





**IRIS Business Services Limited**

Our Company was incorporated under the provisions of Companies Act, 1956 as 'IRISBusiness.com (India) Private Limited' in Mumbai vide Certificate of Incorporation issued by Registrar of Companies, Mumbai on October 3, 2000. It was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 13, 2010 and the name of our Company was changed to IRIS Business Services Limited and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 29, 2010 was issued by Registrar of Companies, Maharashtra, Mumbai. The Corporate Identification Number of our Company is U72900MH2000PLC128943. For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on page 60 and page 116 of this Prospectus.

**Registered Office:** T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi Thane, Maharashtra 400703, India

**Corporate Identification Number:** U72900MH2000PLC128943 **Tel. No.:** 022 6723 1000; **Fax No.** 022- 27814434 **Contact Person:** Rajesh Singh, Company Secretary and Compliance Officer **Email:** cs@irisindia.net; **Website:** www.irisbusiness.com

**PROMOTERS OF OUR COMPANY: MR. SWAMINATHAN SUBRAMANIAM, MS. DEEPTA RANGARAJAN AND MR. BALACHANDRAN KRISHNAN**

<b>THE ISSUE</b>	
<p><b>PUBLIC ISSUE OF 50,04,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF IRIS BUSINESS SERVICES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 32/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 22/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 1601.28 LAKHS ("THE ISSUE"), OF WHICH UPTO 2,60,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 32/- PER EQUITY SHARE, AGGREGATING RS. 83.20 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION") THE ISSUE LESS MARKET MAKER RESERVATION I.E. ISSUE OF UPTO 47,44,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 32/- PER EQUITY SHARE, AGGREGATING RS. 1518.08 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.51% AND 25.13% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.</b></p>	
<p style="text-align: center;"><b>THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 32 IS 3.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.</b></p>	
<p><b>In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 199 of this Prospectus. A copy has been delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.</b></p>	
<p><b>THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). For further details please refer the section titled 'Issue Information' beginning on page 190 of this Prospectus.</b></p>	
<b>RISKS IN RELATION TO FIRST ISSUE</b>	
<p>This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs. 10 and the Issue price of Rs. 32/- per Equity Share are 3.2 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled 'Basis for Issue Price' beginning on page 93 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.</p>	
<b>GENERAL RISKS</b>	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the Company and this issue, including the risks involved. The Equity Shares issued in the issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. <b>Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 17 of this Prospectus.</b></p>	
<b>COMPANY'S ABSOLUTE RESPONSIBILITY</b>	
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.</p>	
<b>LISTING</b>	
<p>The Equity Shares of our Company issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). In terms of the Chapter XB of the SEBI ICDR Regulations, 2009 as amended from time to time, our Company has received an approval letter dated September 22, 2017 from BSE Limited for using its name in this issue document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this issue, SME Platform of the BSE Limited shall be the Designated Stock Exchange.</p>	
<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>
 <p><b>PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED</b> 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India <b>Tel:</b> +91-22 61946719 <b>Fax:</b> +91-22 2659 8690 <b>Website:</b> <a href="http://www.pantomathgroup.com">www.pantomathgroup.com</a> <b>Email:</b> <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> <b>Investor Grievance Id:</b> ipo@pantomathgroup.com <b>Contact Person:</b> Bharti Ranga <b>SEBI Registration No:</b> INM000012110</p>	 <p><b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, India <b>Tel:</b> 022-49186200 <b>Fax:</b> 022-49186195 <b>Email:</b> <a href="mailto:irisbusiness.ipo@linkintime.co.in">irisbusiness.ipo@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Investor Grievance Id:</b> <a href="mailto:irisbusiness.ipo@linkintime.co.in">irisbusiness.ipo@linkintime.co.in</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration Number:</b> INR000004058</p>
<b>ISSUE PROGRAMME</b>	
<b>ISSUE OPENS ON : FRIDAY, SEPTEMBER 29, 2017</b>	<b>ISSUE CLOSES ON : WEDNESDAY, OCTOBER 4, 2017</b>

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

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**SECTION I GENERAL  
DEFINITION AND ABBREVIATION**

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings as provided below. References to any legislation, act or regulation shall be to such legislation, act or regulation as amended from time to time. The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in “*Statement of Tax Benefits*”, “*Financial Statements as Restated*” and “*Main Provisions of the Articles of Association*” on pages 96, 157 and 248, respectively, shall have the meaning given to such terms in such sections. In case of any inconsistency between the definitions given below and definitions contained in the General Information Document, the definitions given below shall prevail.

**General Terms**

Term	Description
“Iris Business Services Limited”, or “the Company” ,or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company”	Iris Business Services Limited, a Public Limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at T 231, Tower 2, 3 <sup>rd</sup> Floor, International Infotech Park, Vashi, Thane, Maharashtra 400703

**Company Related Terms**

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being M. P. Chitale & Co. Chartered Accountants
Banker to our Company	The Banker to our Company, being The Federal Bank Limited, IDBI Bank, ICICI Bank and HDFC Bank.
“Board” or “Board of Directors” or “our Board”	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Rajesh Singh
CIN	U72900MH2000PLC128943
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up
Equity Shareholders	Persons / Entities holding Equity Shares of our Company
Group Companies	Such Companies as are included in the chapter titled “ <i>Our Group Companies</i> ” beginning on page no. 150 of this Prospectus
Independent Director	A non-executive, independent Director as per the Companies Act, 2013 and the Listing Regulations
Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013 and as disclosed in “Our Management” from page 131

Term	Description
Materiality Policy	Policy on Group Companies, material creditors and material legal proceedings adopted by the Board pursuant to its resolution dated September 11, 2017
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time
Peer Reviewed Auditor	The Statutory Auditor of our Company, being M. P. Chitale & Co. Chartered Accountants
“Promoter”, “Promoters” or “our Promoters”	Promoters of our Company being Mr. Swaminathan Subramaniam, Ms. Deepta Rangarajan, and Mr. Balachandran Krishnan.
Promoters’ Contribution	Pursuant to Regulation 32 and 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoters which shall be considered as the minimum promoters’ contribution and shall be locked-in for a period of three years from the date of Allotment
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations and as disclosed in the chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page no. 146 of this Prospectus
Registered Office	The Registered office of our Company situated at T 231, Tower 2, 3 <sup>rd</sup> Floor, International Infotech Park, Vashi, Thane, Maharashtra 400703.
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and the Restated Standalone Financial Information
RoC/ Registrar of Companies	Registrar of Companies, Mumbai, 100, Everest, Marine Drive Mumbai – 400002, India
Shareholders	Shareholders of our Company
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI Regulations

#### Issue Related Terms

Term	Description
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants
Acknowledgement slip	Slip or document issued by designated Intermediary to a bidder as a proof of registration of the Bid
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after

Term	Description
	approval of the Basis of Allotment by the Designated Stock Exchange
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
Application Intermediaries Collecting	a SCSB with whom the bank account to be blocked, is maintained a syndicate member (or sub-syndicate member) If any a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)(‘broker’) if any a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue
ASBA / Application Supported by Blocked Amount	Applications 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 with SCSBs which will be blocked by such SCSBs 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
ASBA Investor/ASBA applicant	Any prospective investor(s) / applicants(s) in this Issue who apply(ies) through the ASBA process
Banker/Refund Banker to the Issue/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being The Federal Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 199 of this Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges, where the applicants can submit the Application forms to a Registered Broker.
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares after Bid/Issue Period
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Controlling Branch	Such branch of the SCSBs which coordinate Applications 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">http://www.sebi.gov.in</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

Term	Description
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Depositories Act	The Depositories Act, 1996 as amended from time to time
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility">http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility</a>
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchange (www.bseindia.com) updated from time to time
Designated Stock Exchange	SME Platform of Bombay Stock exchange Limited
Draft Prospectus	The Draft Prospectus dated September 16, 2017 issued in accordance with section 26 and of the Companies Act, 2013 and filed with the BSE under SEBI (ICDR) Regulations
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue aggregating 50,04,000 Equity Shares of face value of Rs. 10 each fully paid of IRIS Business Services Limited for cash at a price of Rs 32/- per Equity Share (including a premium of Rs. 22/- per Equity Share) aggregating Rs. 1,601.28 lakhs.
Issue Agreement	The agreement dated September 15, 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 Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application
Issue Price	The price at which the Equity Shares are being issued by our

Term	Description
	Company under this Prospectus being Rs. 32/- per Equity Share of face value of Rs. 10/- each fully paid
Issue Proceeds/Gross Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. 1,601.28 Lakhs
Indian GAAP	Generally Accepted Accounting Principles in India
IFRS	International financial reporting standard
Lead Manager / LM	Lead Manager to the Issue in this case being Pantomath Capital Advisors Private Limited (PCAPL).
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Bombay Stock Exchange of India Limited
Market Making Agreement	Market Making Agreement dated , 2017 between our Company, Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being September 15, 2017 who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of 2,60,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. 32/- per Equity Share aggregating Rs. 83.20 lakhs 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) aggregating 47,44,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs 32/- per Equity Share aggregating Rs. 1,518.08 lakhs by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail 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 trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, 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
Prospectus	The Prospectus to be filed with RoC containing, <i>inter-alia</i> , the issue



Term	Description
	size, the issue opening and closing dates and other information
Public Issue Account	Account opened with the Banker to the Issue i.e. The Federal Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement entered on September 21, 2017 amongst our Company, Lead Manager, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Application Amount on the terms and conditions thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009
Refund Account	Account to which Application monies to be refunded to the Applicants in case of failure of the Issue
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened, in this case being The Federal Bank Limited
Refund through electronic transfer of funds	Refund through ASBA process
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.bseindia.com/members/MembershipDirectory.aspx">http://www.bseindia.com/members/MembershipDirectory.aspx</a>
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Link Intime India Private Limited
Registrar Agreement	Agreement dated September 15, 2017 entered into among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i> ), who apply 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)
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer 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/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries</a> or at such other website as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SME Exchange	SME Platform of Bombay Stock exchange Limited
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI

Term	Description
	( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Shareholder director	A director not being an independent director who represents the interest of shareholder's appointed as per the terms of SECC regulation
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated September 15, 2017 entered into between the Underwriter and our Company
US GAAP	Generally accepted accounting principal (United states)
Working Day	(i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

### Technical and Industry Related Terms

Term	Description
BCBS	The Basel Committee on Banking Supervision
BHIM	Bharat Interface for Money
BIS	Bureau of Indian Standards
CCD	Customer Due Diligence Requirements
CCPs	central counterparties
CFTC	Commodity Futures Trading Commission
DCG	Data Centre Group
EMIR	The European Market Infrastructure Regulation (EMIR)
EU	European Union
FATCA	US Foreign Account Tax Compliance Act
FATF	The Financial Action Task Force (FATF)
FI	Financial Institutions
FSB	Financial Services Board
GDP	Gross Domestic Product
G-SIB	Global Systemically Important Banks
IAIS	International Association of Insurance Supervisors
IBEF	India Brand Equity Foundation
ICT	Information and Communication Technology
IT	Information Technology
KYC	Know your customer
MiFID	Markets in Financial Instruments Directive
NDLM	National Digital Literacy Mission
OECD	Organization for Economic Cooperation and Development
Regtech	Regulatory Technology
RIL	Reliance Industries Ltd
SEC	U.S. Securities and Exchange Commission
UID	Unique Identification
UK AML	UK Anti-Money Laundering

<b>Term</b>	<b>Description</b>
UPI	United Payment Interface
US	United States
USSD	Unstructured Supplementary Service Data

### **Conventional and General Terms / Abbreviations**

<b>Term</b>	<b>Description</b>
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
BSE	Bombay Stock Exchange
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
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.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Ownership Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations,

<b>Term</b>	<b>Description</b>
	2000
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Net worth Individual
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
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel/KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 131 of this Prospectus
LPH	litre per hour
Ltd.	Limited
MD	Managing Director
Mtr	Meter
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
QIB	Qualified Institutional Buyer

<b>Term</b>	<b>Description</b>
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange(s)	SME Platform of BSE
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S./ USA/ United States	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 248 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the chapter titled “*Financial Statements as Restated*” beginning on page 157 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter;

- iii. In the section titled “*Risk Factors*” beginning on page 17 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 96 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 158 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

### FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 157 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the next year. All references to a particular fiscal year are to the 12 month period ended March 31<sup>st</sup> 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. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ‘*Financial Statements*’ beginning on page 157 of this Prospectus.

### CURRENCY OF PRESENTATION

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

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

All income and expense items are translated at the annual average rate of exchange applicable for the year. All monetary assets and liabilities are translated at the closing rate of exchanges on the Balance Sheet date. For all non-monetary assets and liabilities opening balances are brought forward from the last year Indian rupee value and addition, deletions and adjustments thereto during the financial year

have been made using the average annual rate of exchange applicable for the year. The equity share capital is stated at the exchange rate at the date of investment. The exchange difference arising out of the yearend translation is debited or credited to Foreign Currency Translation Reserve account and is being classified under Reserves and Surplus Account.

## **INDUSTRY & MARKET DATA**

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

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

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

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



## FORWARD LOOKING STATEMENT

This Prospectus contains certain “forward-looking statements”. These forward looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 17 and 158 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

## SECTION II – RISK FACTOR

*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 Issue 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.*

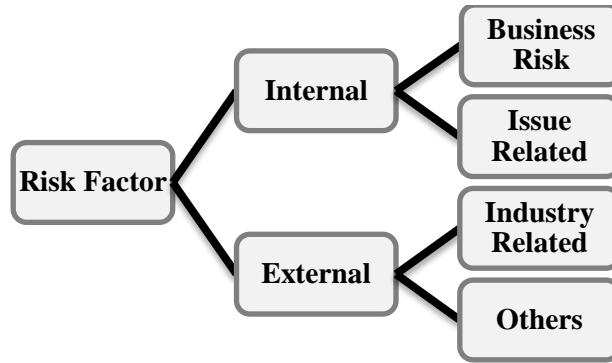
*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 103, “Industry Overview” beginning on page 99 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 158 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 Abbreviation” 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:*



### **Internal Risk Factors**

- Our Company, Directors and our Promoters are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

There are certain legal proceedings by or against our Company, Promoters, Directors and Group Companies. A classification of legal proceedings is mentioned below:

There is no assurance that in future, we, our promoters, our directors or group companies may not face legal proceedings; any adverse decision in such future legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Company and Subsidiaries see the chapter titled “Outstanding Litigation and Material Developments” on page 167 of this Prospectus.

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
<b>Company</b>							
By the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	7	Nil	Nil	Nil	234
<b>Promoters</b>							
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Companies</b>							
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors other than promoters</b>							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries							
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**2. We have recently shifted our business model from a service based model to a product based model with a consequent dip in revenues leading to initial losses in the financial years 2015-16 and 2016-17**

Our Company was incorporated in the year 2000, and commenced its operations in the XBRL extensible Business Reporting Language) space in the year 2004. Until FY15, our growth was primarily driven by projects for regulators, and services for enterprises. In 2015, we began our journey to shift our business model from a service based business to a product based business.

Over the last few years, we invested in focused product development of iFile (our regulatory filing platform), CARBON (our cloud based SaaS platform for enterprises) and DCP (our data and analytics platform).

Most recently, we also invested in development of a product to help companies with GST compliance.

With the shift away from services, especially on the enterprise side, our revenue from operations has declined from profit of Rs. 338.14 lakhs in financial 2014-15 to a loss of Rs 671.16 lakhs in financial year 2015-16 and further widening to loss of 904.09 lakhs in the financial year 2016-17.

If we are not able to market our products in future, our revenue from operations may further decline. Also, for products which are not launched yet, if we are not able to complete development of our products in time, it may impact our future revenues as well. Our profit margin and cash flow may also be affected as a result of such shift in business prospects.

**3. The quality of our customer support is important to our clients, and if we fail to offer quality customer support, clients may not use our solutions and our revenue from operations may decline.**

Client support is critical for the successful adoption of our products, especially in the early stages of product adoption. If we are unable to provide the level of customer support to meet or exceed the expectations of our clients, we could experience a loss of clients and market share, we could fail to attract new clients, including in new geographic regions and we could also see increased service and support costs and a diversion of resources. Any of these results could negatively impact our results of operations, financial position and cash flow.

**4. A substantial part of our business depends on clients continuing their use of our products and services. Any decline in our client retention would harm our future operating results.**

We do not have long term contracts with most of our regulatory and enterprise clients, and therefore rely on their continued use of our products and services. As a result, client retention is an important part of our strategic business plan. There can be no assurance that our clients will continue to use our products and services to meet their ongoing needs, particularly in the face of competitors' products and services offerings. Our client retention rates may decline due to a variety of factors, including:

- our inability to demonstrate to our clients the value of our solutions;

- the price, performance and functionality of our solutions;
- the availability, price, performance and functionality of competing products and services;
- our clients' ceasing to use or anticipating a declining need for our services in their operations;
- consolidation in our client base;
- the effects of economic downturns and global economic conditions; or
- reduction in our clients' spending levels.

If our retention rates are lower than anticipated or decline for any reason, our net sales may decrease and our profitability may be affected, which could negatively impact our results of operations, financial position and cash flow.

**5. *Our performance and growth depend on our ability to develop reference-able client relationships that will enhance our sales and marketing efforts.***

We depend on users of our solutions to generate client referrals for our services. We depend in part on the regulators, BFSI clients, enterprises and other third parties who use our products and services to recommend our solutions to their client base, which allows us to reach a larger client base than we can reach through our direct sales and internal marketing. For instance, in the regulatory space, a portion of our revenue from operations is derived from referrals by existing regulatory clients that have adopted and are using our solutions in the past. These referrals are an important source of new clients for our services.

A decline in the number of referrals we receive could require us to devote substantially more resources to the sales and marketing of our services, which would increase our costs, potentially lead to a decline in our revenue from operations, slow our growth and negatively impact our results of operations, financial position and cash flow.

**6. *Undetected errors or failures found in our products and services may result in loss of or delay in market acceptance of our products and services that affect our business operations.***

Our products and services may contain undetected errors or scalability limitations particularly when first introduced or as new versions are released. We frequently release new versions of our products and different aspects of our platform and even customize our products. Despite testing by us and by current and potential clients, errors may not be found in new products and services until after commencement of commercial availability or use, resulting in a loss of or a delay in market acceptance, damage to our reputation, client dissatisfaction and reductions in our revenue and profit margins which could negatively impact our business operations.

