companies Act, 2013 shall not apply to this Company, but these Articles for the management of the Company and for the observance of the Members thereof and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the repeal of, alteration of, or addition to, its regulations/Articles by Special Resolution, as prescribed by the Companies Act, 2013 (to the extent applicable) or Companies Act, 1956 (to the extent applicable) be such as are contained in these Articles.

**INTERPRETATION**

<b>Title of Article</b>	<b>Article Number and contents</b>
Marginal Notes	<b>2.</b> The marginal notes used in these Articles shall not affect the construction hereof.
Interpretation Clause	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:
The Act	(a) "The Act" means the Companies Act, 2013 (to the extent applicable) and the Companies Act, 1956 (to the extent applicable) and includes any statutory modification or re-enactment thereof for the time being in force.
These Articles	(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.
Auditors	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.
Board or Board of Directors	(d) "Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively.
Capital	(e) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.



Title of Article	Article Number and contents
Chairman	(f) "The Chairman" means the Chairman of the Board of Directors, for the time being, of the Company.
Charge	(g) "Charge" includes a mortgage.
Company	(h) The "Company" shall mean <b>ACE INTEGRATED SOLUTIONS LIMITED</b>
Debenture	(i) "Debenture" includes debenture stock, bonds and any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
Directors	(j) "Directors" means the Board of Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a circular resolution under the Articles.
Dividend	(k) "Dividend" includes interim dividend unless otherwise stated.
Executor or Administrator	(l) "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.
Gender	(m) Words importing the masculine gender shall be deemed to include the feminine gender and <i>vice versa</i> .
In writing and written	(n) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.
Legal Representative	(o) "Legal Representative" means a person who in law represents the estate of a deceased Member.
Members	(p) "Members" means the duly registered holders, from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company.
Board Meeting or Meeting of Board	(q) "Board Meeting" or "Meeting of Board" means meeting of the Board of Directors.
Annual General Meeting or General Meeting	(r) "Annual General Meeting" or "General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Companies Act, 2013.
Extra-Ordinary General Meeting	(s) "Extra-Ordinary General Meeting" means an extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
Memorandum	(t) "Memorandum" means the Memorandum of Association of the Company as originally framed and/or altered from time to time.
Month	(u) "Month" means a calendar month



Title of Article	Article Number and contents
National Company Law Tribunal	(v) "National Company Law Tribunal" means National Company Law Tribunal (Tribunal) as defined under section 408 of the Companies Act, 2013.
Office	(w) "Office" means the registered office for the time being of the Company.
Ordinary Resolution	(x) "Ordinary Resolution" shall have the meanings assigned to it by Section 114 of the Companies Act, 2013.
Paid Up	(y) "Paid-up" includes capital credited as paid up
Person	(z) "Person" shall be deemed to include corporations and firms as well as individuals.
Proxy	(aa) "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.
Public Holiday	(ab) "Public Holiday" means public holiday within the meaning of the Negotiable Instruments Act, 1881 provided that no date declared by the Central Government to be a public holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.
The Register of Members	(ac) "The Register of Members" means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013
The Registrar	(ad) "The Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.
Seal	(ae) "Seal" means the common seal for the time being of the Company.
Secretary	(af) "Secretary" or "Company Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a Company to perform the functions of a Company Secretary under this Act.
Shares	(ag) "Shares" means share in the share capital of the Company and includes stock where a distinction between stocks and share is expressed or implied.
Special Resolution	(ah) "Special Resolution" shall have the meaning assigned to it by Section 114 of Companies Act, 2013.
The Statutes	(ai) "The Statutes" means the Companies Act, 2013, to the extent applicable and the Companies Act, 1956, to the extent applicable and every other Act for the time being in force affecting the Company.
Year or Financial Year	(aj) "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Companies Act, 2013.
Singular Number	(ak) Words importing the Singular number include where the context admits or requires the plural number and <i>vice versa</i> .
These presents	(al) "These presents" means the Memorandum of Association and the Articles of



Title of Article	Article Number and contents
Variation	Association as originally framed or as altered from time to time. (am) "Variation" shall include abrogation; and "vary" shall include abrogate.
Expressions in the Act to bear the same meaning in Articles	(an) 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.