**7. *A failure to adapt to technological changes to address the changing demands of clients may adversely impact our business, and if we fail to successfully develop, introduce or integrate new products or enhancements to our products and services platforms, it may affect our business operations.***

Our ability to attract new clients and increase sales to existing clients will depend in large part on our ability to enhance and improve our existing products and services platforms. Our operating results would suffer if our innovations are not responsive to the needs of our clients, are not appropriately timed with market opportunities or are not brought to market effectively. In addition, it is possible that our assumptions about the features that we believe will drive purchasing decisions for our potential clients or renewal decisions for our existing clients could be incorrect. There can be no assurance that new products or services, or upgrades to our products or services, will be released on schedule or that, when released, they will not contain defects as a result of poor planning, execution or other factors during the product development lifecycle. If any of these situations were to arise, we could suffer adverse publicity, damage to our reputation, loss of net sales, delay in market acceptance or claims by clients brought against us.

Moreover, upgrades and enhancements to our platforms may require substantial investment and there can be no assurance that our investments will help us achieve or sustain a durable competitive advantage in our products and services offerings. If clients do not widely adopt our solutions or new innovations to our solutions, we may not be able to justify the investments we have made. If we are unable to develop, license or acquire new solutions or enhancements to existing services on a timely and cost-effective basis, or if our new or enhanced solutions do not achieve market acceptance, our business, results of operations and financial condition will be materially negatively impacted.

8. ***Changes in the rules and regulations to which clients or potential clients are subject may impact demand for our products and services.***

Many of our clients are subject to rules and regulations requiring certain printed or electronic communications governing the form, content and delivery methods of such communications. Changes in these regulations may impact clients' business practices and could reduce demand for our products and services. Changes in such regulations could eliminate the need for certain types of communications altogether or such changes may impact the quantity or format of communications.

9. ***Our failure to maintain the confidentiality, integrity and availability of our systems, software and solutions could seriously damage our reputation and affect our ability to retain clients and attract new business.***

Maintaining the confidentiality, integrity and availability of our systems, software and solutions is an issue of critical importance for us and for our clients and users who rely on our systems to prepare regulatory filings and store and exchange large volumes of information, much of which is proprietary, confidential and may constitute material nonpublic information for our clients. Inadvertent disclosure of the information maintained on our systems due to human error, breach of our systems through hacking or cybercrime or a leak of confidential information due to employee misconduct could seriously damage our reputation and could cause significant reputational harm for our clients. Techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and generally are not recognized until launched against a target. Like all software solutions, our software may be vulnerable to these types of attacks. An attack of this type could disrupt the proper functioning of our software solutions, cause errors in the output of our clients' work, allow unauthorized access to sensitive, proprietary or confidential information of ours or our clients and other undesirable or destructive outcomes. Furthermore, our systems allow us to share information that may be confidential in nature to our clients across our offices worldwide. This design allows us to increase global reach for our clients and increase our responsiveness to client demands, but also increases the risk of a security breach or a leak of such information because it allows additional points of access to information by increasing the number of employees and facilities working on certain jobs. If an actual or perceived information leak or breach of our security were to occur, our reputation could suffer, clients could stop using our products and services and we could face lawsuits and potential liability, any of which could cause our financial performance to be negatively impacted. Though we maintain professional liability insurance that includes coverage if a cyber security incident were to occur, there can be no assurance that insurance coverage will be available, responsive, or that available coverage will be sufficient to cover losses and claims related to any cyber security incidents we may experience.

Defects or malfunctions in our IT infrastructure and applications could cause our products and services offerings not to perform as our clients expect, which could harm our reputation and business. In addition, malicious software, sabotage and other cyber security breaches of the types described above could cause an outage of our infrastructure, which could lead to a substantial

denial of service and ultimately downtimes, recovery costs and client claims, any of which could negatively impact our results of operations, financial position and cash flow.

- 10. *We are exposed to foreign currency exchange rate fluctuations, which may harm our results of operations, impact our cash flows and cause our financial results to fluctuate.***

Our financial statements are presented in Indian Rupees. However, our sales are influenced by the currencies of geographies to where we export our products. The exchange rate between the Indian Rupee and these currencies, primarily the USD, GBP, etc. have fluctuated in the past and our results of operations and cash flows have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. As a significant part of our revenue is generated from export, we believe that price of our products may depreciate during a sustained appreciation of the Indian Rupee against the USD, GBP, etc. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect of depreciation in the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period, due to other variables impacting our business and results of operations during the same period. We currently do not hedge transactions and thus face foreign currency exchange fluctuation risk. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products since may not be able to pass on all losses on account of foreign currency fluctuations to our customers.

- 11. *We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favorable terms if such transactions had not been entered into with related parties.***

In the ordinary course of our business, we have entered into transactions with related parties that include our Directors, Group Companies and Subsidiaries. These transactions primarily relate to investments, loans and advances, promotional expenses, etc.

While we believe that all related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis, there can be no assurance that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There can be no assurance to you that any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and cash flows. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. For further details regarding our related party transactions, see "Related Party Transactions" as disclosed on page 155.

- 12. *Our international operations may expose us to complex management, foreign currency, legal, tax and economic risks. These risks may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.*** Other than the bulk of our operations which take place in India, we also function through our Subsidiaries in Singapore, USA and Italy. As a result of our existing and expanding international operations, we are subject to risks inherent to establishing and conducting operations in international markets, including:

- ✓ cost structures and cultural and language factors associated with managing and coordinating our international operations, including establishing new relationships with channel partners;
- ✓ compliance with a wide range of regulatory requirements, foreign laws, including immigration, tax laws where we usually rely on the opinions of experts on such matters, including in relation to transfer pricing norms and applicability of the relevant provisions of double taxation avoidance agreements, but which often involve areas of uncertainty;
- ✓ difficulty in staffing and managing foreign operations;
- ✓ potential difficulties with respect to protection of our intellectual property rights in some countries; and
- ✓ Indian regulations and restrictions on export and import of solutions.

The risks stated above and the constantly changing dynamics of international markets could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, our exposure to foreign currency risk arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade payables, and cash and cash equivalents. While our presentation and functional currency is the Indian Rupee, we have trade receivables and trade payables denominated in other foreign currencies such as the USD. Any fluctuation in the value of the Indian Rupee may affect our results of operations and cash flows.

**13. *The Company requires a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of its business.***

The Company requires a number of approvals, licenses, registrations and permits in ordinary course of its business. Additionally, the Company would need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. The Company cannot provide an assurance that the relevant authorities will issue any or all requisite permits or approvals in the timeframe anticipated by it, or at all. If such permits and licenses are not renewed, the Company's business operations and reputation may be adversely affected. Further, some of the Company's permits, licenses and approvals are subject to several conditions and the Company cannot provide an assurance that the Company will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to the Company, could result in delaying the operations of its business, which may adversely affect the Company's business, financial condition, results of its operations and prospects.

The Company requires several statutory and regulatory permits, licenses and approvals to operate our business, some of which we have either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. The Company cannot assure you that the relevant authorities will issue any or all requisite permits or approvals in the timeframe anticipated by us, or at all. If such permits and licenses were not renewed, our business operations and reputation may be adversely affected. Further, some of the Company permits, licenses and approvals are subject to several conditions and the Company cannot assure you that the Company will be able to continuously meet such



conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals.

***14. Our financial results may vary from time to time, due to fluctuations in demand for our products, making it difficult to project future results.***

Demand for our products may fluctuate from period to period due to factors such as general economic conditions, competition, product obsolescence, technological change, shifts in buying patterns, financial and business conditions of our current and potential customers and levels of Internet usage. A variety of factors may hence cause volatility in our financial results, making any projections of future results uncertain. Such factors include but are not limited to fluctuations in demand for or pricing of our products, the expectation by our channel partners of higher incentives, timing of orders and payments, issues relating to alliances with third parties, product and geographic mix and timing of new products. There are also particular factors driving demand for each of our specific products. For instance, demand for CARBON in a country emanates from regulators not offering free tools to filers. A change in the factors driving demand for our products generally or for a particular product could adversely affect our revenue, financial condition, results of operations and cash flows.

***15. Our business, prospects and results may be diminished if we lose the services of our senior management and/or key personnel.***

Our success depends largely on the efforts, expertise and abilities of our senior management and key personnel. Our senior management is important to our business because of their experience and knowledge of the industry. Owing to the technical and specialized nature of our work, we are also significantly dependent upon our technology and personnel. Changes in management may be disruptive to our business and might also result in our loss of unique skills and the departure of existing employees and/or customers. In addition, there is intense competition for qualified domain and technical personnel in India. To effectively compete, we may be required to offer higher compensation and other benefits which could materially and adversely affect our financial condition, results of operations and cash flows. In the future, we may not be able to attract and retain the qualified personnel necessary for the conduct and further development of our business which could affect our ability to execute our business strategy. If one or more of our senior management team or key personnel are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly, or at all, which could have a material adverse effect on our business, prospects and financial results. If any of our key employees were to join a competitor or to form a competing company, some of our channel partners and end users might choose to work with and/or use the solutions of that competitor or new company instead of our own thereby also adversely affecting our business, prospects and financial results.

***16. A portion of the proceeds of the Issue will be utilized for pre-payment of loans availed by our Company from our Chartered Finance & Leasing Limited.***

One of the Objects of the Issue is for pre-payment of loan aggregating to Rs. 300.00 lakhs availed by our Company from Chartered Finance & Leasing Limited at rate of 12.00% interest p.a. The funds were utilised by our Company for business purpose and the loan was sanctioned in the financial year 2017-18. For further details, please see the chapter titled “Objects of the Issue” beginning on page 87 of this Prospectus.

***17. The industry in which we operate is employee intensive and our operations may be materially adversely affected by work stoppages or increased salary demands by our employees.***

Our industry is employee intensive and is dependent on skilled employee force for carrying out our operations. Shortage of skilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our employees in the past; however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

- 18. Our historical revenues have been significantly dependent on few customers. We have not entered into any long term or definitive agreements with our customers. If our customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.***

A significant proportion of our revenues have historically been derived from a limited number of customers. Over the last three financial years, our top ten customers contributed 82.51%, 84.18% and 90.81% of our total revenue from operations for financial year 2016-17, 2015-16 and 2014-15 respectively. The loss of orders from any of these significant customers will result in a considerable reduction in our revenue. Significant dependence on them may increase the potential volatility of our results of operations and exposure to individual contract risks. In the event that any of these customers discontinue purchase of products from us, our results of operations and financial condition may be adversely affected.

Any failure to meet our customers' expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

- 19. We face competition from other players, which may affect our business operations and financial conditions.***

We compete in RegTech industry on the basis of the quality of our products, price, and services. The industry in which we operate is highly competitive and factors affecting our competitive success include, amongst other things, price, brand recognition and reliability. Our competitors vary in size, and may have greater financial and other resources than us and certain of our competitors may have a longer history of established businesses and reputations in the overseas market as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. New competitors may include foreign-based companies and domestic companies who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

- 20. Our Company has negative cash flows from its investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

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

(Rs. in lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Cash Flow from / (used in) Investing Activities	(524.26)	(1,157.81)	(802.70)	(233.74)	(2,021.07)
Cash Flow from / (used in) Financing Activities	(426.16)	651.37	(364.19)	(977.29)	773.74

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

**21. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy.**

Our growth strategy requires us to develop and strengthen relationships with existing customers and attract new customers for our business who may drive high volume orders on an on going basis.

Our success in implementing our growth strategies may be affected by:

- our ability to increase our customer base;
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. Separately, our growth strategy also involves expanding into new geographic markets which will involve additional risk.

While we have successfully executed our business strategy in the past, there can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategy could have a material adverse effect on our business, financial condition and profitability.

**22. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect the Company's business, operations and financial performance.**

The business, operations and financial performance of the Company could be adversely affected by changes in law, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India, applicable to it and to its business.

The governmental and regulatory bodies in India may notify new regulations and/or policies, which may require the Company to obtain approvals and licenses from the Government and other

regulatory bodies, or impose onerous requirements and conditions on its operations, in addition to those which the Company is undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on the Company's business, financial condition and results of its operations.

The Government of India has made two major reforms in Indian tax laws, namely the provisions relating to General Anti-Avoidance Rules (GAAR) and goods and services tax. As regards GAAR, the provisions were introduced in the Finance Act, 2012 and have come into effect from April 1, 2017. The GAAR provisions intend to catch arrangements declared as "impermissible avoidance arrangements", which includes any arrangement, the main purpose or one of the main purposes of which is to obtain a tax benefit and which satisfies at least one of the following tests: (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. If GAAR provisions are invoked, then the tax authorities have wide powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The Government of India has implemented a comprehensive national goods and services tax ("GST") regime with effect from July 1, 2017 that combines taxes and levies by the Central and State Governments into a unified rate structure. Hence, GST has replaced the indirect taxes on goods and services, such as central excise duty, service tax, customs duty (excluding basic customs duty), central sales tax, state VAT, entertainment tax, luxury tax, purchase tax and surcharge currently being collected by the Central and State Governments. The implementation of this rationalized tax structure may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions and the Company's tax efficiency.

As the taxation system is undergoing significant overhaul, its consequent effects on the Company cannot be determined at present and there can be no assurance that such effects would not adversely affect the Company's business and future financial performance.

The Company has not determined the impact of such proposed legislations on its business. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations governing the Company's business, operations and structure could result in it being deemed to be in contravention of such laws and/or may require the Company to seek approvals and/or could result in an increase in the Company's tax payments (prospectively or retrospectively) and/or subject the Company to penalties, which could affect business operations. The Company may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for the Company to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

In addition, if international tax reforms such the Base Erosion and Profit Sharing ("**BEPS**") measures of the Organization for Economic Co-operation and Development are adopted by India,

the Company may be subject to enhanced disclosure and compliance requirements and a resultant increase in its costs related to such compliance.

- 23. *The Company may be unsuccessful in protecting its intellectual property rights in India. Unauthorized use of intellectual property may result in the development of technology, products or services which compete with the Company's products. The Company may also be subject to third-party claims of intellectual property infringement.***

The Company's intellectual property rights are important to the Company's business. The Company relies on a combination of copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect its intellectual property. However, the Company cannot be certain that the steps taken by it will prevent unauthorized use of its intellectual property. Furthermore, the laws of India do not protect proprietary rights to the same extent as laws in certain other countries (including the United States). Therefore, the Company's efforts to protect its intellectual property may not be adequate. The Company's competitors may independently develop similar technology or duplicate products or services offered by the Company. Unauthorized parties may infringe upon or misappropriate the Company's products, services or proprietary information.

The misappropriation or duplication of the Company's intellectual property could disrupt the Company's ongoing business, distract its management and employees, reduce its revenue and increase expenses. The competitive advantage that the Company derives from its intellectual property may also be diminished or eliminated. The Company may need to litigate to enforce its intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could be time-consuming and costly. As the number of copyrights and other intellectual property rights in the industry in which the Company is engaged increases, and as the coverage of these rights increases, the Company believes that companies in this industry will face more frequent infringement claims. Defending against these claims, even if not meritorious, could be expensive and divert the Company's attention and resources from operating the Company. Also, there can be no assurance that, as the Company's business expands into new areas, it will be able to independently develop the technology necessary to conduct its business or that it can do so without infringing on the intellectual property rights of others.

Although the Company believes that its intellectual property rights do not infringe on the intellectual property rights of any other party, infringement claims may be asserted against the Company in the future. If the Company becomes liable to third parties for infringing their intellectual property rights, the Company could be required to pay a substantial damage award and be forced to develop non-infringing technology, obtain a license or cease selling the applications or products that contain the infringing technology. The Company may be unable to develop non-infringing technology or to obtain a license on commercially reasonable terms, or at all. Further, the Company may be required to provide indemnification to clients for third-party breaches of intellectual property pursuant to the Company's contracts with such parties.

- 24. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

**25. Some of our Group Companies have negative net worth and have incurred losses in the previous financial years.**

Sustained financial losses by our Group Companies may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. The following of our Group Company has incurred losses in previous years:

**Financial Performance of ATANOU SRL**

(Rs. in lakhs)

Particulars	2015-16	2016-17
<b>Sales and Other Income</b>	2.60	7.65
<b>Profit/(Loss) after Tax</b>	(0.01)	(0.18)
Equity Capital	7.12	7.12
Reserves and Surplus	-	(0.01)
Earning/(Loss) per share	NA	NA
Net Asset Value (In Rs.)	NA	NA

**Financial Performance of IRIS BUSINESS SERVICES (ASIA) PTE LIMITED**

(Rs. in lakhs)

Particulars	2014-15	2015-16	2016-17
<b>Sales and Other Income</b>	532.26	357.26	401.29
<b>Profit/(Loss) after Tax</b>	(46.82)	(48.76)	6.43
Equity Capital	113.82	113.82	113.82
Reserves and Surplus	(75.84)	(122.65)	(171.42)
Earning/(Loss) per share	(15.36)	(15.99)	2.11
Net Asset Value (In Rs.)	(2.90)	(18.89)	(16.78)

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

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable properties and immovable properties leased by us. The total amounts outstanding and payable by us as secured loans were Rs. 1,754.17 lakhs as on March 31, 2017 based on standalone restated financials. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the “Financial Indebtedness” please refer to page 165 of this Prospectus.

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

Our Promoters have provided personal guarantees in relation to certain loan facilities availed by us. In the event that any of these guarantees are revoked, the lenders for such facilities may

require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

- 28. *Our Promoters have interests in our Company other than the reimbursement of expenses and normal remuneration or benefits. Any such interests may result in a conflict of interest, which may have an adverse effect on our business.***

Our Promoters may be deemed to be interested in our Company, in addition to regular remuneration or benefits and reimbursements of expenses, to the extent of Equity Shares held by them, their dividend or bonus entitlement, benefits arising from their directorship in our Company, if any. Therefore, some of the above interests may conflict with the duties of these persons as Promoters / Directors of the Company. For further details, please see the chapters titled “*Our Management*” and “*Our Promoters and Promoter Group*” beginning on pages 131 and 146, respectively of this Prospectus.

- 29. *Our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.***

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of Standard Peril and Policy for building, plant & machinery, office equipment, furniture & fixtures, burglary & robbery cover, money insurance cover, electronic equipment cover, directors and officer’s liability. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits, losses due to terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

- 30. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “*Objects of the Issue*” beginning on page 87 of this Prospectus.

- 31. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 156 of this Prospectus.

- 32. *Our Company’s management will have flexibility in applying the proceeds of this Issue within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 87 of this Prospectus.***

We intend to use Net Issue Proceeds towards sales and marketing, product development, repayment of loan and general corporate purposes. We intend to deploy the Net Issue Proceeds in financial year 2017-18 and 2018-19 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. There can be no assurance that the funds raised from the Issue may not remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “*Objects of the Issue*” beginning on page 87 of this Prospectus.

- 33. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Issue size is less than Rs. 10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

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

#### **Issue Specific Risks**

- 35. *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 will be determined before filing of Prospectus with RoC by our Company in consultation with Lead Manager. The price will be based on numerous factors (For further information, please refer chapter titled “*Basis for Issue Price*” beginning on page 93 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.

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

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price i.e. Rs. 32/- decided by the Company in consultation with the LM. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the section titled “*Risk Factors – Prominent Notes*” on page 17 of this Prospectus.

**External Risk Factors**

**Industry Risks:**

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

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

**Other Risks**

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the STT has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange

and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a stock exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. By way of the Finance Act, 2017, the Government of India has proposed to introduce certain anti-abuse measures, pursuant to which, the aforesaid exemption from payment of capital gains tax for income arising on transfer of equity shares shall only be available if STT was paid at the time of acquisition of the equity shares. While the said provision has not been notified as on date, it is expected to take effect from April 1, 2018 and will, accordingly, apply in relation to the assessment year 2018-19 and subsequent assessment years. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

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

As stated in the reports of the Auditor included in this Prospectus under chapter “*Financial Statements as restated*” beginning on page 157, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

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

**41. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in this Prospectus.***

While facts and other statistics in this Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Industry Overview' beginning on page 99 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

**44. *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.

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

***46. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

## Prominent Notes

Bidders are advised to contact the Company Secretary and Compliance Officer and/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 Equity Shares in the respective beneficiary account, non-receipt of funds by electronic mode etc. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the form.

Bid cum Application Form and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case maybe, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum- Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker, Depository Participant, RTA, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

1. Initial Public Issue of 50,04,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 32/- (including a premium of Rs. 22/-) aggregating to Rs. 1,601.28 lakhs. The Issue comprises a Net Issue to the public of 47,44,000 Equity Shares (the "Net Issue"). The Issue and Net Issue will constitute 26.51% and 20.17% of the post-Issue paid-up Equity Share capital of our Company.
2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 60 of this Prospectus.
3. The pre-issue net worth of our Company was Rs. 1,992.35 lakhs and Rs. 1,908.64 lakhs as of March 31, 2017 based on standalone restated financials and consolidated restated financials respectively. The book value of each Equity Share was Rs. 14.36 and Rs. 13.76 as at March 31, 2017 based on standalone restated financials and consolidated restated financials respectively. For more information, please refer to section titled "*Financial Statements*" beginning on page 157 of this Prospectus.
4. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Mr. Swaminathan Subramaniam	48,72,168	NA
2.	Ms. Deepta Rangarajan	14,42,052	0.13
3.	Mr. Balachandran Krishnan	11,04,000	NA

*The consideration received by way of transfer is more than consideration paid for acquisition of shares and thus average cost of acquisition is not applicable.*

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled “*Capital Structure*” beginning on page 70 of this Prospectus.

5. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer to “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 under chapter titled “*Financial Statements, as restated*” beginning on page 157 of this Prospectus.
6. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” beginning on pages 70, 146, 131 and 157 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
7. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 70 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
9. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 93 of this Prospectus.

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 our Company during the period of six months immediately preceding the date of filing of this Prospectus with Stock Exchange.

## SECTION III- INTRODUCTION SUMMARY OF INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on pages 17 and 157 respectively of this Prospectus before deciding to invest in our Equity Shares.

### OVERVIEW OF REGTECH INDUSTRY

“Regtech” is “the use of new technologies to solve regulatory and compliance requirements more effectively and efficiently.” Recent innovations in technology indicate that we are only at the early stages of a regtech market, with more development of new solutions in the near future.

The ambitious regulatory reform agenda implemented after the financial crisis has closed loopholes in the financial regulatory framework, but has also significantly increased compliance costs. Successful regtech companies would then be those that could help reduce compliance burden without yielding on the effectiveness of compliance and oversight regimes.

Much of the literature on Regtech focuses on the regulated ignoring the opportunities at the Regulator’s end which is really where the story begins. It is the desire of a regulator to leverage the emerging digital world by re architecting the disclosure framework that is the starting for any analysis of the Regtech opportunity.

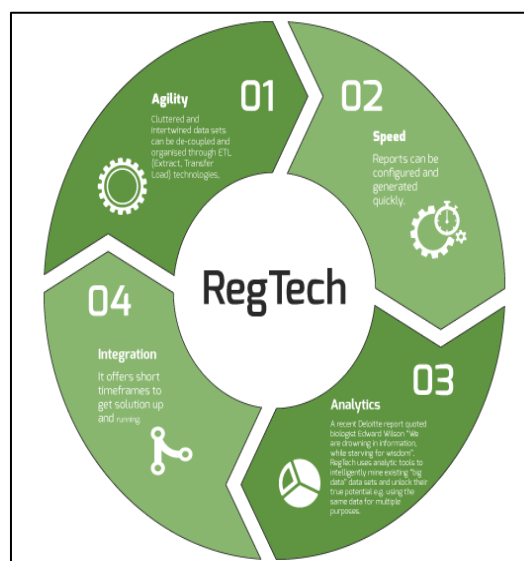
(Source: *Regtech in Financial Services* - [www.iif.com](http://www.iif.com))

The following issues in compliance and regulatory reporting could benefit from the development of regtech solutions:

**Risk data aggregation** as required for capital and liquidity reporting, for RRP and for stress testing, implies the gathering and aggregation of high quality structured data from across the financial group. It is complicated by definitional issues and the use of incompatible and outdated IT systems.

**Modelling, scenario analysis and forecasting** as required for stress testing and risk management is increasingly complex and demanding in terms of computing power and labor and intellectual capacity, due to the vast array of risks, scenarios, variables and methodological diversity that needs to be included.

A bottleneck in **monitoring payments transactions** (particularly in real-time) is the low quality and great incompatibility of transaction metadata churned out by payments systems. This complicates



automated interpretation of transactions metadata to recognize money laundering and terrorism financing.

**Identification of clients and legal persons**, as required by know-your-customer regulations, could become more efficient through the use of automated identification solutions such as fingerprint and iris scanning, block chain identity, etc.

**Monitoring a financial institution's internal culture and behavior**, and complying with customer protection processes, typically requires the analysis of qualitative information conveying the behavior of individuals, such as e-mails and spoken word. Automated interpretation of these sources would enable enormous leaps in efficiency, capacity, and speed of compliance.

**Trading in financial markets** requires participants to conduct a range of regulatory tasks such as margins calculation, choice of trading venue, choice of central counterparty, and assessing the impact of a transaction on their institution's exposures. Automating these tasks will ensure compliance and increase the speed and efficiency of trading.

**Identifying new regulations** applying to a financial institution, interpreting their implications and allocating the different compliance obligations to the responsible units across the organization is currently a labor-intensive and complex process, which could be enhanced through automated interpretation of regulations.

(Source: *Regtech in Financial Services* - [www.iif.com](http://www.iif.com))

## INDIA DEVELOPMENTS

### Government Initiatives

The government of Prime Minister Narendra Modi has announced a slew of policies for the creation of a Digital India. Between the ambitious GST initiative and the commitment to improving the ease of Doing Business, the conditions are ripe for a surge in the regtech opportunity. Infact, India ranks among the top five countries in terms of digitalisation maturity as per Accenture's Platform Readiness Index, and is expected to be among the top countries with the opportunity to grow and scale up digital platforms by 2020/1. As India becomes increasingly digital, the Regtech industry will go from strength to strength. Enough indications are available of this trend as the announcements by the Government of India in the Union Budget 2017-18 suggests. Thus for example,

- The Government of India has allocated Rs 10,000 crore (US\$ 1.5 billion) for BharatNet project under which it aims to provide high speed broadband to more than 150,000 gram panchayats by 2017-18. This will help lay the physical infrastructure for Regtech.
- Prime Minister of India, Mr Narendra Modi, has launched the Bharat Interface for Money (BHIM) app, an Aadhaar-based mobile payment application that will allow users to make digital payments without having to use a credit or debit card. The app has already reached the mark of 10 million downloads. The Government of India plans to revamp the United Payment Interface (UPI) and Unstructured Supplementary Service Data (USSD), to make it easier for consumers to transact digitally either with or without an Internet connection with the aim of strengthening its push towards making India a digital economy.
- Mr Ravi Shankar Prasad, Union Minister of Law & Justice and Information Technology, has launched a free Doordarshan DTH channel called DigiShala, which will help people understand the use of unified payments interface (UPI), USSD, aadhaar-enabled payments system, electronic wallets, debit and credit cards, thereby promoting various modes of digital payments.
- The Government of Telangana has signed an agreement with network solutions giant Cisco Systems Incorporation, to cooperate on a host of technology initiatives, including Smart Cities,



Internet of Things, cybersecurity, education digitisation of monuments. This shows how things are moving even at the state level.

- Government of India is planning to develop five incubation centres for IoT start-ups, as a part of Prime Minister Mr Narendra Modi's Digital India and Startup India campaign, with at least two centres to be set up in rural areas to develop solutions for smart agriculture. Some of this should lead to increasing competition in the Reg tech space.
- The Government of India has launched the Digital India program to provide several government services to the people using IT and to integrate the government departments and the people of India. The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's Gross Domestic Product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025@.@.
- India and the US have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 16.58 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.

### **Investments/ Developments**

Recent developments in the Indian IT landscape point to an upsurge in cloud acceptance even as other initiatives point to the explosion in data availability and usage.

- Google plans to set up its first data centre in India in the city of Mumbai by 2017, to improve its services to local customers wanting to host their applications on the internet, and to compete effectively with the likes of Amazon and Microsoft,
- Intel Corporation plans to invest in Digital India related solutions such as India stack, Unique Identification (UID), e-government 2.0 and other government initiatives, and scale up operations of its data centre group (DCG), as per Mr Prakash Mallya, Director DCG, Asia for Intel Corporation.
- Reliance Industries Ltd (RIL) plans to set up entrepreneurship hubs in key cities and towns, and a Rs 5,000 crore (US\$ 748 million) fund, under the name of Jio Digital India Startup Fund, to invest in technology based startups.
- Nasscom Foundation, a non-profit organisation which is a part of Nasscom, has partnered with SAP India to establish 25 National Digital Literacy Mission (NDLM) centres in 12 cities across India, as a part of Government of India's Digital India initiative.

(Source: India Brand Equity Foundation [www.ibef.org](http://www.ibef.org))

## **THE EVOLUTION OF REGTECH MARKET**

The story of Regtech has to do with the how disclosure systems have evolved around the world over the years. The evolution of reporting systems in the capital markets is a case in point.

In the old days, when a company got listed on a stock exchange and had to file their results in compliance with the provisions of the listing agreement, they would turn to the typewriter and the postman. They would hammer out their announcements on a typewriter and send the typed sheets of paper to stock exchanges by post or have the documents delivered by hand. Even in this 21st century, that is the situation that continues to prevail in many countries. At best, the typewriter may have given way to the personal computer but the mode of delivery is still the same.

With the arrival of the facsimile machine or the fax as we call it, smaller documents would be faxed to the regulator while larger documents were still hand delivered. This ensured a slightly faster method of dissemination of time critical information.

Finally came the internet and with it the email which opened up a world of possibilities. Also, by now, personal computers too were everywhere computing power too had increased. Disclosures could now be made by e mail, and mails could be sent with documents as attachments. Delivery would be immediate

Even though the Securities Exchange Commission of the USA launched their electronic disclosure platform as far back as in 1984 even if only on a pilot basis, they woke up to its full range of possibilities only in the 1990s after the internet was born. And as internet technology evolved, regulators like the SEC woke up to a myriad of possibilities.

And then came XML. If the internet changed everything, the adoption of XML was truly transformational and even epoch making. Until now, recipients were receiving documents from which they still had to extract data. But with XML they would no longer have to be prisoners of document formats as they had been for far too long when what they really were after was the data or the information in the document. That is when began the move from the world of documents to a world of data. Also with improved technologies for encryption, data could travel more securely than ever before. It was suddenly possible for regulators to review filings and disseminate it to the market almost as soon as they received it.

That is how the focus shifted from document types to data standards and reporting formats. Data was finally getting all the attention that it should have been getting all along. Research into data standards accelerated, often in partnership with regulators. XBRL1, MDDL2, JSON3, all became part of the lexicon of regulators. Some standards would fall by the way side, as better, more robust standards emerged. The Regtech Industry found its mojo. The Regtech industry was all set to emerge from the shadow of the Fintech industry.

Much of the momentum for Regtech is also coming from the move towards data harmonization with greater attention being paid to data definition. It is not just the governments that are struggling, even financial institutions are handicapped by the lack an integrated data dictionary and taxonomy, such as required by the Basel Committee's "Principles for effective risk data aggregation and risk reporting". However, global regulatory frameworks and financial infrastructures such as wholesale payments systems also differ widely in the definitions they apply to financial concepts and data. The financial industry and regulators across the globe are now intensifying efforts to standardize data and data sharing vehicles (such as through the LEI/UPI/UTI) and appropriately defined regulatory concepts.

At the same time, with the move towards greater digitisation, regulators are waking up to the fact that they may be using outdated technology which is error prone thereby creating inefficiencies and leading to poor oversight.

The regtech market is still in its infancy, with no dominant player. Success in Regtech is predicated upon collaboration between unlikely partners: regulators and regulatory experts, technology and software developers, and entrepreneurs willing to invest. A coordinated effort or platform bringing together experts would enhance the entire community. Regtech development is especially reliant on knowledge sharing between regulators, regtech ventures and financial institutions.

*(Source: Regtech in Financial Services: Technology solutions for Compliance and Reporting - [www.iif.com](http://www.iif.com))*

## SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 16 of this Prospectus, 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.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 17 and 157, respectively.

### OVERVIEW

Incorporated in 2000, our Company, IRIS Business Services Limited is a global provider of software products for compliance, data and analytics. We have developed a name for ourselves in the global RegTech Industry with a range of products that straddle the length of the information supply chain.

We cater to Regulators including Central Banks, Business Registries, Capital Market Regulators and Stock Exchanges. We also provide solutions to the regulated, including Corporates, Banks, Mutual Funds. We are operating in the domestic as well as overseas markets.

Our Company was founded by Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan and Ms. Deepta Rangarajan in the year 2000. Initially we focused on providing XBRL (eXtensible Business Reporting Language – an XML based information standard) related services and consultancy to our domestic and overseas clients. We changed our business model from a services provision model to a product based model in the year 2015, we also ventured beyond XBRL into other information standards such as JSON etc, which for example, is used by for GST filings in India.

Our business is made up of three segments which we call Collect, Create and Consume. Most of our revenues today come from three products: iFile, the flagship product of the “Collect” division deployed to help regulators collect data from those that they regulate; iDeal and Carbon, the two main products of the “Create” Division, used by banks and enterprises respectively to generate ready to file submissions to regulators.

We have recently launched a filing platform IRISGST to help businesses comply with the GST regime. Under development is a data repository which we call DCP, off which, products of the —Consumel segment of our firm will be built.

The company headquartered in Mumbai, India with subsidiaries in United States, Singapore and Italy.

We are active in the global XBRL community. We have over eighteen years of experience in the financial information management space, providing customized technology solutions for data and content management, for the dissemination of information to investors and stock exchanges, and for effective content management to institutional clients. Over the last ten years, the company has been very closely involved in the XBRL space, in taxonomy creation, software solutions and in the conversion of structured and unstructured data into XBRL for regulatory filing across the world. IRIS has multidisciplinary skills, taxonomy experts, software engineers, business analysts, accountants and

data scientists have come together to provide a complete range of products and services across the length of the information supply chain.

### **Our Competitive Strengths**

Leading position in a highly attractive, growing industry

We are well positioned to benefit from the anticipated growth of the regulatory technology due to our product knowledge, market expertise, geographic reach as well as our differentiated value-added service offerings. We continue to focus on increasing our market share through organic growth, marketing alliances by partnering for our products

<b>Product</b>	<b>Partners</b>	<b>Country</b>
iFile	Business Online	Thailand
	CrimsonLogic Pte Limited	Singapore
	Deloitte Touche Tohmatsu	India, Singapore, South Africa, Thailand, UAE
	Ernst and Young	Russia, Saudi Arabia, Kuwait
	ERS	Europe
	FAPCO	Kuwait
	L & T Infotech	Cayman Islands
	Formis	Malaysia
	MNS	Mauritius
	Tech Mahindra	Mauritius
Re-aktiv	Macedonia	
eDefter	FIT Technologies	Turkey
iDeal	Fintellix, Nelito	India, Mauritius
IRIS Carbon	AFPI	USA

### **Experienced Management Team and Qualified Pool of Employees**

We are led by a dedicated senior management team with several years of industry experience. We believe our senior management team is able to leverage our market position and their collective experience and knowledge in the compliance space, to execute our business strategies and drive our future growth. Our Promoters, Mr. Swaminathan Subramaniam, Ms. Deepta Rangarajan and Mr. Balachandran Krishnan, were pioneers in the XBRL based compliance reporting space and devised our company’s market strategy and business model. Together, they have more than six decades of collective experience in the industry in which we operate. In addition, we believe the strength and entrepreneurial vision of our promoters and senior management has been instrumental in driving our growth and implementing our strategies. In addition, we have an experienced and qualified team of employees. We believe our position as a Global Regtech company represents a significant competitive advantage in attracting and retaining high-quality talent. Our personnel policies are also aimed towards recruiting qualified and talented individuals, facilitating their integration into our company, providing a conducive work environment, and promoting the development of their skills, including through in-house and external training programs. For details, see “Our Management” on page 131.

### **Established long-term relationships with our clients**

Long term Client relationships provide the foundation for our business. Our client list includes regulators like central banks, securities commissions and stock exchanges, business registries, as well as enterprises, banks, mutual funds and financial institutions. Our track record of delivering our suite of solutions backed by demonstrable industry and technology expertise, and sensitivity to our clients’ feedback has helped us forge strong relationships with our major clients. We have a history of high

client retention and derive a significant proportion of our revenues from repeat business (defined as repeat business generated in the preceding Financial Year) built on our successful execution of prior engagements. In the Financial Years 2017, 2016 and 2015 we generated 64.00%, 84.00% and 53.00%, respectively, of our revenue from continuing operations from existing clients. In order to improve client retention, we carry out regular surveys, which is important for us to ensure a high level of client satisfaction through continuous feedback.

#### Diverse and Strong Geographical Presence

Our end customer includes central banks, securities commissions, stock exchanges, business registries, etc. With our main office in India and subsidiaries in the USA, Singapore and Italy our company has been able to provide serve a global market covering several countries including Mauritius, South Africa, United States of America, United Kingdom, Singapore, Nepal, Singapore, Kuwait, Macedonia, UAE, etc.