### MEETING OF MEMBERS

Title of Article	Article Number and contents
Annual General Meeting	<p><b>97.</b></p> <p>(a) An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.</p> <p>(b) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held.</p> <p>(c) Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a public holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p> <p>(d) The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting.</p> <p>(e) Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> <p>(f) At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.</p> <p>(g) The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 159, 161 and 220 of the Act.</p>
Report statement and registers to be laid before the Annual General Meeting	<p><b>98.</b></p> <p>The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.</p>
	<b>99.</b>



Title of Article	Article Number and contents
Extra-Ordinary General Meeting	All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
Requisitionists' Meeting	<p><b>100.</b></p> <p>(1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified:-</p> <p>(a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.</p> <p>(b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.</p> <p>(2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or</p> <p>(3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter.</p> <p>(4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:</p> <p>(a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company.</p> <p>i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;</p> <p>ii. In the case of any other requisition, not less than two weeks before the Meeting, and</p> <p>(b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.</p> <p>PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>(5) The Company shall also not be bound under this Article to circulate any</p>



Title of Article	Article Number and contents
	<p>statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.</p> <p>(6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.</p>
<p>Extra-Ordinary General Meeting by Board and by requisition</p> <p>When a Director or any two Members may call an Extra Ordinary General Meeting</p>	<p><b>101.</b></p> <p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.</p> <p>(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.</p>
<p>Contents of requisition, and number of requisitionists required and the conduct of Meeting</p>	<p><b>102.</b></p> <p>(1) In case of requisition the following provisions shall have effect:</p> <p>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.</p> <p>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.</p> <p>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> <p>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the</p>





Title of Article	Article Number and contents
	<p>Meeting may be called:</p> <ul style="list-style-type: none"> <li>(i) by the requisitionists themselves; or</li> <li>(ii) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less.</li> </ul> <p>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.</p> <p>(2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:</p> <ul style="list-style-type: none"> <li>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but</li> <li>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.</li> </ul> <p>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.</p> <p>(3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.</p> <p>(4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.</p>
Length of notice of Meeting	<p><b>103.</b></p> <p>(1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.</p> <p>(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto:</p> <ul style="list-style-type: none"> <li>(i) In the case of Annual General Meeting by all the Members entitled to vote thereat; and</li> <li>(ii) In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting.</li> </ul> <p>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause</p>



Title of Article	Article Number and contents
	<p>in respect of the former resolutions and not in respect of the later.</p>
<p>Contents and manner of service of notice and persons on whom it is to be served</p>	<p><b>104.</b></p> <p>(1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.</p> <p>(2) Subject to the provisions of the Act notice of every General Meeting shall be given;</p> <p>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013;</p> <p>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and</p> <p>(c) to the Auditor or Auditors for the time being of the Company</p> <p>(3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p>
<p>Special and ordinary business and explanatory statement</p>	<p><b>105.</b></p> <p>(1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to</p> <p>(i) the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors;</p> <p>(ii) the declaration of dividend;</p> <p>(iii) the appointment of Directors in the place of those retiring; and</p> <p>(iv) the appointment of, and the fixing of the remuneration of the Auditors, and</p> <p>(b) In the case of any other meeting, all business shall be deemed special.</p> <p>(2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.</p> <p>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company</p>



Title of Article	Article Number and contents
	<p>shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up-share capital of the other company.</p> <p>(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p>
Omission to give notice not to invalidate proceedings	<p><b>106.</b> The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.</p>

### MEETING OF MEMBERS

Title of Article	Article Number and contents
Notice of business to be given	<p><b>107.</b> No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.</p>
Quorum	<p><b>108.</b> Quorum for General Meeting will be as per the section 103 of the Companies Act, 2013 and no business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013.</p>
If quorum not present when Meeting to be dissolved and when to be adjourned	<p><b>109.</b> If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.</p>
Resolution passed at adjourned Meeting	<p><b>110.</b> Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.</p>
Chairman of General Meeting.	<p><b>111.</b> At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of</p>



Title of Article	Article Number and contents
	Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.
Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required	<b>112.</b> Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	<b>113.</b> No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	<b>114.</b> (a) The Chairman may with the consent of 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 original Meeting. (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.
How questions are decided at Meetings	<b>115.</b> Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	<b>116.</b> A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand of poll	<b>117.</b> Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.