#### Our Growth Strategy

We strive to change the way businesses collect, manage, report and analyze critical business data. Key elements of our growth strategy include:

##### Pursue New Customers.

Our primary growth strategy is to sell the iFile platform to regulators making their first foray into digital reporting. On the filing side, our first solution was focused on regulatory reporting and enabled customers to automate and improve their regulatory filing process. We continue to attract regulators whose interest in our compliance reporting solutions allows us an opportunity to leverage the brand equity so gained to attract new customers. In 2016, we launched our Carbon platform, under which we have expanded our offerings to four geographies. In 2017, we entered the GST space and have been successful in acquiring an initial set of marquee customers. The European Securities Markets Authority is bringing in an XBRL based reporting mandate for all European companies in 2020. Accordingly, we plan to increase our sales presence in Europe.

We have customers in multiple end markets, and we intend to pursue new customers in existing markets, and also to seek attractive new markets.

##### Generate Growth from Existing Customers

The growth drivers for our solution are similar in other parts of the world, including the need to reduce errors and risk, improve efficiency and respond to increasing regulatory requirements. In India, we have developed irisgst which helps our existing corporate clients for our XBRL solutions fulfill the filing requirements under GST Regime. Existing clients in the regulatory space, such as Reserve Bank of India and MCI Saudi Arabia have given us additional work related to enhancements or new reporting mandates.

##### Extend Our Suite of Solutions.

We intend to introduce new solutions to continue to meet growing demand for the creation, presentation and analysis of critical business data. Our close and trusted relationships with our current customers are a source of new use cases, features and solutions for our solution roadmap. We have a disciplined process for tracking, developing and releasing new solutions that are designed to have immediate, broad applicability, a strong value proposition and a high return on investment for both our Company and our customers. Our solution strategy and advance planning groups assess customer needs and conduct industry-based research, market and domain analysis and prototype development. This process involves our sales and product marketing, customer success, consulting, research and development, finance and senior management teams.

## Develop New Data Solutions.

With our depth of experience working with a range of business and financial data across regulators as well as enterprises in several countries around the world, we see opportunities in data driven analytics solutions for both the segments.

## **HUMAN RESOURCE**

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

As on March 31, 2017 our Company has 298 employees, Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled employees and resources together with our dedicated management team have enabled us to successfully implement our growth plans.

We do not hire based on gender, we hire based on suitability for the task on hand. By taking this approach, we have had years when more than half of our staff have been women, today it is about 30%. In general, our percentage of women employees has varied between 25 % to 50 %. In fact, at one point in time, a large proportion of the leadership positions at IRIS were occupied by women.

We provide flexibility to our employees by not having a clock punching culture. It does not matter whether people come into work or not so long as the work gets done.

Given the enormous flexibility that we offer all employees irrespective of gender, people can work at their own pace and in their own space, subject of course to demands placed by a customer.

We have a very young team, the average age is under 30. We are lite on rigid policies, and instead have consciously tried to create an informal and open work culture, and an environment where people feel comfortable approaching anyone in the firm, the founders included. We work with a belief that employees deliver more by being engaged than by being forced to adhere to a rigid discipline. Every employee is a valuable stake holder in the IRIS journey. Our team of 298 people includes finance and accounting domain specialists, data scientists, XBRL experts, software engineering and product and project management resources, sales and marketing, customer support as well as the support functions of finance, HR and admin.

## **MARKETING STRATEGY**

The effectiveness of the marketing and sales network is critical to the success of our Company. With the change in business strategy, our sales and marketing strategy will also be aligned towards SaaS based client acquisition process. At the same time, high value sales in Collect business will continue to require high touch point with regulatory clients.

Our sales and marketing efforts will be directed at:

- Appointing experienced professionals in key markets to accelerate the sales outreach of our suite of products and partnerships.
- Alliance development through partners such as software companies, system integrators and consulting firms (including the Big 4) to step up our outreach across geographies.
- A strong digital marketing push. Especially in the Create division, we see digital marketing as a key component in rapid customer acquisition.

For large regulatory clients, direct sales outreach and meetings will continue to form a critical part of the customer acquisition strategy. For instance, we have been a regular exhibitor at events of the International Organization of Securities Commissions (IOSCO) starting from the day an IOSCO

event was held in Mumbai in 2007. Being present at such events helps build a significant brand recall among the securities markets regulators and also among the stock exchanges who participate at these events.

**SUMMARY OF FINANCIAL STATEMENTS**

**Restated Standalone Summary Statement Of Assets And Liabilities**

**Annexure –I  
(Rs In Lakhs)**

Particulars		Note No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>						
<b>1</b>	<b>Shareholders' funds</b>						
	(a) Share capital	3	693.76	693.76	693.76	693.76	693.76
	(b) Reserves and surplus	4	1,298.59	2,299.09	2,873.84	2,609.69	1,811.21
<b>2</b>	<b>Non-current liabilities</b>						
	(a) Long-term borrowings	5	983.62	1,212.72	397.36	808.35	935.09
	(b) Deferred tax liabilities (Net)	6	49.50	205.93	229.23	305.99	173.64
<b>3</b>	<b>Current liabilities</b>						
	(a) Short-term borrowings	7	542.70	329.42	275.84	78.88	301.87
	(b) Trade payables	8					
	(i) Total outstanding dues of Micro, Small, and Medium Enterprises		2.04	2.09	-	-	-
	(ii) Total outstanding dues of creditors other than Micro, Small and Medium Enterprises		289.24	99.41	332.64	131.54	200.35
	(c) Other current liabilities	9	733.31	329.97	370.10	482.12	942.93
	(d) Short-term provisions	10	1,456.30	1,225.43	1,153.61	1,007.85	645.15
	<b>Total</b>		<b>6,049.06</b>	<b>6,397.82</b>	<b>6,326.38</b>	<b>6,118.18</b>	<b>5,704.00</b>
<b>II</b>	<b>ASSETS</b>						
<b>1</b>	<b>Non-current assets</b>						
	(a) Fixed assets	11					
	(i) Tangible assets		1,057.71	1,108.49	1,165.55	1,396.23	1,472.06
	(ii) Intangible Assets		951.16	633.87	1,014.80	1,345.03	553.89
	(iii) Intangible Assets under development		1,768.83	2,008.26	836.35	-	829.77
	(iv) Capital Work in Progress		-	-	-	-	-
	Net Block		3,777.70	3,750.62	3,016.70	2,741.26	2,855.73
	(b) Non Current Investments	12	122.15	122.15	115.03	118.98	126.01
	(c) Long-term loans and advances	13	4.74	5.23	159.62	158.70	156.95
	(d) Other Non Current Assets	14	33.84	21.57	211.12	13.85	15.38
<b>2</b>	<b>Current assets</b>						
	(a) Current Investments		-	-	-	-	-



Particulars	Note No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
(b) Inventories		-	-	-	-	-
(c) Trade receivables	15	770.69	564.00	1,077.32	1,515.00	948.41
(d) Cash and Bank Balances	16	10.20	584.59	204.57	395.42	884.86
(e) Short-term loans and advances	17	55.88	7.78	279.61	53.82	19.49
(f) Other Current Assets	18	1,273.85	1,341.87	1,262.41	1,121.15	697.17
<b>Total</b>		<b>6,049.06</b>	<b>6,397.82</b>	<b>6,326.38</b>	<b>6,118.18</b>	<b>5,704.00</b>

**Restated Standalone Summary Statement of Profit and Loss**

**Annexure –II  
(Rs In Lakhs)**

Particulars	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I. Revenue from operations	19	2,717.12	3,210.39	5,417.79	6,699.37	6,233.86
II. Other income	20	16.75	66.15	153.89	66.32	54.08
<b>III. Total Revenue (I + II)</b>		<b>2,733.87</b>	<b>3,276.54</b>	<b>5,571.68</b>	<b>6,765.70</b>	<b>6,287.94</b>
IV. Expenses:						
Employee benefits expense	21	1,548.90	1,589.72	2,363.14	3,084.86	2,905.46
Finance costs	22	208.24	167.80	138.98	183.77	134.98
Depreciation and amortization expense	23	461.19	456.38	549.60	375.58	431.02
Other expenses	24	1,532.29	1,854.99	2,188.25	1,928.52	1,615.55
<b>IV. Total expenses</b>		<b>3,750.62</b>	<b>4,068.90</b>	<b>5,239.97</b>	<b>5,572.72</b>	<b>5,087.01</b>
<b>V. Profit before tax (III- IV)</b>		<b>(1,016.75)</b>	<b>(792.36)</b>	<b>331.71</b>	<b>1,192.97</b>	<b>1,200.93</b>
VI. Exceptional Items	24 A	43.77	(194.30)	3.95	0.00	258.76
<b>VIII. Profit before tax and extraordinary items (V-VI)</b>		<b>(1,060.52)</b>	<b>(598.05)</b>	<b>327.76</b>	<b>1,192.97</b>	<b>942.17</b>
IX. Tax expense:						
(1) Current tax		-	-	66.37	250.05	239.65
(2) Deferred tax		(156.43)	(23.31)	(76.76)	132.36	6.60
(3) MAT credit entitlement		-	-	-	-	-
(4) Tax adjustment on restatement / assessment		-	96.41	-	12.83	-
<b>IX. Total Taxes</b>		<b>(156.43)</b>	<b>73.11</b>	<b>(10.39)</b>	<b>395.24</b>	<b>246.25</b>

		)	)			
<b>X. Profit before extraordinary items (VIII-IX)</b>		<b>(904.09)</b>	<b>(671.16)</b>	<b>338.15</b>	<b>797.73</b>	<b>695.93</b>
XI. Extraordinary items		-	-	-	-	-
			-			
<b>XII. Profit (Loss) for the period (X-XI)</b>		<b>-904.09</b>	<b>671.16</b>	<b>338.15</b>	<b>797.73</b>	<b>695.93</b>
XIII. Earnings per equity share:	25					
Basic		(13.03)	(9.67)	4.87	11.50	10.03
Diluted		(13.03)	(9.67)	4.87	11.50	10.03

### Restated Standalone Summary Statement of Cash Flows

### Annexure- III (Rs In Lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b>A. Cash flow from Operating Activities</b>					
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>	(1,016.75)	(792.36)	331.71	1,192.97	1,200.93
Adjustments for :					
Depreciation & Amortisation Exp.	461.19	456.38	549.60	375.58	430.28
Loss (Profit) on Sale of Assets	6.06	-	(0.00)	2.42	4.53
IRIS Business Services balance written off recorded in Misc. exp	-	-	-	3.25	-
SCB loan excess payment write off in Misc. Exp	-	-	-	0.27	-
Impairment of Fixed Assets	43.77				254.23
Diminution in Non Current Investment			3.95		
Prior Period adjustments related to depreciation				7.97	
Prior Period Adjustments (Net) Expense / (Income)					-2.08
Prior Period adjustments related to Interest				0.02	
Provision for Gratuity					45.00
Exceptional items non cash adjustments during the year	(43.77)	194.30	(3.95)		(258.76)
Interest Income	(7.60)	(40.33)	(84.43)	(48.10)	(25.51)
Preliminary Expenses Written off					
Finance Cost	197.06	158.17	127.74	183.77	132.18
<b>Operating Profit before working capital changes</b>	<b>-360.04</b>	<b>-23.84</b>	<b>924.62</b>	<b>1,718.15</b>	<b>1,780.79</b>
<b>Changes in Working Capital</b>					
Trade receivable	(206.69)	513.32	437.68	(566.59)	(102.91)
Other Loans and advances receivable	(47.61)	519.80	(320.29)	(36.08)	21.91
Other current assets	0.91	(18.53)	120.67	(98.33)	(87.03)

<b>Particulars</b>	<b>F.Y. 2016-17</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2013-14</b>	<b>F.Y. 2012-13</b>
Other non-current assets	(12.27)	187.54	(197.81)	2.32	(4.36)
Inventories	-	-	-	-	-
Trade Payables	189.78	(264.87)	201.10	(68.81)	82.35
Balance of cash credit facilities	213.28	53.57	196.96	0.00	301.32
Other Current Liabilites	402.79	(39.37)	(278.40)	(14.20)	213.31
Short Term Borrowings	-	-	-	-	11.53
Short term Provisions	231.44	90.51	80.65	105.24	
<b>Total</b>	<b>771.63</b>	<b>1,041.98</b>	<b>240.58</b>	<b>-676.44</b>	<b>436.12</b>
<b>Net Cash Flow from Operation</b>	<b>411.59</b>	<b>1,018.13</b>	<b>1,165.20</b>	<b>1,041.70</b>	<b>2,216.92</b>
Less : Income Tax paid	(35.54)	(131.67)	(189.16)	(320.12)	(244.36)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>376.05</b>	<b>886.46</b>	<b>976.04</b>	<b>721.58</b>	<b>1,972.56</b>
<b><u>B. Cash flow from investing Activities</u></b>					
Purchase of Fixed Assets (Net)	(23.90)	(16.38)	(62.17)	(45.55)	(1,242.73)
Increase in Fixed Deposits with Maturity of more than 12 months				(1.32)	
Inhouse software products capitilisation	(514.20)	(1,171.91)	(836.35)	(225.02)	(764.24)
Sale of Fixed Assets			0.00	0.35	0.42
Redemption / (Investment) of Fixed Deposit					(43.25)
Investment is subsidiary		(7.12)			
Interest Income	13.83	37.60	95.81	37.80	28.72
<b>Total</b>	<b>(524.26)</b>	<b>(1,157.81)</b>	<b>(802.70)</b>	<b>(233.74)</b>	<b>(2,021.07)</b>
<b>Net Cash Flow from Investing Activities (B)</b>	<b>-524.26</b>	<b>-1,157.81</b>	<b>-802.70</b>	<b>-233.74</b>	<b>-2,021.07</b>
<b><u>C. Cash Flow From Financing Activities</u></b>					
Fresh Loan/(Repayment) of term loans during the year(net)	(229.10)	815.36	(234.03)	(349.92)	854.69
Increase / (decrease) in Balance of cash credit facilities				(223.00)	
Interest Paid	(197.06)	(163.99)	(130.16)	(404.37)	(80.95)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(426.16)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(977.29)</b>	<b>773.74</b>
<b>D. Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(574.38)</b>	<b>380.02</b>	<b>(190.85)</b>	<b>(489.44)</b>	<b>725.23</b>
E. Opening Cash & Cash Equivalents	584.58	204.56	395.42	884.86	158.63
<b>F. Cash and cash equivalents at the end of the period</b>	<b>10.20</b>	<b>584.58</b>	<b>204.56</b>	<b>395.42</b>	<b>884.86</b>

<b>Particulars</b>	<b>F.Y. 2016-17</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2013-14</b>	<b>F.Y. 2012-13</b>
<b>G. Cash And Cash Equivalents Comprise :</b>					
Cash	0.14	1.03	0.06	0.12	0.21
<b>Bank Balance :</b>					
Current Account	7.92	128.35	138.26	50.30	644.64
Deposit Account	2.15	455.21	66.24	345.00	240.00
<b>Total</b>	<b>10.20</b>	<b>584.58</b>	<b>204.56</b>	<b>395.42</b>	<b>884.86</b>

Restated Consolidated Summary Statement Of Assets And Liabilities  
I

Annexure –

(Rs In Lakhs)

Particulars		Not e No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
I.	<b>EQUITY AND LIABILITIES</b>						
1	<b>Shareholders' funds</b>						
	(a) <u>Share capital</u>	3	693.76	693.76	693.76	693.76	693.76
	(b) <u>Reserves and surplus</u>	4	1,214.88	2,113.11	2,832.22	2,612.56	1,709.75
2	<b>Non-current liabilities</b>						
	(a) <u>Long-term borrowings</u>	5	983.62	1,212.72	397.36	808.35	935.09
	(b) <u>Deferred tax liabilities (Net)</u>	6	49.50	205.93	229.23	305.99	173.64
3	<b>Current liabilities</b>						
	(a) <u>Short-term borrowings</u>	7	542.70	329.42	275.84	78.88	301.87
	(b) <u>Trade payables</u>	8					
	(i) Total outstanding dues of Micro, Small and Medium Enterprises		2.04	2.09	-	-	-
	(ii) Total outstanding dues of creditors other than Micro, Small and Medium Enterprises		299.07	102.52	332.64	131.54	200.35
	(c) <u>Other current liabilities</u>	9	760.99	400.78	438.10	517.12	1,030.35
	(d) <u>Short-term provisions</u>	10	1,423.66	1,192.78	1,120.95	975.20	645.15
	<b>TOTAL</b>		<b>5,970.22</b>	<b>6,253.11</b>	<b>6,320.11</b>	<b>6,123.40</b>	<b>5,689.95</b>
II	<b>ASSETS</b>						
1	<b>Non-current assets</b>						
	(a) <u>Fixed assets</u>	11					
	(i) <u>Tangible assets</u>		1,057.92	1,109.69	1,167.65	1,400.81	1,478.95
	(ii) <u>Intangible Assets</u>		951.16	633.87	1,014.80	1,345.03	554.64
	(iii) <u>Intangible Assets under development</u>		1,768.83	2,008.26	836.35	-	829.77
	(iv) <u>Capital Work in Progress</u>		-	-	-	-	-
	<b>Net Block</b>		<b>3,777.92</b>	<b>3,751.82</b>	<b>3,018.80</b>	<b>2,745.84</b>	<b>2,863.35</b>

Particulars	Note No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
(b) Non Current Investments	12	-	-	-	-	-
(c) Long-term loans and advances	13	4.74	5.23	159.62	158.70	156.95
(d) Other Non Current Assets	14	33.84	21.57	211.12	13.85	15.38
<b>2 Current assets</b>						
(a) Current Investments		-	-	-	-	-
(b) Inventories		-	-	-	-	-
(c) Trade receivables	15	773.55	568.94	1,130.73	1,580.78	962.88
(d) Cash and Bank Balances	16	30.37	618.99	257.82	449.26	974.73
(e) Short-term loans and advances	17	55.88	7.78	279.61	53.82	19.49
(f) Other Current Assets	18	1,293.92	1,278.78	1,262.40	1,121.15	697.17
<b>TOTAL</b>		<b>5,970.22</b>	<b>6,253.11</b>	<b>6,320.11</b>	<b>6,123.40</b>	<b>5,689.95</b>