Title of Article	Article Number and contents
Time of taking poll	<b>118.</b> A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	<b>119.</b> In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutineers	<b>120.</b> Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.
Demand for poll not to prevent transaction of other business	<b>121.</b> The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	<b>122.</b> Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.

#### ***VOTES OF MEMBERS***

Title of Article	Article Number and contents
Member paying money in advance not to be entitled to vote in respect thereof	<b>123.</b> 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 moneys so paid by him until the same would but for such payment become presently payable.
Restriction on	<b>124.</b> No Member shall exercise any voting rights in respect of any Shares registered in his



Title of Article	Article Number and contents
exercise of voting rights of Members who have not paid calls	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 of lien.
Number of votes to which Member entitled	<p><b>125.</b> Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.</p> <p>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 Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.</p> <p>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 is taken.</p>
Votes of Members of unsound mind	<p><b>126.</b> A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, 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.</p>
Votes of joint Members	<p><b>127.</b> If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.</p>
Representation of body corporate	<p><b>128.</b> (a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the</p>



Title of Article	Article Number and contents
	<p>Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.</p> <p>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.</p>
Votes in respects of deceased or insolvent Members	<p><b>129.</b> Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was 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 the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.</p>
Voting in person or by proxy	<p><b>130.</b> Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.</p>
Rights of Members to use votes differently	<p><b>131.</b> On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons 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</p>
Proxies	<p><b>132.</b> Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.</p>
Proxy either for specified meeting or for a period	<p><b>133.</b> An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.</p>
No proxy to vote on a show of hands	<p><b>134.</b> No proxy shall be entitled to vote by a show of hands.</p>
	<p><b>135.</b></p>





Title of Article	Article Number and contents
Instrument of proxy when to be deposited	The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
Form of Proxy	<b>136.</b> Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
Validity of votes given by proxy notwithstanding revocation of authority	<b>137.</b> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	<b>138.</b> No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	<b>139.</b> The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	<b>140.</b> If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

## DIRECTORS

Title of Article	Article Number and contents
Number of Directors	<b>141.</b> Until otherwise determined by a General Meeting of the Company and subject to the





Title of Article	Article Number and contents
	provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen.
Appointment of Directors	<p><b>142.</b> The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.</p>
Debenture Directors	<p><b>143.</b> Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.</p>
Nominee Director or Corporation Director	<p><b>144.</b></p> <p>(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.</p> <p>(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.</p> <p>(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall <i>ipso facto</i> vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.</p> <p>(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all</p>



Title of Article	Article Number and contents
	<p>the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.</p> <p>(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation..</p> <p>Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.</p>
Special Director	<p><b>145.</b></p> <p>(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaboration” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.</p>
Limit on number of non-retiring	<p><b>146.</b></p> <p>The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not</p>



Title of Article	Article Number and contents
Directors	exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	<p><b>147.</b> The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.</p>
Directors may fill in vacancies	<p><b>148.</b> The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.</p>
Additional Directors	<p><b>149.</b> Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.</p>
Qualification shares	<p><b>150.</b> A Director need not hold any qualification shares.</p>
Directors' sitting fees	<p><b>151.</b> The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.</p>
Extra remuneration to Directors for special work	<p><b>152.</b> Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate</p>



Title of Article	Article Number and contents
	<p>the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.</p> <p>Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either:</p> <ol style="list-style-type: none"> <li>i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or</li> <li>ii. by way of commission if the Company by a Special Resolution authorized such payment.</li> </ol>
<p>Traveling expenses incurred by Directors on Company's business</p>	<p><b>153.</b> The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company 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 traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.</p>
<p>Director may act notwithstanding vacancy</p>	<p><b>154.</b> The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.</p>
<p>Board resolution necessary for certain contracts</p>	<p><b>155.</b></p> <p>(1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:</p> <ol style="list-style-type: none"> <li>(a) For the sale, purchase or supply of goods, materials or services;</li> <li>(b) Selling or otherwise disposing of, or buying, property of any kind;</li> <li>(c) leasing of property of any kind;</li> <li>(d) availing or rendering of any service;</li> <li>(e) appointment of any agent for purchase or sale of goods, materials, services or property;</li> <li>(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and;</li> <li>(g) for underwriting the subscription of any Share in or debentures of the Company;</li> <li>(h) nothing contained in the above mentioned clause of sub-clause (1) shall affect:- <ol style="list-style-type: none"> <li>(i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or</li> <li>(ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other</li> </ol> </li> </ol>