**Restated Consolidated Summary Statement of Profit and Loss**

**Annexure –II  
(Rs In Lakhs)**

Particulars	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
<b>I. Revenue from operations</b>	19	2,731.66	3,220.22	5,474.19	6,779.22	6,247.22
<b>II. Other income</b>	20	22.55	70.74	158.80	66.32	39.18
<b>III. Total Revenue (I + II)</b>		<b>2,754.21</b>	<b>3,290.96</b>	<b>5,632.99</b>	<b>6,845.54</b>	<b>6,286.40</b>
<b>IV. Expenses:</b>						
Employee benefits expense	21	1,776.36	1,829.26	2,667.86	3,312.60	3,135.74
Finance costs	22	208.25	167.81	138.97	183.78	134.98
Depreciation and amortization expense	23	462.64	458.27	554.50	380.19	433.79
Other expenses	24	1,378.97	1,705.73	1,979.73	1,709.56	1,365.86
<b>Total expenses</b>		<b>3,826.22</b>	<b>4,161.06</b>	<b>5,341.06</b>	<b>5,586.13</b>	<b>5,070.37</b>
<b>V. Profit before tax (VII-VIII)</b>		(1,072.00)	(870.11)	291.94	1,259.41	1,216.03
VI. Exceptional Items	24A	43.77	(194.30)	-	-	254.23
<b>Profit before tax and extraordinary items</b>		<b>(1,115.77)</b>	<b>(675.80)</b>	<b>291.94</b>	<b>1,259.41</b>	<b>961.80</b>
(1) Current tax		4.28	5.28	73.41	224.32	245.17
(2) Deferred tax		(156.43)	(23.31)	(76.76)	132.36	6.60
(3) MAT credit entitlement			-	-		-

Particulars	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
(4) Tax adjustment on restatement / assessment		-	96.41	-	12.83	-
		(152.15)	78.39	(3.36)	369.51	251.76
<b>Profit before extraordinary items</b>		(963.63)	(754.19)	295.29	889.91	710.04
Extraordinary items		-	-	-	-	-
<b>IX. Profit (Loss) for the period (XI + XIV)</b>		(963.63)	(754.19)	295.29	889.91	710.04
<b>Non-controlling interest</b>		0.11	(0.80)	(0.85)	0.99	0.26
<b>Profit (Loss) for the period (XI - XIV)</b>		(963.73)	(753.39)	296.14	888.92	709.78
X. Earnings per equity share:		(13.89)	(10.87)	4.26	12.83	10.23

**Restated Consolidated Summary Statement of Cash Flows  
III**

**Annexure –**

**(Rs In Lakhs)**

Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b><u>A. Cash flow from Operating Activities</u></b>	-	-	-	-	-
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>	(1,072.00)	(870.11)	291.94	1,259.41	1,216.03
Adjustments for :					
Finance cost	197.06	158.17	138.98	183.77	132.18
Depriciation expenses	462.64	458.28	554.51	380.19	433.79
Prior period adjustments for depreciation	-	-	-	7.97	(2.08)
Prior period adjustments related to interest	-	-	-	0.02	-
IRIS Business Services balance written off recorded in Misc. exp	-	-	-	3.25	-
SCB loan excess payment write off in Misc. Exp	-	-	-	0.27	-
Provision for diminution in	-	-	-	-	-

<b>Particulars</b>	<b>F.Y. 2016-17</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2013-14</b>	<b>F.Y. 2012-13</b>
value of inv					
Loss on sale of fixed assets	6.06			2.42	4.53
Impairment of fixed assets	43.77				254.23
Interest Income	(7.60)	(40.33)	(84.43)	(48.10)	(25.51)
Other non-cash adjustments	66.14	35.09	(10.40)	9.65	38.20
Provision for Gratuity					45.00
Write off of withholding tax	133.67				
Exceptional items	(43.77)	194.30			(254.23)
<b>Operating Profit before working capital changes</b>	<b>(214.04)</b>	<b>(64.61)</b>	<b>890.58</b>	<b>1,798.85</b>	<b>1,842.14</b>
<b>Changes in Working Capital</b>					
(Increase) / Decrease in Trade receivables	(204.61)	561.79	450.06	(617.91)	(105.02)
(Increase) / Decrease in Short-term loans and advances	(48.09)	271.83	(225.79)	(34.33)	(2.63)
(Increase) / Decrease in Other current assets	14.17	(74.69)	(113.94)	(65.71)	(87.03)
(Increase) / Decrease in Long-term loans and advances	0.48	154.39	(0.92)	(1.75)	24.54
(Increase) / Decrease in Other non-current assets	(12.27)	187.54	(197.81)	2.32	(4.36)
(Decrease) / Increase in Trade payables	196.50	(228.03)	201.10	(68.81)	82.35
(Decrease) / Increase in Other current liabilities	359.65	(36.56)	(247.81)	(70.40)	141.64
(Decrease) / Increase in Short-term provisions	231.44	76.87	80.65	105.24	99.56
Proceed /(Repayment) of short-term loans	213.28	53.57	196.96	(223.00)	301.32
<b>Total</b>	<b>750.56</b>	<b>966.72</b>	<b>142.50</b>	<b>(974.34)</b>	<b>450.37</b>



<b>Particulars</b>	<b>F.Y. 2016-17</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2013-14</b>	<b>F.Y. 2012-13</b>
<b>Net Cash Flow from Operation</b>	<b>536.52</b>	<b>902.12</b>	<b>1,033.08</b>	<b>824.51</b>	<b>2,292.51</b>
Less : Income Tax paid	(169.20)	(136.94)	(196.21)	(327.03)	(245.29)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>367.32</b>	<b>765.17</b>	<b>836.87</b>	<b>497.48</b>	<b>2,047.22</b>
<b><u>B. Cash flow from investing Activities</u></b>					
Purchase of Fixed Assets (Net)	(24.36)	(17.37)	(64.64)	(47.86)	(1,252.87)
Increase in Capital Work In Progress	-	-	-	-	-
Increase in Fixed Deposits with Maturity of more than 12 months	-	-	-	(1.32)	-
Redemption/ (Investments) of fixed deposits		93.57	141.05	(32.62)	-
Inhouse software products capitilisation	(514.20)	(1,171.91)	(836.35)	(225.02)	-
Sale of Fixed Assets	6.15			0.35	-
Purchase of Investment	-	-	-	-	-
Investment is subsidiary	-	-	-	-	-
Sale / Redemption of Investment	-	-	-	-	-
Movement in Loan & Advances	-	-	-	-	-
Interest Income	13.83	40.33	95.81	37.80	22.30
Dividend Income					
<b>Total</b>	<b>(518.58)</b>	<b>(1,055.38)</b>	<b>(664.12)</b>	<b>(268.67)</b>	<b>(2,037.64)</b>
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(518.58)</b>	<b>(1,055.38)</b>	<b>(664.12)</b>	<b>(268.67)</b>	<b>(2,037.64)</b>
<b><u>C. Cash Flow From Financing Activities</u></b>					
Proceeds From Issue of shares capital	-	-	-	-	-

<b>Particulars</b>	<b>F.Y. 2016-17</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2013-14</b>	<b>F.Y. 2012-13</b>
Increase in Share Premium	-	-	-	-	-
Fresh Loan/(Repayment) of term loans during the year(net)	(229.10)	815.36	(234.03)	(349.92)	854.69
Decrease in Secured Loans	-	-	-	-	-
Increase in Long Term Provisions	-	-	-	-	-
Increase in Unsecured Loans	-	-	-	-	-
Interest Paid	(208.25)	(163.99)	(130.16)	(404.37)	(80.95)
<b>Total</b>	<b>(437.35)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(754.29)</b>	<b>773.74</b>
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(437.35)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(754.29)</b>	<b>773.74</b>
<b>D. Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(588.61)</b>	<b>361.17</b>	<b>(191.44)</b>	<b>(525.47)</b>	<b>783.33</b>
E. Opening Cash & Cash Equivalents	618.99	257.82	449.26	974.73	191.40
<b>F. Cash and cash equivalents at the end of the period</b>	<b>30.37</b>	<b>618.99</b>	<b>257.82</b>	<b>449.26</b>	<b>974.73</b>
<b>G. Cash And Cash Equivalents Comprise :</b>					
Cash	0.14	1.03	2.11	3.77	1.71
<b>Bank Balance :</b>					
Current Account	28.08	140.18	154.65	81.18	662.11
Deposit Account	2.15	477.78	101.06	364.31	310.91
<b>Total</b>	<b>30.37</b>	<b>618.99</b>	<b>257.82</b>	<b>449.26</b>	<b>974.73</b>

## THE ISSUE

Particulars	Details of Equity Shares
Issue of Equity Shares by Our Company	50,04,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. 32/- per Equity share aggregating to Rs. 1,601.28 Lakhs
<b>Of Which:</b>	
Market Maker Reservation Portion	2,60,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. 32/- per Equity share aggregating to Rs. 83.20 Lakhs
Net Issue to the Public	47,44,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at a price of Rs. 32/- per share aggregating Rs. 1,518.08 Lakhs
	<i>Of which</i>
	23,72,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company at a cash price of Rs. 32/- per Equity share aggregating Rs. 759.04 Lakhs will be available for allocation to Investors up to Rs. 2.00 Lakhs
	23,72,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of 32/- per Equity Share aggregating Rs. 759.04 lakhs will be available for allocation to investors above Rs. 2.00 Lakhs
<b>Pre and Post Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	1,38,75,162 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	1,88,79,162 Equity Shares of face value of Rs.10 each
Use of proceeds of this Issue	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 87 of this Prospectus for information on use of Issue Proceeds.

### Notes:

The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on September 11, 2017 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting held on September 13, 2017.

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

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

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
  - i. Individual applicants other than retail individual investors; and

ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to section titled 'Issue Information' beginning on page 190 of this Prospectus

## GENERAL INFORMATION

Our Company was incorporated under the provisions of Companies Act, 1956 as ‘IRISBusiness.com (India) Private Limited’ at Mumbai Maharashtra *vide* Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on October 03, 2000. The name of our Company was changed to ‘IRISBusiness Services (India) Private Limited’ and a fresh Certificate of Incorporation dated October 27, 2003 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of the Company was changed to ‘IRIS Business Services Private Limited’ a fresh Certificate of Incorporation dated July 13, 2009 was issued by the Registrar of Companies, Maharashtra, Mumbai. Consequently, it was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 13, 2010 and the name of our Company was changed from ‘Iris Business Services Private Limited’ to ‘Iris Business Services Limited’ and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 29, 2010 was issued by Registrar of Companies, Maharashtra, Mumbai. The Corporate Identification Number of our Company is U72900MH2000PLC128943.

For further details of “*Our History and Certain Other Corporate Matters*” beginning on page 116 of this Prospectus.

### REGISTERED OFFICE OF OUR COMPANY:

#### **IRIS Business Services Limited**

T-231, Tower 2, 3rd Floor, International Infotech Park,  
Vashi Station, Vashi Thane,  
Maharashtra 400703, India

**Tel:** 022-67231000

**Fax:** 022- 27814434

**Email:** cs@irisindia.net

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

**Corporate Identification Number:** U72900MH2000PLC128943

*For details relating to changes in our registered office, see the section titled “History and Certain Corporate Matters - Changes in Registered Office” on page 116 of this Prospectus.*

### ADDRESS OF REGISTRAR OF COMPANIES:

Our Company is registered with the RoC - Mumbai situated at the following address:

100, Everest,  
Marine Drive,  
Mumbai-400002, Maharashtra  
**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### BOARD OF DIRECTORS:

Name	DIN	Designation	Address, Age and Occupation
Mr. Swaminathan Subramaniam	01185930	CEO & Whole Time Director	<i>Address:</i> Plot 25 And 27, Flat No. C - 1411 Sector -06, Nerul Navi Mumbai 400706 Maharashtra <i>Age:</i> 55 <i>Occupation</i> Business

Mr. Balachandran Krishnan	00080055	Wholetime Director & CFO	<i>Address:</i> Flat No-B4, 1st Floor, Nilgiri Chs, Plot No. 25 Sector- 16a, Vashi Navi Mumbai 400703 Maharashtra <i>Age:</i> 54 <i>Occupation:</i> Business
Ms. Deepta Rangarajan	00404072	Wholetime Director	<i>Address:</i> Flat No. C - 1411, 14th Floor, Meridian Chs Ltd Plot No. 25/27, Sector 06, Nerul Navi Mumbai 400706 Maharashtra <i>Age:</i> 51 <i>Occupation:</i> Business
Mr. Partho Datta	00040345	Independent Director	<i>Address:</i> 19/2 Dover Road Ballygung Kolkata 700019 West Bengal <i>Age:</i> 68 <i>Occupation Professional</i>
Mr. Narayan Seshadri	00053563	Independent Director	<i>Address:</i> Flat No.10, 7 <sup>th</sup> Floor, Skylark Chs Ltd, Little Gibbs Road, Malabar Hill Mumbai 400006 Maharashtra <i>Age:</i> 46 <i>Occupation:</i> Business
Mr. Sanjoy Bhattacharyya	00059480	Independent Director	<i>Address:</i> 76-B, Jayant Apts, Appa Saheb Marathe Marg, Prabhadevi Mumbai 400025 Maharashtra <i>Age:</i> 56 <i>Occupation:</i> Business

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 131 of this Prospectus.

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

##### **Mr. Rajesh Singh**

T-231, Tower 2, 3rd Floor, International Infotech Park,  
Vashi Station, Vashi Thane,  
Maharashtra 400703, India

**Tel:** 022-67231000

**Fax:** 022- 27814434

**Email:** cs@irisindia.net

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

#### **CHIEF FINANCIAL OFFICER**

##### **Mr. Balachandran Krishnan**

T-231, Tower 2, 3rd Floor, International Infotech Park,  
Vashi Station, Vashi Thane,  
Maharashtra 400703, India

**Tel:** 022-67231000

**Fax:** 022- 27814434

**Email:** cfo@irisindia.net

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

**Bidders are advised to contact the Company Secretary and Compliance Officer and/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 Equity Shares in the respective beneficiary account, non-receipt of funds by electronic mode etc.**

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case maybe , quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

**LEAD MANAGER:**

**Pantomath Capital Advisors Private Limited**

406-408, Keshava Premises

Bandra Kurla Complex, Bandra East

Mumbai – 400 051

**Tel:** +91 22 6194 6700

**Fax:** +91 22 2659 8690

**Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)

**Investor Grievance Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)

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

**Contact Person:** Bharti Ranga

**SEBI Registration No:** INM000012110

**LEGAL COUNSEL TO THE COMPANY:**

**CHITALE LEGAL**

5<sup>th</sup> Floor, Nirlon House, Dr. Annie Besant Road,

Worli, Mumbai – 400 030

**Tel:** 022 40041010-15

**Fax:** NA

**E-mail:** [satish.dinavahi@chitale.net](mailto:satish.dinavahi@chitale.net)

**Contact Person:** Dinavahi Satish

**STATUTORY AUDITOR TO OUR COMPANY:**

**M. P. CHITALE & CO**

**CHARTERED ACCOUNTANTS**

1/11, Prabhadevi Industrial Estate,

Opp. Siddhivinayak Temple, Dadar

Mumbai 400025, Maharashtra

**Tel:** 022-43474301-03

**Fax:** 022-43474304

**E-mail:** viraj@mpchitale.com  
**Contact Person:** Viraj Londhe  
**Firm Registration No:** 101851W  
**Membership No:** 45761

**PEER REVIEWED AUDITOR**  
**M. P. CHITALE & CO**  
**CHARTERED ACCOUNTANTS**  
1/11, Prabhadevi Industrial Estate,  
Opp. Siddhivinayak Temple, Dadar  
Mumbai 400025, Maharashtra  
**Tel:** 022-43474301-03  
**Fax:** 022-43474304  
**E-mail:** viraj@mpchitale.com  
**Contact Person:** Viraj Londhe  
**Firm Registration No:** 101851W  
**Membership No:** 45761

Our Peer Reviewed Auditor M. P. Chitale & Co., Chartered Accountant dated December 23, 2015 holds a peer reviewed certificate dated issued by the Institute of Chartered Accountants of India.

**REGISTRAR TO THE ISSUE**

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai 400083, Maharashtra, India  
**Tel:** 022-49186200  
**Fax:** 022-49186195  
**Email:** irisbusiness.ipo@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration Number:** INR000004058

**ADVISOR TO THE ISSUE**

**ASIT C. MEHTA INVESTMENT INTERMEDIATES LTD.**  
Nucleus House, Saki Vihar Road,  
Andheri (E), Mumbai,  
Maharashtra 400072  
**Tel:** 022 6132 5959  
**Fax:** 022 2270 0118  
**Email:** lalit.phatak@acm.co.in  
**Website:** www.asitmehta.com  
**Contact Person:** Lalit Phatak

**BANKER TO THE COMPANY, ISSUE AND REFUND BANK**  
**THE FEDERAL BANK LIMITED**

Shop No. F-21, 1<sup>st</sup> Floor, Ripplez Mall,  
Plot No. 6A, Seet 7, Airoli,  
Mumbai – 400 708  
**Tel:** 022 27697946/27697966  
**Email:** [arl@federalbank.com](mailto:arl@federalbank.com)  
**Website:** [www.federalbank.com](http://www.federalbank.com)



**Contact Person:** Sony Abraham Kurain

**BANKER TO THE COMPANY**

**HDFC BANK LIMITED**

2<sup>nd</sup> Floor, Trade View Building,  
Kamala Mills Compound, Lower Parel,  
Mumbai – 400 013  
Tel: 09820088836  
Fax: 022 24925121  
Email: [Sharma.vishal@hdfcbank.com](mailto:Sharma.vishal@hdfcbank.com)  
Contact Person: Vishal Sharma

**ICICI BANK LIMITED**

Shop No. 14, 15, 16,  
Shri Ganesh Chs. Sector 1,  
Opp. Apna Bazar, Vashi,  
Navi Mumbai – 400 703  
Tel: 022 – 40889411  
Fax: NA  
Email: [ranjit.kamble@icicibank.com](mailto:ranjit.kamble@icicibank.com)  
Contact Person: Ranjit Kamble

**IDBI BANK LTD**

Hermes Centre 1, 2, 3  
Sector 17, Vashi, Navi Mumbai  
400 703  
Tel: 022 27800254  
Fax: 022 27800253  
Email: [puneet\\_goswami@idbi.co.in](mailto:puneet_goswami@idbi.co.in)  
Website: [www.idbi.com](http://www.idbi.com)  
Contact Person: Puneet Goswami

**SELF CERTIFIED SYNDICATE 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 the SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> as updated from time to time. For details of the Designated Branches of SCSBs which shall collect Bid cum Application Forms, refer to the above-mentioned link. Further, the branches of the SCSBs where the Syndicate at the Specified Locations could submit the Bid cum Application Form are provided on the aforementioned website of SEBI.

**REGISTERED BROKERS:**

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

## **STATEMENT OF RESPONSIBILITIES**

Pantomath Capital Advisors Private Limited is the sole Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

## **CREDIT RATING**

This being an Issue of Equity Shares, there is no requirement of credit rating for the Issue.

## **IPO GRADING OF THE ISSUE**

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

## **EXPERTS**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Peer Review Auditor, who holds a valid peer review certificate, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the audit report dated September 15, 2017 of the Auditor on the Financial Information, as restated, of our Company as of and for Fiscals ended March 31, 2017, 2016, 2015, 2014 and 2013 and the statement of tax benefits dated September 15, 2017, included in this Prospectus and such consents have not been withdrawn as on the date of this Prospectus.