Title of Article	Article Number and contents
	<p>for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.</p> <p><b>PROVIDED THAT</b> such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.</p> <p>(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.</p> <p>(c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into.</p> <p>(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board.</p> <p>(e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.</p>
<p>Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director</p>	<p><b>156.</b> When the Company:-</p> <p>(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or</p> <p>(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.</p>
<p>Directors of interest</p> <p>General notice of disclosure</p>	<p><b>157.</b></p> <p>(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013.</p> <p>(b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last</p>



Title of Article	Article Number and contents
	<p>month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.</p>
<p>Directors and Managing Director may contract with Company</p>	<p><b>158.</b> Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.</p>
<p>Disqualification of the Director</p>	<p><b>159.</b> A person shall not be capable of being appointed as a Director of the Company if:-</p> <ul style="list-style-type: none"> <li>(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;</li> <li>(b) he is an undischarged insolvent;</li> <li>(c) he has applied to be adjudged an insolvent and his application is pending;</li> <li>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence;</li> <li>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or</li> <li>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.</li> </ul>
<p>Vacation of office by Directors</p>	<p><b>160.</b> The office of Director shall become vacant if:-</p> <ul style="list-style-type: none"> <li>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or</li> <li>(b) he applies to be adjudged an insolvent; or</li> <li>(c) he is adjudged an insolvent; or</li> <li>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or</li> <li>(e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or</li> </ul>



Title of Article	Article Number and contents
	<p>(f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or</p> <p>(g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or</p> <p>(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or</p> <p>(i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or</p> <p>(j) if by notice in writing to the Company, he resigns his office, or</p> <p>(k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.</p>
Vacation of office by Directors (contd.)	<p><b>161.</b> Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect:</p> <p>(a) for thirty days from the date of the adjudication, sentence or order;</p> <p>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or</p> <p>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.</p>
Removal of Directors	<p><b>162.</b></p> <p>(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.</p> <p>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.</p> <p>(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting.</p> <p>(d) where notice is given of a resolution to remove a Director under this Article</p>





Title of Article	Article Number and contents
	<p>and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so:</p> <p>(i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and</p> <p>(ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting:</p> <p><b>Provided</b> that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.</p> <p>(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly</p> <p>Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.</p> <p>(g) Nothing contained in this Article shall be taken:-</p> <p>(i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director, or</p> <p>(ii) as derogating from any power to remove a Director which may exist apart from this Article.</p>
Interested Directors not to participate or vote in Board's proceedings	<p><b>163.</b></p> <p>No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.</p> <p>Provided however, that nothing herein contained shall apply to:-</p> <p>(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety</p>





Title of Article	Article Number and contents
	<p>for the Company;</p> <p>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;</p> <p>(i) in his being:</p> <p>(a) a director of such company; and</p> <p>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or</p> <p>(ii) in his being a member holding not more than two percent of its paid-up share capital.</p>
Director may be director of companies promoted by the Company	<p><b>164.</b></p> <p>A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.</p>

#### ROTATION AND APPOINTMENT OF DIRECTORS

Title of Article	Article Number and contents
Rotation of Directors	<p><b>165.</b></p> <p>Not less than two third of the total number of Directors shall:</p> <p>(a) Be persons whose period of the office is liable to termination by retirement by rotation and</p> <p>(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.</p>
Retirement of Directors	<p><b>166.</b></p> <p>Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.</p>
Retiring Directors	<p><b>167.</b></p> <p>Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.</p>
Appointment of Technical or Executive Directors	<p><b>168.</b></p> <p>(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any</p>



Title of Article	Article Number and contents
	<p>qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 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.</p>
<p>Ascertainment of Directors retiring by rotation and filling of vacancies</p>	<p><b>169.</b> Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.</p>
<p>Eligibility for re-election</p>	<p><b>170.</b> A retiring Director shall be eligible for re-election and shall act as a Director through out and till the conclusion of the Meeting at which he retires.</p>
<p>Company to fill vacancies</p>	<p><b>171.</b> At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.</p>
<p>Provision in default of appointment</p>	<p><b>172.</b></p> <p>(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.</p> <p>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:</p> <ul style="list-style-type: none"> <li>(i) at that Meeting or the previous Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost.</li> <li>(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.</li> <li>(iii) he is not qualified or is disqualified for appointment.</li> <li>(iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or</li> <li>(v) section 162 of the Companies Act, 2013 is applicable to the case</li> </ul>
<p>Company may increase or reduce the number of</p>	<p><b>173.</b> Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.</p>



Title of Article	Article Number and contents
Directors or remove any Director	
Appointment of Directors to be voted individually	<p><b>174.</b></p> <p>(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.</p> <p>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.</p> <p>(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.</p>
Notice of candidature for office of Directors except in certain cases	<p><b>175.</b></p> <p>(1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.</p> <p>(3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.</p> <p>(4) A person other than:</p> <p>(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or</p> <p>(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office</p> <p>shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.</p>



Title of Article	Article Number and contents
Disclosure by Directors of their holdings of their Shares and debentures of the Company	<p><b>176.</b> Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.</p>
Votes of Body Corporate	<p><b>177.</b> A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.</p>

## MANAGING DIRECTOR

Title of Article	Article Number and contents
Powers to appoint Managing Director	<p><b>178.</b> Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, 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>(a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.</p> <p>(b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.</p>
Remuneration of Managing Director	<p><b>179.</b> Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.</p>
	<p><b>180.</b></p>



Title of Article	Article Number and contents
Special position of Managing Director	Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, <i>ipso facto</i> and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	<b>181.</b> The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may 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 from time to time, revoke, withdraw, alter, or vary all or any of such powers.
	<b>182.</b> The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.
	<b>183.</b> Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.
	<b>184.</b> 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.
	<b>185.</b> 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.
Appointment and powers of Manager	<b>186.</b> The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers



Title of Article	Article Number and contents
	exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.

### WHOLE TIME DIRECTOR

Title of Article	Article Number and contents
Power to appoint Whole-Time Director and/or Whole-time Directors	<b>187.</b> Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.
To what provisions Whole time Directors shall subject	<b>188.</b> Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall <i>ipso facto</i> and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.
Seniority of Whole Time Director and Managing Director	<b>189.</b> If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.

### PROCEEDINGS OF THE BOARD OF DIRECTORS

Title of Article	Article Number and contents
	<b>190.</b>



Title of Article	Article Number and contents
Meeting of Directors	<p>The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.</p>
Quorum	<p><b>191.</b></p> <p>(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.</p> <p>PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.</p> <p>(b) For the purpose of clause (a)</p> <p>(i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and</p> <p>(ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.</p>
Procedure when Meeting adjourned for want of quorum	<p><b>192.</b></p> <p>If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.</p>
Chairman of Meeting	<p><b>193.</b></p> <p>The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.</p>
Question at Board meeting how decided	<p><b>194.</b></p> <p>Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.</p>
Powers of Board meeting	<p><b>195.</b></p> <p>A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or</p>





Title of Article	Article Number and contents
	exercisable by the Board of Directors generally.
Directors may appoint Committee	<p><b>196.</b></p> <p>The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.</p>
Meeting of the Committee how to be governed	<p><b>197.</b></p> <p>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. Quorum for the Committee meetings shall be two.</p>
Circular resolution	<p><b>198.</b></p> <p>(a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.</p> <p>(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.</p>
Acts of Board or Committee valid notwithstanding defect in appointment	<p><b>199.</b></p> <p>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 one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision 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; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.</p>

## POWERS OF THE BOARD





Title of Article	Article Number and contents
<p>General powers of management vested in the Board of Directors</p>	<p><b>200.</b></p> <p>The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but 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.</p> <p>Provided that the Board shall not, except with the consent of the Company in General Meeting :-</p> <ul style="list-style-type: none"> <li>(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;</li> <li>(b) remit, or give time for the repayment of, any debt due by a Director,</li> <li>(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;</li> <li>(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will 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 specific purpose;</li> <li>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body; <ul style="list-style-type: none"> <li>(i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) or as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e)</li> <li>(ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.</li> </ul> </li> </ul>
<p>Certain powers to</p>	<p><b>201.</b></p> <p>(1) Without derogating from the powers vested in the Board of Directors under these</p>