## **TRUSTEES**

As this is an Issue of Equity Shares, the appointment of trustees is not required.

## **MONITORING AND APPRAISING AGENCY:**

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. 1,601.28 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **COLLECTING DEPOSITORY PARTICIPANTS**

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE at <http://www.bseindia.com>, respectively.

## **COLLECTING RTAs**

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE at <http://www.bseindia.com> respectively.

Our Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for the Issue. In this regard, our Company has appointed the Pantomath Capital Advisors Private Limited, Lead Manager to manage the Issue and procure subscriptions to the Issue.

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid. For further details, please see the chapter titled “*Issue Procedure*” beginning on page 199;
- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum-Application-Form;
- Ensure that the Bid-cum-Application Form is duly completed as per the instructions given in the Prospectus and in the Bid-cum-Application Form;
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the IT Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for bidders residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the bidders by collecting sufficient documentary evidence in support of their claims;
- Ensure the correctness of your Demographic Details, given in the Bid-cum-Application Form with the details recorded with your Depository Participant;
- Ensure the correctness of your PAN, beneficiary account number, DP ID and Client ID given in the Bid-cum-Application Form. Based on these parameters, the Registrar will obtain details of the Bidders from the Depositories including the Bidder’s name and bank account number, among others;
- Bids by ASBA Bidders will have to be submitted to the designated branches of the SCSBs or to the Syndicate at the Specified Locations or to the Registered Brokers at the Broker Centers. Ensure that the SCSB where the ASBA Account (as specified in the Bid cum Application Form) is maintained has named at least one branch at the Specified Location or the Broker Centre for the members of the Syndicate or the Registered Broker, respectively, to deposit Bid cum Application Forms (a list of such branches is available at the website of the SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>);
- ASBA Bidders should ensure that the ASBA Accounts have adequate credit balance at the time of submission to the SCSB or the Syndicate or the Registered Brokers to ensure that the Bid cum Application Form is not rejected.

For further details please see the chapter titled “*Issue Procedure*” beginning on page 199 of this Prospectus.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

**UNDERWRITING AGREEMENT:**

Our Company has entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through this Issue. The Underwriting Agreement is dated September 15, 2017 . Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, address, telephone number, fax number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs in Lakhs)
<b>Pantomath Capital Advisors Private Limited</b> 406-408, Keshava Premises, Bandra Kurla Complex, Bandra East Mumbai – 400 051 <b>Tel:</b> +91 22 6194 6700 <b>Fax:</b> +91 22 2659 8690 <b>Email:</b> <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> <b>Investor Grievance Email:</b> ipo@pantomathgroup.com <b>Website:</b> www.pantomathgroup.com <b>Contact Person:</b> Madhu Lunawat <b>SEBI Registration No:</b> INM000012110	50,04,000	1601.28

In the opinion of our Board (based on a certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Notwithstanding the table above, the LM and the Syndicate Members shall be responsible for ensuring payment with respect to the Equity Shares allocated to the bidders procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchases for, or subscribe the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The underwriting arrangements mentioned above shall not apply to the subscriptions by the ASBA Bidders in the Issue, except for ASBA Bids procured by the Syndicate Member(s). The underwriting agreement shall list out the role and obligations of each Syndicate Member, and inter alia contain a clause stating that margin collected shall be uniform across all categories indicating the percentage to be paid as margin by the bidders at the time of Bidding.

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT**

Our Company and the Lead Manager have entered into a tripartite agreement dated September 15, 2017, with the following Market Maker, duly registered with BSE Limited to fulfil the obligations of Market Making:

##### **ASIT C. MEHTA INVESTMENT INTERMEDIATES LTD.**

Nucleus House, Saki Vihar Road,

Andheri (E), Mumbai,

Maharashtra 400072

**Tel:** 022 2858 3333

**Fax:** 022 28577647

**Email:** [bharat.patel@acm.co.in](mailto:bharat.patel@acm.co.in)

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

**Contact Person:** Bharat Patel

SEBI Regn No. INB 010607233

Market Maker Regn No. SMEMM0000320012012

**ASIT C. MEHTA INVESTMENT INTERMEIATES LTD.,** registered with SME segment of BSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the

market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of 32/- the minimum lot size is 4000 Equity Shares thus minimum depth of the quote shall be Rs. 1,28,000 until the same, would be revised by BSE Ltd.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the 96,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, **ASIT C. MEHTA INVESTMENT INTERMEIATES LTD** is acting as the sole Market Maker.
7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

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

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

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

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

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

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

## CAPITAL STRUCTURE

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

*Amount (Rs . in lakhs except share data)*

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	2,50,00,000 Equity Shares of face value of Rs. 10/- each	2500.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,38,75,162 Equity Shares of face value of Rs. 10/- each	1387.52	-
<b>C.</b>	<b>Present Issue in terms of this Prospectus</b>		
	Issue of 50,04,000 Equity Shares of face value of Rs.10 each at a price of Rs. 32/- per Equity Share aggregating to 1,601.28 Lakh	500.40	1,601.28
	<b>Consisting:</b>		
	<b>Reservation for Market Maker</b> – 2,60,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 32/- per Equity Share aggregating Rs. 83.20 lakhs.	26.00	83.20
	<b>Net Issue to the Public</b> – 47,44,000 Equity Shares of face value of Rs. 10/- each at a price of Rs.32/- per Equity Share aggregating to Rs. 1,518.08 lakhs	474.40	1,518.08
	<b>Of the Net Issue to the Public</b>		
	<b>Allocation to Retail Individual Investors</b> – 23,72,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 32/- per Equity Share aggregating Rs. 759.04 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs.2 lakhs	237.20	759.04
	<b>Allocation to Other than Retail Individual Investors</b> – 23,72,000 Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs. 32/- per Equity Share aggregating Rs. 759.04 lakhs will be available for allocation to investors above Rs. 2 lakhs	237.20	759.04
<b>D.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Issue</b>		
	1,88,79,162 Equity Shares of face value of Rs. 10/- each	1,887.92	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		7.39
	After the Issue		1,100.88

The Issue has been authorised by the Board of Directors of our Company *vide* a resolution passed at its meeting held on September 11, 2017 and by the shareholders of our company *vide* a Special

Resolution passed pursuant to Section 62 (1) (c) of Companies Act, 2013 at the Extra Ordinary General Meeting held on September 13, 2017.

The Company has 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. Issue size was revised to adjust the shares in lot of 4,000 Equity shares.

#### **NOTES TO THE CAPITAL STRUCTURE:**

##### **1. Details of changes in authorised Share Capital:**

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

<b>Particulars of Change</b>		<b>Date of Shareholders' Meeting</b>	<b>AGM / EGM</b>
<b>Increased From</b>	<b>Increased To</b>		
Rs. 10,00,000 consisting of 1,00,000 Equity shares of Rs. 10 each		On Incorporation	-
Rs. 10,00,000 consisting of 1,00,000 Equity shares of Rs. 10 each	Rs. 1,00,00,000 consisting of 10,00,000 Equity shares of Rs. 10 each	July 20, 2004	EGM
Rs. 1,00,00,000 consisting of 10,00,000 Equity shares of Rs. 10 each	Rs. 5,00,00,000 consisting of 50,00,000 Equity shares of Rs. 10 each	Feb 26, 2010	EGM
Rs. 5,00,00,000 consisting of 50,00,000 Equity shares of Rs. 10 each	Rs. 8,00,00,000 consisting of 80,00,000 Equity shares of Rs. 10 each	June 07, 2010	EGM
Rs. 8,00,00,000 consisting of 80,00,000 Equity shares of Rs. 10 each	Rs. 25,00,00,000 consisting of 2,50,00,000 Equity Shares of Rs. 10 each	September 13, 2017	EGM



## 2. History of Equity Share Capital of our Company

Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative Equity Shares	Cumulative Equity Shares Paid -up Capital (Rs.)
On Incorporation	30	10	10	Cash	Subscription to MoA <sup>(1)</sup>	30	300
October 10, 2002	9,970	10	10	Cash	Allotment of sShares <sup>(2)</sup>	10,000	1,00,000
March 30, 2006	1,90,000	10	10	Cash	Allotment of shares <sup>(3)</sup>	2,00,000	20,00,000
December 29, 2006	50,000	10	10	Cash	Allotment of shares <sup>(4)</sup>	2,50,000	25,00,000
June 30, 2007	12,775	10	10	Cash	Allotment of shares to employees <sup>(5)(a)</sup>	2,62,775	26,27,750
	1,61,350	10	10	Cash	Allotment of shares <sup>(5)(b)</sup>	4,24,125	42,41,250
June 30, 2007	1,74,125	10	10	Cash	Allotment of shares <sup>(5)</sup>	4,24,125	42,41,250
September 30, 2007	28,000	10	10	Cash	Allotment of shares <sup>(6)</sup>	4,52,125	45,21,250
March 08, 2010	44,646	10	75	Cash	Allotment of shares <sup>(7)</sup>	4,96,771	49,67,710
March 15, 2010	2,44,735	10	75	Cash	Allotment of shares <sup>(8)</sup>	7,41,506	74,15,060
March 22, 2010	37,07,530	10	-	Bonus Issue	Allotment of shares <sup>(9)</sup>	44,49,036	4,44,90,360
May 11, 2010	2,34,160	10	85.41	Cash	Allotment of shares <sup>(10)</sup>	46,83,196	4,68,31,960
June 14, 2010	10,17,000	10	36.88	Cash	Allotment of shares <sup>(11)</sup>	57,00,196	5,70,01,960
June 29, 2011	12,37,385	10	30.30	Cash	Allotment of shares <sup>(12)</sup>	69,37,581	6,93,75,810
September 13, 2017	69,37,581	10	Nil	Other than Cash	Bonus Issue <sup>(13)</sup>	1,38,75,162	13,87,51,620
<b>Total</b>	<b>1,38,75,162</b>						

### Notes:

(1) Allotment to S Swaminathan (10), Deepta Rangarajan (10) and K Balachandran (10) for cash on Incorporation;

(2) Allotment to S Swaminathan (7470), Deepta Rangarajan (2500) for cash;

(3) Allotment to K Balachandran (30000), Deepta Rangarajan (33490), S Swaminathan (126510) for cash.

(4) Allotment to Bhushan Patkar (100), K Ashok Kumar (100), Prashant Shelar (100), Sandeep Polekar (100), Sanju Krishna Dolkar (100), Shashank Poipkar (100), Annie Rajan (200), Arshia Sayed (200), Vinod Dalvi (250), Mahesh Girkar (500), Gopal Krishna Sahu (500), Lokesh Grover

(500), Mangesh Kosty (500), Rajesh Khurambe (500), Renu Goyal (500), Sthitaprajna Jena (600), Pradeep Nair (750), Mahesh Bhat (1000), Shweta Gupta (1000), Suhas Samgood (1000), Sudhakar Sawant (2000), Sakshi Kachare (3000), Shailesh Gupta (10,000), K Balachandran (7490), Deepta Rangarajan (1500), S Swaminathan (17,410) for cash.

(5) (a) Allotment to employees

Allotment to Anita Sharma (100), Ashish Thakre (100), Bharti Ranade (100), Chaithanya Paka (100), Chiragkumar Darji (100), , Geetkumar Gangwar (500), Harendra Garg (100), Haresh Misal (50), Jambu Gunavant (100), Jayavant Bhabal (250), Jayesh Sawant (100), Jigar Shah (100), Jyoti Waghmare (100), K Ashok Kumar (100), , Kartik Dave (100), Ketankumar Patel (250), Kishan Suryavanshi (25), Lovenish Manjul (200), Manish Chandra (100), Maya Nair (1800), Megha Shah(100), Mitul Rathod (100), Mrinalini Sharma (100), N.Venkata Shiva Kumar (500), Neelam Raje (200), Neetika Mital (100), P V Subramanyam (1000), Padma Prakash (400), Parag Pilankar (100), Pradeep Nair (1050), Rameet Kaur Sayal (100), Ranjana Lal (50), Sambhav Maniar (400), Samie Modak (200), Saptarshi Sengupta (100), Sarina Jacob (200), Shilpa Dhobale (200), Shweta Gupta (800), Sthitaprajna Jena (1200), Sudhir Sonone (50), Sweta Kedia (300), Uttam Lamkhade (100), Vijay Parulekar (200), Vijay Vyas (500), Vikas Mithbavkar (100), Vinod Chakote (50), Virendra Borkar (100), Virendra Kumar S N Ray (100) for cash.

(5) (b) Allotment to Promoters and Non Employees

Deepta Rangarajan (30000), K Balachandran (7500), Paresh Budhdev (250), S Swaminathan (118600), T N V Ayyar (5000) for cash

(6) Allotment to K Balachandran (22500), Rajnikant Patel (5000), Indrajit Shah (500) for cash.

(7) Allotment to Akhilendra Gangwar (100), Ankit Shah (50), Arup Ganguly (1000), Bhushan Patkar (180), Brij Kishor Singh (100), Chiragkumar Darji (100), Denny Cherian (100), Firoz Faruqui (100), G Bhargavi (40), Ganesh Kasture (100), Geetkumar Gangwar (1000), Gopal Krishna Sahu (1513), Hardik Parikh (554), Jigar Shah (100), K Ashok Kumar (520), Ketankumar Patel (450), Kishan Suryavanshi (366), Lakshmi Priya (200), Leena Chandan (100), Mahesh Girkar (200), Manish Chandra (1020), Maya Nair (1000), Megha Shah (70), N.Venkata Shiva Kumar (800), Pooja Patel (1005), Preeti Shinde (100), Pushpendra Singh Sengar (100), S Mahalakshmi (500), S Swaminathan (13450), Sakshi Kachare (2670), Sambhav Maniar (1000), Sanju Krishna Dolkar (184), Santosh Waghmare (210), Shailesh Gupta (6688), Shweta Gupta (3000), Smisha Parakkal (100), Sourabh Pandhare (300), Sthitaprajna Jena (400), Sudhakar Sawant (1580), Sudhir Sonone (76), Taj Ahmad Khan (100), Varinder Kumar (2570), Vijay Parulekar (750), Virendra Kumar S N Ray (100) for cash.

(8) Allotment to K Balachandran (32000), Deepta Rangarajan (60171), S Swaminathan (152564) for cash.

(9) Akhilendra Gangwar (500), Alwina Shaikh (1000), Anand Panchal (1000), Aniket Manval (1000), Anita Sharma (500), Ankit Shah (1250), Annie Rajan (750), Arshia Sayed (750), Arup Ganguly (5000), Ashish Thakre (375), Avinash Kakade (1000), Bal Kamble (750), Bharti Ranade (375), Bhushan Patkar (1275), Brij Kishor Singh (500), Chaithanya Paka (375), Chiragkumar Darji (875), Deepak Kumar (500), Deepta Rangarajan (600855), Deepti Kalra (1000), Denny Cherian (500), Firoz Faruqui (500), G Bhargavi (200), Ganesh Kasture (500), Gaurav Nihalani (375),

Geetkumar Gangwar (5500), Gopal Krishna Sahu (9440), Gurpreet Kaur (1000), Hardik Parikh (3770), Harendra Garg (375), Haresh Misal (125), Hasan Wangde (5000) Hemlata Dagaonkar (500), Iftekhar Ahmed (1000), Indrajit Shah (1875), Jambu Gunavant (500), Jayavant Bhabal (875), Jayesh Sawant (375), Jaywant Dewoolkar (500), Jigar Shah (875), Jyoti Waghmare (500), K Ashok Kumar (3350), K Balachandran (460000), Kajal Tuteja (500), Kalyani Ghagare (625), Kartik Dave (375), Ketankumar Patel (3125), Khushboo Agarwal (1000), Kishan Suryavanshi (1905), Lakshmi Priya (1000), Leena Chandan (500), Lokesh Grover (2500), Lovenish Manjul (750), Mahesh Bhat (5000), Mahesh Girkar (2875), Manish Chandra (5475), Manish Paithankar (1000), Manjushree Bodele (1000), Manpreet Kaur (500), Maya Nair (11750), Mayank Sharma (1000), Mayur Narvekar (1000), Megha Shah (725), Millennium Developers Pvt. Ltd. (225000), Mitul Rathod (375), N.Venkata Shiva Kumar (5875), Neelam Raje (750), Neetika Mital (375), Nilesh Mumbarkar (1000), Nishikant Mhatre (1000), P V Subramanyam (3750), Padma Prakash (1500), Paresb Budhdev (1250), Pooja Chopra (1000), Pooja Patel (5025), Prajakta Mokal (1000), Prashant Shelar (375), Prashant Shetty (750), Preeti Shinde (500), Preeti Singh (1000), Punya Trivedi (1000), Pushpendra Singh Sengar(500), Rajnikant Patel (25000), Rahul Hajirnis (1000), Rahul Kumar Agarwal (1000), Rajeev Mavani (500), Rajesh Khurambe (1875), Rameet Kaur Sayal (500), Ranjana Lal (175), Renu Goyal (1875), Reshma Kambli (1000), S Mahalakshmi (2500), S Swaminathan (2030070), Sakshi Kachare (25850), Sambhav Maniar (6500), Samie Modak (500), Sandeep Polekar (375), Sanju Krishna Dolkar (1295), Santosh Waghmare (2050), Saptarshi Sengupta (375), Sarina Jacob (750), Savita Waghmare (1000), Shailesh Gupta (80940), Shashank Poipkar (375), Shilpa Dhobale (750), Shweta Gupta (22500), Smisha Parakkal (1500), Snehal Borikar (250), Sourabh Pandhare (1500), Sthitaprajna Jena (8750), Sudhakar Sawant (15400), Sudhir Sonone (630), Suhas Samgood (5000), Sushma Pawar (1000), Swapnil Katrat (1000), Sweta Kedia (1500), T N V Ayyar (25000), Taj Ahmad Khan (500), Tushar Golatkar (1000), Uttam Lamkhade (375), Vaibhav Kirtikar (1000), Varinder Kumar (12850), Vijay Parulekar (4500), Vijay Vyas (375), Vikas Mithbavkar (375), Vinod Chakote (250), Vinod Dalvi (875), Virendra Borkar (375), Virendra Kumar S N Ray (875), Vrushali Kule (1000), Yatin Patil (1000).

(10) Allotment to Valuable Infrastructure Pvt. Ltd. (2,34,160) for cash.

(11) Allotment to IL&FS Trust Company Limited (c/o Subhkam Growth Fund, under its scheme Subhkam Growth Fund I) (881400), Mr. Vijay Gupta & Mrs. Rashmi Gupta (67800), Pinky Ventures Private Limited (67800) for cash.

(12) Allotment to IL&FS Trust Company Limited (c/o Subhkam Growth Fund, under its scheme Subhkam Growth Fund I) (1072399), Mr. Vijay Gupta & Mrs. Rashmi Gupta (82493), Pinky Ventures Private Limited (82,493) for cash.