Title of Article	Article Number and contents
<p>be exercised by the Board only at Meetings</p>	<p>Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;</p> <ul style="list-style-type: none"> <li>(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,</li> <li>(b) the power to issue Debentures,</li> <li>(c) the power to borrow moneys otherwise than on Debentures,</li> <li>(d) the power to invest the funds of the Company, and</li> <li>(e) the power to make loans</li> </ul> <p>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub-clause (c),(d) and (e) to the extent specified below.</p> <ul style="list-style-type: none"> <li>(2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.</li> <li>(3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.</li> <li>(4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.</li> </ul>
<p>Certain powers of the Board</p>	<p><b>202.</b> Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:</p> <ul style="list-style-type: none"> <li>(1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</li> <li>(2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.</li> <li>(3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</li> <li>(4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed</li> </ul>



Title of Article	Article Number and contents
	<p>upon and any such bonds, debentures, mortgages 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.</p> <p>(5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.</p> <p>(6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.</p> <p>(7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.</p> <p>(8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon.</p> <p>(9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.</p> <p>(10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.</p> <p>(11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.</p> <p>(12) 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 surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.</p> <p>(13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.</p> <p>(14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company.</p> <p>(15) 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</p>



Title of Article	Article Number and contents
	<p>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 293(1)(e) 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.</p> <p>(16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, 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.</p> <p>(17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, 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 fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as 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 and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.</p> <p>(18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time</p>



Title of Article	Article Number and contents
	<p>think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.</p> <p>(19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments.</p> <p>(20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.</p> <p>(21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person 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 subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.</p> <p>(22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes 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.</p> <p>(23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.</p> <p>(24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.</p> <p>(25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p>



Title of Article	Article Number and contents
	<p>(26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable 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.</p> <p>(27) 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.</p> <p>(28) 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.</p> <p>(29) From time to time to extend the business and undertaking of 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>(30) 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 freehold 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>(31) 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>(32) To let, sell or otherwise dispose of subject to the provisions of Section 293 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>(33) 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>(34) 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>

## MANAGEMENT

Title of Article	Article Number and contents
Appointment of	<p><b>203.</b> The Company shall have the following whole-time key managerial personnel,—</p>



different categories of Key managerial personnel	(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director; (ii) Company Secretary; and (iii) Chief Financial Officer
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## MINUTES

Title of Article	Article Number and contents
Minutes to be made	<b>204.</b> (1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.  (2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: (a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.
Minutes to be evidence of the proceeds  Books of minutes of General Meeting to be kept	<b>205.</b> (a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.  (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.
Presumptions	<b>206.</b> Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

## THE SECRETARY

Title of Article	Article Number and contents
Secretary	<b>207.</b> The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called “the Secretary”) to perform any functions, which by the





Title of Article	Article Number and contents
	Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies (Appointment and Qualifications of Secretary) Rules, 1988.
The Seal, its custody and use	<p><b>208.</b></p> <p>(a) The Board shall provide for the safe custody of the seal.</p> <p>(b) 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.</p>

#### ***DIVIDENDS AND CAPITALISATION OF RESERVES***

Title of Article	Article Number and contents
Division of profits	<p><b>209.</b></p> <p>(a) 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 Share in the Company, dividends may be declared and paid according to the amounts of the Shares;</p> <p>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.</p>
The Company at General Meeting may declare dividend	<p><b>210.</b></p> <p>The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.</p>
Dividends out of profits only	<p><b>211.</b></p> <p>No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.</p>
Interim Dividend	<p><b>212.</b></p> <p>The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.</p>
Debts may be deducted	<p><b>213.</b></p> <p>(a) 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.</p> <p>(b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a</p>





Title of Article	Article Number and contents
	Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	<b>214.</b> Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	<b>215.</b> 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 provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	<b>216.</b> 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 to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	<b>217.</b> A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend to joint holders	<b>218.</b> Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	<b>219.</b> The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	<b>220.</b> Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	<b>221.</b> The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies



Title of Article	Article Number and contents
	<p>or for any other purposes to which the profits of the Company may be properly applied 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 Directors may from time to time think fit.</p>
<p>Dividend to be paid within time required by law.</p>	<p><b>222.</b> The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-</p> <ul style="list-style-type: none"> <li>(a) where the dividend could not be paid by reason of the operation on any law; or</li> <li>(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or</li> <li>(c) where there is dispute regarding the right to receive the dividend; or</li> <li>(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or</li> <li>(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.</li> </ul>
<p>Unpaid or unclaimed dividend</p>	<p><b>223.</b></p> <ul style="list-style-type: none"> <li>(a) <b>Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “_____ Limited_____ (year) Unpaid Dividend Account”.</b></li> <li>(b) <b>Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013.</b></li> <li>(c) <b>No unclaimed or unpaid dividend shall be forfeited by the Board.</b></li> </ul>
<p>Set-off of calls against dividends</p>	<p><b>224.</b> Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.</p>
<p>Dividends in cash</p>	<p><b>225.</b> No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.</p>



Title of Article	Article Number and contents
Capitalisation	<p><b>226.</b></p> <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) That is desirable to capitalise any part of the amount for the time being standing to the credit 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 proportion.</p> <p>(2) The sum 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>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or</p> <p>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>(3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.</p>
Board to give effect	<p><b>227.</b></p> <p>The Board shall give effect to the resolution passed by the Company in pursuance of above Article.</p>
Fractional certificates	<p><b>228.</b></p> <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 capitalised thereby and all allotments and issues of fully paid Shares and</p> <p>(b) Generally 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 cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>(b) to authorize 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 fully paid up, of any further Shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised 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>



Title of Article	Article Number and contents
	(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 question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

## ACCOUNTS

Title of Article	Article Number and Contents
Books to be kept	<p><b>229.</b></p> <p>(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:</p> <p>(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place</p> <p>(b) all sales and purchases of goods by the Company</p> <p>(c) the assets and liabilities of the Company and</p> <p>(d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government</p> <p>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.</p> <p>(2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.</p>
Inspection by Members	<p><b>230.</b></p> <p>No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.</p>
Statements of accounts to be furnished to General Meeting	<p><b>231.</b></p> <p>The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.</p>
Right of Members	<p><b>232.</b></p> <p>(1) The Company shall comply with the requirements of Section 136 of the</p>



<p>or others to copies of balance sheet and Auditors' report and statement under Section 136</p>	<p>Companies Act, 2013.</p> <p>(2) The copies of every balance sheet including the Profit &amp; Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting.</p> <p>(3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.</p>
<p>Accounts to be audited</p>	<p><b>233.</b> Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.</p>
<p>Appointment of Auditors</p>	<p><b>234.</b></p> <p>(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013.</p> <p>(2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.</p> <p>(3) The company or shall not appoint or re-appoint—</p> <p>(a) an individual as auditor for more than one term of five consecutive years; and</p> <p>(b) an audit firm as auditor for more than two terms of five consecutive years:</p> <p>Provided that—</p> <p>(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;</p> <p>(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term:</p> <p>(4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—</p> <p>(a) he is not disqualified for re-appointment;</p> <p>(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and</p>



	<p>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p> <p>(6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.</p> <p>(7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).</p>
Accounts when audited and approved to be conclusive except as to errors discovered within 3 months	<p><b>235.</b> Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.</p>

## DOCUMENTS AND NOTICES

Title of Article	Article Number and Contents
To whom documents must be served or given	<p><b>236.</b> Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company</p>
Members bound by documents or notices served on or given to previous holders	<p><b>237.</b> Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.</p>
Service of documents on the Company	<p><b>238.</b> A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.</p>
Authentication of documents and proceedings	<p><b>239.</b> Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.</p>



## REGISTERS AND DOCUMENTS

Title of Article	Article Number and Contents
Registers and documents to be maintained by the Company	<p><b>240.</b> The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <ul style="list-style-type: none"> <li>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013</li> <li>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.</li> <li>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013.</li> <li>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013.</li> <li>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.</li> <li>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.</li> <li>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013.</li> <li>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.</li> <li>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.</li> </ul>
Inspection of Registers	<p><b>241.</b> The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.</p>

## WINDING UP

Title of Article	Article Number and Contents
Distribution of assets	<p><b>242.</b> If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be</p>





Title of Article	Article Number and Contents
	<p>more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.</p>
<p>Distribution in specie or kind</p>	<p><b>243.</b></p> <p>(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.</p>
<p>Right of shareholders in case of sale</p>	<p><b>244.</b></p> <p>A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.</p>
<p>Directors and others right to indemnity</p>	<p><b>245.</b></p> <p>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, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter 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 office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.</p>





Title of Article	Article Number and Contents
Director, officer not responsible for acts of others	<b>246.</b> Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and 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 for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

#### SECRECY CLAUSE

Title of Article	Article Number and Contents
Secrecy Clause	<b>247.</b> Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
No Member to enter the premises of the Company without permission	<b>248.</b> No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.