(13) Swaminathan S (24,36,084) Deepta Rangarajan (7,21,026) Balachandran K (5,52,000) Bhushan Patkar (1,730 ) K Ashok Kumar (11,120) Prashant Shelar (450 ) Shashank Poipkar (450) Annie Rajan (2,100 ) Gopal Krishna Sahu (11,328) Rajesh Khurambe (2,250 ) Sthitaprajna Jena (10,500) Subhkam Growth Fund, under its scheme Subhkam Growth Fund I (c/o) IL&FS Trust Company Limited) (19,53,799) Sudhakar Sawant (18,480) Sakshi Kachare (31,020 ) Shailesh Gupta (97,128) Haresh Misal (360) Jayavant Bhabal (1,050) Lovenish Manjul ( 900) Maya Nair (18,700 ) Padma Prakash (1,800) Suhas Samgood (6,000) Sambhav Maniar (7,800 ) Saptarshi Sengupta (3,350) Shilpa Dhobale (3,400) Paresb Budhdev (1,500) Vijay Parulekar (5,400) Vikas Mithbavkar ( 450 ) Virendra Borkar (450)Virendra Kumar S N Ray ( 2,550) T N V Ayyar (30,000)Rajnikant Patel

(30,000) Alwina Shaikh (1,600) Nishikant Mhatre ( 1,200) Snehal Borikar (300) Swapnil Katrat (1,200) Mayur Narvekar (1,200)Aniket Manval (1,200) Kalyani Kashinath Ghagare (750) Manish Paithankar (1,200) Prajakta Mokal (1,200)Arup Ganguly (6,000) Brij Kishor Singh (600) Millennium Developers Pvt. Ltd. (2,70,000) Pushpendra Singh Sengar (600) Valuable Infrastructure Pvt. Ltd. (2,34,160)Lakshmi Priya (1,200) Mr.Vijay Gupta & Mrs.Rashmi Gupta ( 1,50,293) Pinky Ventures Private Limited (1,50,293) Sahil Narkar (2,800 ) Anuradha RK (2,600 )Mayur Zope(1,650 ) IRIS Employee Wellness LLP (1,24,310) Rajit Kumar Sahu (50) Shraddha Patil (200 ) Gauth Ali (100 )Nitin Bhoir (100 ) Ritesh Yeram (100)Dinesh Sharma (50) Janardan Bale (50 ) Justeen Koola (50) Tejas Kat (50 ) Sunny Madan (100)Jayaprakash Arumugam ( 100 ) Yadavar Velumurgan S. (100) Nishant Kohakade (100) Shahin Khan (100 ) Santosh Kumar Naidu ( 250 )Revathy Ramanan (1,000 ) Sheeman Ahmed Ansari (120) Nikhil Nalawade (500) Ashish Singhvi (500) Gautam Mahanti ( 8,750) Shrinidhi Shetty (150) Pooja Patel (7,530)

3. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-232 of the Companies Act, 2013.
4. Our Company has not re valued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
5. We have not issued any shares at price below Issue Price within last one year from the date of this Prospectus except as Bonus issue of 69,37,581 Equity Shares on September 13, 2017 .
6. **Build-up of Promoters' shareholding, Promoters' contribution and lock-in**

**i. Build Up of Promoters' shareholdings**

As on the date of this Prospectus, our Promoters, Mr. Swaminathan Subramaniam, MS. Deepta Rangarajan and Mr. Krishnan Balachandran together holds 74,18,220 Equity Shares of our Company. 11,12,734 Equity shares held by our Promoters are subject to pledge.

**1) Mr. Swaminathan Subramaniam**

Date of Allotment / Transfer	Date when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
Incorporation	Incorporation	10	10	10	Subscription to MOA	Negligible	Negligible
October 10, 2002	October 10, 2002	7,470	10	10	Further Allotment	0.05%	0.04%
March 30, 2006	March 30, 2006	1,26,510	10	10	Further Allotment	0.91%	0.67%
Dec. 31, 2006	Dec. 31, 2006	17,410	10	10	Further Allotment	0.13%	0.09%
June 30, 2007	June 30, 2007	1,18,600	10	10	Further Allotment	0.85%	0.63%
Dec 24, 2007	Dec 24, 2007	(30,000)	10	666.67	Transfer of Shares	-0.22%	-0.16%
March 08, 2010	March 08, 2010	13,450	10	75	Further Allotment	0.10%	0.07%

Date of Allotment / Transfer	Date when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
March 15, 2010	March 15, 2010	1,52,564	10	75	Further Allotment	1.10%	0.81%
March 22, 2010	March 22, 2010	20,30,070	10	-	Bonus Issue	14.63%	10.75%
September 13, 2017	September 13, 2017	24,36,084	10	-	Bonus Issue	17.56%	12.90%
<b>Total</b>		<b>48,72,168</b>				<b>35.11%</b>	<b>25.81%</b>

## 2) Deeptha Rangarajan

Date of Allotment / Transfer	Date when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
Incorporation	Incorporation	10	10	10	Subscription to MoA	Negligible	Negligible
October 10, 2002	October 10, 2002	2,500	10	10	Further Allotment	0.02%	0.01%
March 30, 2006	March 30, 2006	33,490	10	10	Further Allotment	0.24%	0.18%
Dec. 31, 2006	Dec. 31, 2006	1,500	10	10	Further Allotment	0.01%	0.01%
June 30, 2007	June 30, 2007	30,000	10	10	Further Allotment	0.22%	0.16%
Dec 24, 2007	Dec 24, 2007	(7,500)	10	666.67	Transfer of Shares	-0.05%	-0.04%
March 15, 2010	March 15, 2010	60,171	10	75	Further Allotment	0.43%	0.32%
March 22, 2010	March 22, 2010	6,00,855	10	-	Bonus Issue	4.33%	3.18%
September 13, 2017	September 13, 2017	7,21,026	10	-	Bonus Issue	5.20%	3.82%
<b>Total</b>		<b>14,42,052</b>				<b>10.39%</b>	<b>7.64%</b>

## 3) Balachandran Krishnan

Date of Allotment / Transfer	Date when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
Incorporation	Incorporation	10	10	10	Subscription to MoA	Negligible	Negligible
March 30, 2006	March 30, 2006	30,000	10	10	Further Allotment	0.22%	0.16%
Dec. 31, 2006	Dec. 31, 2006	7,490	10	10	Further Allotment	0.05%	0.04%
June 30, 2007	June 30, 2007	7500	10	10	Further Allotment	0.05%	0.04%
Dec 24, 2007	Dec 24, 2007	(7,500)	10	666.67	Transfer of Shares	-0.05%	-0.04%
Sept. 30, 2007	Sept. 30, 2007	22,500	10	10	Further Allotment	0.16%	0.12%
March 15, 2010	March 15, 2010	32,000	10	75	Further Allotment	0.23%	0.17%
March 22, 2010	March 22, 2010	4,60,000	10	-	Bonus Issue	3.32%	2.44%
September 13, 2017	September 13, 2017	5,52,000	10	-	Bonus Issue	3.98%	2.92%
<b>Total</b>		<b>11,04,000</b>				<b>7.96%</b>	<b>5.85%</b>

**ii. Details of Promoter's Contribution locked in for three years:**

Pursuant to Regulation 32 and 36 of SEBI ICDR Regulations, in case of a public offer, either to the extent of twenty per cent of the proposed issue size or to the extent of twenty per cent. of the post-issue capital ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20.02 % of the issue size and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

Promoter	No. of Equity Shares locked in	Face Value	Issue Price	Date of allotment/Acquisition and Made fully paid up	Nature of Allotment/Transfer	Consideration (Cash/other than Cash)	%of post issue	Source of promoter contribution
<b>S Swaminathan</b>								
March 22, 2010	20,30,070	10	-	March 22, 2017	Bonus Issue	Other than cash	10.75%	Not Applicable
September 13, 2017	4,52,634	10	-	September 13, 2017	Bonus Issue	Other than cash	2.40%	Not Applicable
<b>Deepta Rangarajan</b>								
March 22, 2010	6,00,855	10	-	March 22, 2017	Bonus Issue	Other than cash	3.18%	Not Applicable
September 13, 2017	1,33,977	10	-	September 13, 2017	Bonus Issue	Other than cash	0.71%	Not Applicable
<b>K Balachandran</b>								
March 22, 2010	4,60,000	10	-	March 22, 2017	Bonus Issue	Other than cash	2.44%	Not Applicable
September 13, 2017	1,02,464	10	-	September 13, 2017	Bonus Issue	Other than cash	0.54%	Not Applicable
<b>Total</b>	<b>37,80,000</b>	-	-	-	-	-	<b>20.02 %</b>	-

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

- a) The Equity Shares offered for minimum 20.02 % Promoters' contribution have not been acquired in the three years preceding the date of the Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- b) The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of the Prospectus at a price lower than the Issue Price;
- c) No equity Shares have been issued to our promoter upon conversion of a partnership firm during preceding one year at a price less than issue price.
- d) The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not pledged;
- e) Equity Shares of our Company held by the Promoters and forming part of promoter contribution are dematerialised; and
- f) The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

#### **Details of Share Capital locked in for one year**

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-Issue equity share Capital shall be locked in for a period of one year from the date of allotment of Equity Shares in this Public Issue except the equity shares held by venture capital fund or alternative investment fund of category I or a foreign venture capital investor as per SEBI ICDR Regulations.

#### **Other requirements in respect of lock-in:**

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

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

We further confirm that our Promoters' Contribution of 20.02% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

1. There were no shares/purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last six months.



## 7. Our Shareholding Pattern

The table below presents the shareholding pattern of our Company as per Regulation 31, of the SEBI Listing Regulations, 2015

Summary of Shareholding Pattern as on date of Prospectus is as follows:-

Category	Category of Shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form**
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promot	3	74,18,220	-	-		53.46			-	-	-	-	11,12,734	15%	74,18,220

Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form**	
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
	er Group																
B	Public	71	64,56,942	-	-		46.54			-	-	-	-	-	-	-	Nil
C	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employ	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares**		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form**	
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
	Trusts																
	<b>Total</b>	<b>74</b>		-	-		<b>100.00</b>	-	-	-	-	-	-	-	-	-	<b>74,18,220</b>

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

*Note: PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares on the Stock Exchange.*

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

In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/05/2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group shall be dematerialised prior to filing the Prospectus with the RoC, Maharashtra, Mumbai .

8. The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter and Promoter Group are as under:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	<b>Promoters</b>				
1.	Swaminathan Subramaniam	48,72,168	35.11%	48,72,168	25.81%
2.	Deepta Rangarajan	14,42,052	10.39%	14,42,052	7.64%
3.	Krishnan Balachandran	11,04,000	7.96%	11,04,000	5.85%
	<b>Sub total (A)</b>	<b>74,18,220</b>	<b>53.46%</b>	<b>74,18,220</b>	<b>39.29%</b>

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

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Swaminathan Subramaniam	48,72,168	NA*
2.	Deepta Rangarajan	14,42,052	0.13
3.	Krishnan Balachandran	11,04,000	NA*

\*The consideration received by way of transfer is more than consideration paid for acquisition of shares and thus average cost of acquisition is not applicable.

10. None of the persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares except as mentioned below:

Name of Shareholder	Shares	Pre %	Post %
Subhkam Growth Fund	39,07,598	28.16	20.70
Shailesh Gupta	194256	1.40	1.03
Millennium Developers P L	540000	3.89	2.86
Valuable Infrastructure P L	468320	3.38	2.48
Vijay Gupta and Rashmi Gupta	300586	2.17	1.59
Pinky Ventures P L	300586	2.17	1.59
IRIS Employee Wellness LLP	248620	1.79	1.32

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

- a) Particulars of the top ten shareholders as on the date of filing this Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Swaminathan Subramaniam	48,72,168	35.11
2.	Subhkam Growth Fund, under its scheme Subhkam Growth Fund I (c/o) IL&FS Trust Company Limited)	39,07,598	28.16
3.	Deepta Rangarajan	14,42,052	10.39
4.	Krishnan Balachandran	11,04,000	7.96
5.	Millennium Developers Pvt. Ltd.	5,40,000	3.89
6.	Valuable Infrastructure Pvt. Ltd.	4,68,320	3.38
7.	Mr. Vijay Gupta & Mrs. Rashmi Gupta	3,00,586	2.17
8.	Pinky Ventures Private Limited	3,00,586	2.17

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
9.	IRIS Employee Wellness LLP	2,48,620	1.79
10.	Shailesh Gupta	1,94,256	1.40
	<b>Total</b>	<b>1,33,78,186</b>	<b>96.42</b>

**b) Particulars of the top ten shareholders ten days prior to the date of filing of this Prospectus**

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Swaminathan Subramaniam	24,36,084	35.11
2.	Subhkam Growth Fund, under its scheme Subhkam Growth Fund I (c/o) IL&FS Trust Company Limited)	19,53,799	28.16
3.	Deeptha Rangarajan	7,21,026	10.39
4.	Krishnan Balachandran	5,52,000	7.96
5.	Millennium Developers Pvt. Ltd.	2,70,000	3.89
6.	Valuable Infrastructure Pvt. Ltd.	2,34,160	3.38
7.	Mr. Vijay Gupta & Mrs. Rashmi Gupta	1,50,293	2.17
8.	Pinky Ventures Private Limited	1,50,293	2.17
9.	IRIS Employee Wellness LLP	1,24,310	1.79
10.	Shailesh Gupta	97,128	1.40
	<b>Total</b>	<b>66,89,093</b>	<b>96.42</b>

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

Sr. No.	Name of shareholder*	No. of Shares	% age of pre-Issue capital
1.	Swaminathan Subramaniam	24,36,084	35.11
2.	Subhkam Growth Fund, under its scheme Subhkam Growth Fund I (c/o) IL&FS Trust Company Limited)	19,53,799	28.16
3.	Deeptha Rangarajan	7,21,026	10.39
4.	Krishnan Balachandran	5,52,000	7.96
5.	Millennium Developers Pvt. Ltd.	2,70,000	3.89
6.	Valuable Infrastructure Pvt. Ltd.	2,34,160	3.38
7.	Mr. Vijay Gupta & Mrs. Rashmi Gupta	1,50,293	2.17
8.	Pinky Ventures Private Limited	1,50,293	2.17
9.	IRIS Employee Wellness LLP	1,24,310	1.79
10.	Shailesh Gupta	97,128	1.40
	<b>Total</b>	<b>66,89,093</b>	<b>96.42</b>

**12. Details of the Equity Shares held by our Directors**

Set out below are details of the Equity Shares held by our Directors in our Company:

Sr. No.	Name	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital

Sr. No.	Name	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
1.	S Swaminathan	48,72,168	35.11%	48,72,168	25.81%
2.	Deepta Rangarajan	14,42,052	10.39%	14,42,052	7.64%
3.	K Balachandran	11,04,000	7.96%	11,04,000	5.85%
	<b>Total</b>	<b>74,18,220</b>	<b>53.46%</b>	<b>74,18,220</b>	<b>39.29%</b>

13. Our Company has formulated—‘IRIS Business Services Limited - Employee Stock Option Scheme 2017’ and the same was approved by a board resolution dated September 11, 2017. The Company has approved to Grant an option of not more than 7,00,000 Shares to its employees. The Scheme shall be administered by the Nomination and Remuneration Committee. Grants contemplated under the Scheme shall be made on such day and month as decided by the Nomination and Remuneration Committee at its discretion. Employee Stock Options granted under Scheme shall vest not earlier than **1 (One) year** and not later than maximum Vesting Period of **4 (Four) years** from the date of Grant. Exercise Period in respect of an Option shall commence after Vesting of such Option or date of Listing, whichever is later subject to a maximum period of **5 (Five) years** from the date of Vesting. The Nomination and Remuneration Committee may determine the Exercise Period at the time of Grant of Options to the Employee subject to the ceiling specified in this clause. In case the Company proposes Listing, all the Vested Options held by an Option Grantee (including nominee or legal heir of a deceased Option Grantee) who ceases to be in employment/ service of the Company, Subsidiary or its Holding Company (or of its associate company in case of transfer as per provisions of Scheme, as the case may be, by that date, can be exercised only during the period notified by the Board in this behalf.
14. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.
15. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the SME platform of BSE Ltd.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there are no other class of securities issued by our Company.
20. 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 the date of the Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
21. None of the persons/Companies comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other

than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of the Prospectus.

22. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
23. There are no safety net arrangements for this public issue.
24. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
25. 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.
26. As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
27. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
28. As per RBI regulations, OCBs are not allowed to participate in this Issue.
29. Our Company has not raised any bridge loans against the proceeds of the Issue.
30. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
31. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
32. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
33. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
34. Our Promoters and the members of our Promoter Group will not participate in this Public Issue.
35. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
36. For the details of transactions by our Company with our Promoter Group, Group Companies during financial years ended March 31 2017, 2016, 2015, 2014 and 2013 please refer to paragraph titled “Details of Related Parties Transactions as Restated” in the chapter titled “Financial Statements as restated” on page 157 of the Prospectus.
37. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this chapter and also in the chapter titled “Our Management” beginning on page 131 of the Prospectus.

## OBJECT OF THE ISSUE

### Requirement of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be 1551.28 lakhs (the —Net Proceeds)

We intend to utilize the Net Proceeds towards the following objects:

1. Repayment of debt
2. Sales & Marketing
3. Expenditure on Product Development
4. General Corporate Purpose.

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

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

### ISSUE PROCEEDS

The details of the proceeds of the Issue are set out in the following table:

Particulars	Amount (Rs. in lakhs)
Gross Proceeds from the Issue	1601.28
(Less) Issue related expenses	50.00
<b>Net Proceeds</b>	<b>1551.28</b>

### UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in the manner set out in the following table

(Rs. In Lakhs)

Sr. No.	Particulars	Estimated Amount*
1.	Repayment of debt	300.00
2.	Sales & Marketing	400.00
3.	Product Development	500.00
4.	General Corporate Purpose	351.28

### SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of

Implementation and deployment of funds set forth in the table below. As on the date of this Prospectus our Company has not deployed any funds towards the objects of the Issue



*Amount (Rs In lakhs)*

<b>Activity</b>	<b>Amount to be funded from the(Net Proceeds)</b>	<b>Estimated Utilisation of Net Proceeds(Financial Year 2018)</b>	<b>Estimated Utilisation of Net Proceeds(Financial Year 2019)</b>
Repayment of debt	300.00	300.00	-
Sales & Marketing	400.00	100.00	300.00
Product Development	500.00	200.00	300.00
General Corporate Purpose	351.28	100.00	251.28

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects

#### **MEANS OF FINANCE**

Repayment of Debt, Sales and Marketing and expenditure on product development will be entirely met through the Net Proceeds of the Issue.