## 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 the 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 to 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 located at B-13 DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi – 110092, India from date of filing Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### MATERIAL CONTRACTS

1. Mandate letter dated June 01, 2016 issue by our Company to the Lead manager.
2. Issue Agreement dated May 03, 2017 between our Company and the Lead Manager.
3. Agreement dated January 25, 2017 between our Company and the Registrar to the Issue.
4. Public Issue Account agreement dated May 16, 2017 among our Company, the Lead Manager, the Banker to Issue/Public Issue Bank, and the Registrar to the Issue.
5. Underwriting agreement dated May 03, 2017 between our Company and Lead Manager.
6. Market Making Agreement dated May 10, 2017 between our Company, the Lead Manager and the Market Maker.
7. Agreement among NSDL, our Company and the Registrar to the Issue dated August 26, 2016.
8. Agreement among CDSL, our Company and the Registrar to the Issue dated August 20, 2016.

#### MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated July 07, 2016 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Annual General Meeting dated July 30, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated May 03, 2017, issued by Statutory Auditor, P.Rastogi & Co.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants on the Restated Financial Statements dated April 10, 2017 for the stub period ended December 31, 2016 and Financial Year ended as on March 31, 2016, 2015, 2014, 2013 and 2012 of our Company.
6. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Bankers to our Company, the Lead Manager, The Underwriter, Registrar to the Issue, Market Maker to the Issue, Peer review Auditor, Legal Advisor, Bankers to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated June 08, 2017 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
8. Due Diligence Certificate dated June 21, 2017 from the Lead Manager.
9. Copy of Managing Director Agreement with Mr. Chandra Shekhar Verma as and our Company dated 7<sup>th</sup> July,



2016 for his appointment.

10. Copy of the Special Resolution dated 30<sup>th</sup> July, 2016 for the detailed terms of appointment of Mr. Chandra Shekhar Verma as Managing Director of the Company.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



### DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the regulations/ guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, 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 statements made in this Prospectus are true and correct.

#### Signed by the Directors of our Company

Name	DIN	Designation	Signature
Chandra Shekhar Verma	01089951	Managing Director	Sd/-
Amita Verma	01089994	Executive Director	Sd/-
Shivangi Chandra	07559119	Non-Executive Director	Sd/-
Vikram Gandhi	06550307	Non-Executive & Independent Director	Sd/-
Ashok Kumar Agrawal	01085921	Non-Executive & Independent Director	Sd/-
Akhilesh Kumar Maheshwari	00062645	Non-Executive & Independent Director	Sd/-

#### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-  
**Rohit Goel**  
Chief Financial Officer

#### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-  
**Ranjeet Singh**  
Company Secretary

**Date: June 21, 2017**

**Place: Delhi**



Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST SME ISSUES HANDLED BY D&A FINANCIAL SERVICES PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	Closing price on listing date	% change in price on listing date (closing) vs issue price	Benchmark index on listing date (closing)	Closing price as on 10 <sup>th</sup> calendar day from listing day	Benchmark index as on 10 <sup>th</sup> calendar day from listing day (closing)	Closing price as on 20 <sup>th</sup> calendar day from listing agreement	Benchmark index as on 20 <sup>th</sup> calendar day from listing day (closing)	Closing price as on 30 <sup>th</sup> calendar day from listing day	Benchmark index as on 30 <sup>th</sup> calendar day from listing day (closing)
1	NIL	-	-	-	-	-	-	-	-	-	-	-	-	-

There is no SME Public Issue handled by D&A Financial Services Private Limited in the past three financial years

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs.Cr)	Nos of IPOs trading at discount on listing date			Nos of IPOs trading at Premium on listing date			Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> 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%
2014-15	NIL	-	-	-	-	-	-	-	-	-	-	-	-	-
2015-16	NIL	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-17	NIL	-	-	-	-	-	-	-	-	-	-	-	-	-