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

#### **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.

The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. The actual costs would depend upon the negotiated prices with the suppliers/contractors and may vary from the above estimates. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

#### **Details of the Object**

##### **1. Repayment of Loan**

As on August 31, 2017, with respect to the loan proposed to be repaid from Net Proceeds of the Issue, our Company had outstanding indebtedness (including interest accrued on unsecured loans) from concerned banks and corporates amounting to Rs. 1,985.40 lakhs as confirmed by the Statutory Auditor M/s M P Chitale & Co., Chartered Accountants vide Certificate dated September 15, 2017. We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness and improve our debt-equity ratio. We believe that reducing our indebtedness will result in enhanced equity base, reduce our financial costs, improve our profitability and improve our leverage capacity.

Following are the details of the loans we intend to repay from the issue proceeds

*(Rs. in Lakhs)*

Sr. No	Name of Lender	Amount Outstanding	Amount of loan proposed to be repaid from IPO Proceeds	Amount of Loan Outstanding after IPO
1.	Chartered Financial & Leasing Limited	300.00	300.00	Nil

Interest on the loans will be paid out of the internal accruals.

\*M/s M P Chitale & Co., Chartered Accountants have vide their certificate dated September 15, 2017 confirmed that Rs. 1,985.40 lakhs stands outstanding as loan in our books as on August 31, 2017. They have further confirmed that these loans were received through banking channels and were utilised towards business purpose.

We may repay the above loans, before we obtain proceeds from the Issue, through other means and source of financing, including bridge loan or other financial arrangements, which then will be repaid from the proceeds of the Issue.

## 2. Sales & Marketing

With the change in business strategy to products, our sales and marketing strategy will now be aligned towards SaaS based client acquisition process. This will have to be supplemented by 'feet on street' in key markets.

Our sales and marketing efforts will be directed at:

- Appointing experienced sales professionals in key markets to accelerate the sales outreach of our suite of products and partnerships.
- Spend on marketing, with a large emphasis on digital marketing, given the SaaS based offerings that we are rolling out. Our digital marketing initiative will include SEO based marketing, targeted email campaigns, content based marketing and more.

Product	Sales & Marketing approach	Cost heads	Estimated annual costs
iFile	Sponsorships of and participation in events by IOSCO, XII, WFX and institutions such like	Travel Marketing collateral Stand build up Sponsorship fees	Rs. 50.00 lakh
	Sales team	Salary	Rs. 50.00 lakh
Carbon	Sponsorships of and participation in events organised by AICPA, XII, XBRL USA, XBRL Europe, Investor association forums etc	Travel Marketing collateral Stand build up Sponsorship fees	Rs. 50.00 lakh
	Sales team	Salary	Rs. 50.00 lakh
	Digital spend	Advertising charges	Rs. 50.00 lakh
iDeal, iReport & other banking softwares	Sponsorships of and participation in events organised by IBA and other BFSI forums	Travel Marketing collateral Stand build up Sponsorship fees	Rs. 25.00 lakh
	Digital spend	Advertising charges	Rs. 25.00 lakh
DCP	Sponsorships of and participation in events by SIIA, WFIC and institutions such like	Travel Marketing collateral Stand build up Sponsorship fees	Rs. 50.00 lakh
	Sales team	Salary	Rs. 50.00 lakh

TOTAL			Rs. 400.00 lakh
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### 3. Capital expenditure on Product Development

We believe our technology capabilities represent our core competency and a key competitive advantage. The technology used in our solutions is typically developed in-house, giving us a distinct cost advantage in the global markets.

To maintain and advance our position in the market, we intend to continue to innovate and develop solutions with the latest technology for existing and upcoming platforms.

Our investments in products will include:

- Moving iFile to the cloud
- Enhancing the functionalities of CARBON to be able to leverage it across various geographies (the European Securities Markets opportunity which is coming up in 2020, the South Africa opportunity once the CIPC XBRL project goes live); and also to strengthen CARBON's value proposition in the markets where it is currently used.
- Building out the core GST product including the analytics suite, to make it useful for our corporate clients.
- Increase the depth and breadth of our proprietary content in the data analytics space, to get effective global coverage by the year 2020.
- Refurbish our existing digital data assets in the Indian markets, based on the evolving market requirements.

Product	Tasks	Expense heads	Estimated annual costs
iFile	Creating a cloud version	Salaries of 4 Software engineers, 1 Project manager, domain experts	Rs 50.00 lakhs
Carbon	Product enhancement, new versions for new taxonomies and geographies	Salaries of software engineers, project manager, domain experts	Rs 75.00 lakhs
iDeal, iReport & other banking softwares	Product maintenance, enhancement based on RBI roadmap	Salaries on software engineers, domain experts	Rs 25.00 lakhs
GST	Product enhancement, including analytics	Salaries on software engineers	Rs 50.00 lakhs
DCP	Data enhancement	Salaries of data analysts	Rs 200.00 lakhs
	Product build out	Salaries of software engineers and product managers	Rs 100.00 lakhs
TOTAL			Rs 500.00 lakhs

### 4. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance proceeds amounting Rs. 351.28 lakhs is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the

SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives
- brand building and strengthening of marketing activities; and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head —General Corporate Purposes and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

### 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 Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	35.00	70.00%	2.22%
Regulatory fees	5.00	10.00%	0.32%
Marketing and Other Expenses	10.00	20.00%	0.64%
<b>Total estimated Issue expenses</b>	<b>50.00</b>	<b>100.00%</b>	<b>3.18%</b>

*\*As on date of the Prospectus, our Company has incurred Rs. 10.00 Lakhs towards Issue Expenses out of internal accruals.*

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

*Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.01% on the Allotment Amount# or Rs.10/- whichever is less on the Applications wherein shares are allotted.*

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

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

### BRIDGE FINANCING

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

facility during this period to finance project requirements will be repaid from the Net Proceeds of the Issue.

#### **INTERIM USE OF FUNDS**

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

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

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

As the size of the Issue does not exceed Rs 10,000, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

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

#### **VARIATION IN OBJECTS**

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

#### **OTHER CONFIRMATIONS**

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

## BASIS FOR ISSUE PRICE

The Issue Price of Rs. 32/- 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. 32/- per Equity Share and is 3.2 times the face value. Investors should read the following basis with the sections titled “*Risk Factors*” and “*Financial Information as Restated*” and the chapter titled “*Our Business*” beginning on page nos. 17, 157 and 103 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### QUALITATIVE FACTORS

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

- Leading position in a highly attractive, growing industry
- Experienced Management Team and Qualified Pool of Employees
- Established long-term relationships with our clients
- Diverse and Strong Geographical Presence

For further details, refer to heading “Our Competitive Strengths” under the chapter titled “*Our Business*” beginning on page 103 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 2015, 2016 and 2017 prepared in accordance with Indian GAAP. For further details, refer to the section “Financial Statements” beginning on page 157 of this Prospectus. 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 on standalone restated financials

Year ended	EPS (Rs.)	Weight
March 31, 2015	2.44	1
March 31, 2016	-4.84	2
March 31, 2017	-6.52	3
<b>Weighted average</b>	<b>-4.46</b>	

#### Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20 on consolidated restated financials

Year ended	EPS (Rs.)	Weight
March 31, 2015	2.13	1
March 31, 2016	-5.44	2
March 31, 2017	-6.94	3
<b>Weighted average</b>	<b>-4.93</b>	

Note:-

- The face value of the Equity Shares is Rs.10
- The figures disclosed above are based on the Restated Financial Information of our Company

- Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs.32/- per Equity Share of Rs. 10 each fully paid up.**

Particulars	P/E Ratio (based on standalone restated financials)	P/E Ratio (based on consolidated restated financials)
P/E ratio based on Basic & Diluted EPS for FY 2016-17	N.A.*	N.A.*
P/E ratio based on Weighted Average Basic & Diluted EPS	N.A.*	N.A.*
<b>**Industry P/E</b>	N.A.	N.A.

\*As the EPS is in negative, P/E cannot be determined.

\*\*We believe that there are no listed Companies in India engaged in same business as ours.

3. **Return On Net worth (RONW)**

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

Year ended	RONW (based on standalone restated financials)	Weight
March 31, 2015	9.48%	1
March 31, 2016	-22.43%	2
March 31, 2017	-45.38%	3
<b>Weighted Average</b>	<b>-28.58%</b>	

Year ended	RONW (based on consolidated restated financials)	Weight
March 31, 2015	8.38%	1
March 31, 2016	-26.87%	2
March 31, 2017	-50.49%	3
<b>Weighted Average</b>	<b>-32.80%</b>	

**Note:** RONW is computed as Restated Net Profit after tax for the respective years divided by the net worth as at the end of the said years. Net worth has been computed as sum of share capital and reserves and surplus.

4. **Minimum Return on Increased Net Worth after the Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2017:**

Particulars	At Issue Price
<b>To maintain pre-Issue basic EPS</b>	
On standalone basis	N.A.*
On consolidated basis	N.A.*
<b>To maintain pre-Issue diluted EPS</b>	
On standalone basis	N.A.*
On consolidated basis	N.A.*

\* Not ascertainable due to loss.

5. **Net Asset Value (NAV)**

<b>Particulars(based on standalone restated financials)</b>	<b>Amount (in Rs.)</b>
Net Asset Value per Equity Share as of March 31, 2017 standalone financial statements	14.36
Net Asset Value per Equity Share after the Issue	19.03
Issue Price per equity share	32
<b>Particulars(based on consolidated restated financials)</b>	<b>Amount (in Rs.)</b>
Net Asset Value per Equity Share as of March 31, 2017 based on consolidated financial statements	13.76
Net Asset Value per Equity Share after the Issue	18.59
Issue Price per equity share	32

**Note:**

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year.
- NAV is calculated after adjusting for issuance of 1 bonus share for every 1 share held affected on September 13, 2017. For details, see the section “*Capital Structure*” on page 70 of this Prospectus.

6. **Comparison with other listed companies**

There are no listed companies in India that engage in a business similar to that of our Company. Hence, it is not possible to provide an industry comparison in relation to our Company.

7. **The Issue price is 3.2 times of the face value of the Equity Shares.**

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 17, 103, 158 and 157 of this Prospectus, respectively. The trading price of the Equity Shares could decline due to the factors mentioned in “Risk Factors” and you may lose all or part of your investments.



## STATEMENT OF POSSIBLE TAX BENEFIT

To,  
The Board of Directors,  
**IRIS Business Services Limited,**  
T-231, Tower 2, 3rd floor,  
International Infotech Park,  
Vashi, Navi, Mumbai 400703

Dear Sirs,

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

We hereby report that the enclosed annexure prepared by **to IRIS Business Services Limited**, states the possible special tax benefits available to IRIS Business Services Limited and its shareholders under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders and do not cover any general tax benefits available to the Company or its shareholders. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (“the Offer”) by the Company.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits, where applicable have been / would be met with.
- The revenue authorities/courts will concur with the views expressed herein.

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. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such

changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement and Annexure on any events subsequent to its issue, which may have a material effect on the discussions herein. Reliance on the statement and Annexure is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the Offer relying on the statement and Annexure.

This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees agreed for this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

**For M. P. Chitale & Co.,**  
Chartered Accountants  
Firm Registration No.101851W

**Viraj Londhe**  
Partner  
Membership No: 45761  
Date: September 16, 2017  
Place: Mumbai

## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

#### **Note:**

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

## SECTION IV- ABOUT THE COMPANY OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on pages 17 and 157 respectively of this Prospectus before deciding to invest in our Equity Shares.

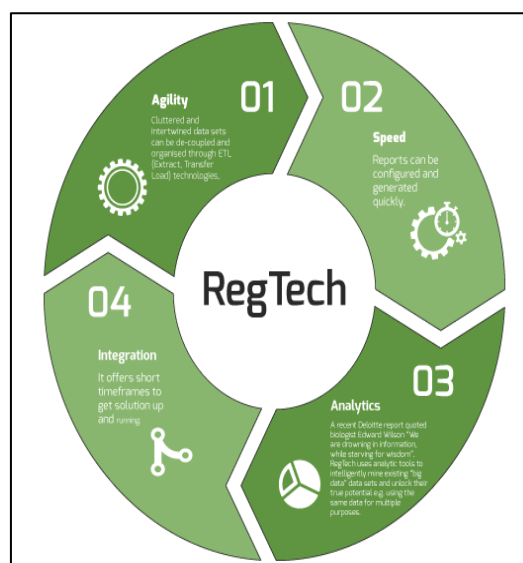
### OVERVIEW OF REGTECH INDUSTRY

“Regtech” is “the use of new technologies to solve regulatory and compliance requirements more effectively and efficiently.” Recent innovations in technology indicate that we are only at the early stages of a regtech market, with more development of new solutions in the near future.

The ambitious regulatory reform agenda implemented after the financial crisis has closed loopholes in the financial regulatory framework, but has also significantly increased compliance costs. Successful regtech companies would then be those that could help reduce compliance burden without yielding on the effectiveness of compliance and oversight regimes.

Much of the literature on Regtech focuses on the regulated ignoring the opportunities at the Regulator’s end which is really where the story begins. It is the desire of a regulator to leverage the emerging digital world by re architecting the disclosure framework that is the starting for any analysis of the Regtech opportunity.

(Source: *Regtech in Financial Services* - [www.iif.com](http://www.iif.com))



The following issues in compliance and regulatory reporting could benefit from the development of regtech solutions:

**Risk data aggregation** as required for capital and liquidity reporting, for RRP and for stress testing, implies the gathering and aggregation of high quality structured data from across the financial group. It is complicated by definitional issues and the use of incompatible and outdated IT systems.

**Modelling, scenario analysis and forecasting** as required for stress testing and risk management is increasingly complex and demanding in terms of computing power and labor and intellectual capacity, due to the vast array of risks, scenarios, variables and methodological diversity that needs to be included.

A bottleneck in **monitoring payments transactions** (particularly in real-time) is the low quality and great incompatibility of transaction metadata churned out by payments systems. This complicates automated interpretation of transactions metadata to recognize money laundering and terrorism financing.

**Identification of clients and legal persons**, as required by know-your-customer regulations, could become more efficient through the use of automated identification solutions such as fingerprint and iris scanning, block chain identity, etc.

**Monitoring a financial institution's internal culture and behavior**, and complying with customer protection processes, typically requires the analysis of qualitative information conveying the behavior of individuals, such as e-mails and spoken word. Automated interpretation of these sources would enable enormous leaps in efficiency, capacity, and speed of compliance.

**Trading in financial markets** requires participants to conduct a range of regulatory tasks such as margins calculation, choice of trading venue, choice of central counterparty, and assessing the impact of a transaction on their institution's exposures. Automating these tasks will ensure compliance and increase the speed and efficiency of trading.

**Identifying new regulations** applying to a financial institution, interpreting their implications and allocating the different compliance obligations to the responsible units across the organization is currently a labor-intensive and complex process, which could be enhanced through automated interpretation of regulations.

(Source: *Regtech in Financial Services* - [www.iif.com](http://www.iif.com))

## INDIA DEVELOPMENTS

### Government Initiatives

The government of Prime Minister Narendra Modi has announced a slew of policies for the creation of a Digital India. Between the ambitious GST initiative and the commitment to improving the ease of Doing Business, the conditions are ripe for a surge in the regtech opportunity. Infact, India ranks among the top five countries in terms of digitalisation maturity as per Accenture's Platform Readiness Index, and is expected to be among the top countries with the opportunity to grow and scale up digital platforms by 2020/1. As India becomes increasingly digital, the Regtech industry will go from strength to strength. Enough indications are available of this trend as the announcements by the Government of India in the Union Budget 2017-18 suggests. Thus for example,

- The Government of India has allocated Rs 10,000 crore (US\$ 1.5 billion) for BharatNet project under which it aims to provide high speed broadband to more than 150,000 gram panchayats by 2017-18. This will help lay the physical infrastructure for Regtech.
- Prime Minister of India, Mr Narendra Modi, has launched the Bharat Interface for Money (BHIM) app, an Aadhaar-based mobile payment application that will allow users to make digital payments without having to use a credit or debit card. The app has already reached the mark of 10 million downloads. The Government of India plans to revamp the United Payment Interface (UPI) and Unstructured Supplementary Service Data (USSD), to make it easier for consumers to transact digitally either with or without an Internet connection with the aim of strengthening its push towards making India a digital economy.
- Mr Ravi Shankar Prasad, Union Minister of Law & Justice and Information Technology, has launched a free Doordarshan DTH channel called DigiShala, which will help people understand the use of unified payments interface (UPI), USSD, aadhaar-enabled payments system, electronic wallets, debit and credit cards, thereby promoting various modes of digital payments.
- The Government of Telangana has signed an agreement with network solutions giant Cisco Systems Incorporation, to cooperate on a host of technology initiatives, including Smart Cities, Internet of Things, cybersecurity, education digitisation of monuments. This shows how things are moving even at the state level.
- Government of India is planning to develop five incubation centres for IoT start-ups, as a part of Prime Minister Mr Narendra Modi's Digital India and Startup India campaign, with at least two centres to be set up in rural areas to develop solutions for smart agriculture. Some of this should lead to increasing competition in the Reg tech space.
- The Government of India has launched the Digital India program to provide several government services to the people using IT and to integrate the government departments and the people of India. The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could

help boost India's Gross Domestic Product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025@.@.

- India and the US have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 16.58 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.

### **Investments/ Developments**

Recent developments in the Indian IT landscape point to an upsurge in cloud acceptance even as other initiatives point to the explosion in data availability and usage.

- Google plans to set up its first data centre in India in the city of Mumbai by 2017, to improve its services to local customers wanting to host their applications on the internet, and to compete effectively with the likes of Amazon and Microsoft,
- Intel Corporation plans to invest in Digital India related solutions such as India stack, Unique Identification (UID), e-government 2.0 and other government initiatives, and scale up operations of its data centre group (DCG), as per Mr Prakash Mallya, Director DCG, Asia for Intel Corporation.
- Reliance Industries Ltd (RIL) plans to set up entrepreneurship hubs in key cities and towns, and a Rs 5,000 crore (US\$ 748 million) fund, under the name of Jio Digital India Startup Fund, to invest in technology based startups.
- Nasscom Foundation, a non-profit organisation which is a part of Nasscom, has partnered with SAP India to establish 25 National Digital Literacy Mission (NDLM) centres in 12 cities across India, as a part of Government of India's Digital India initiative.

(Source: India Brand Equity Foundation [www.ibef.org](http://www.ibef.org))

## **THE EVOLUTION OF REGTECH MARKET**

The story of Regtech has to do with the how disclosure systems have evolved around the world over the years. The evolution of reporting systems in the capital markets is a case in point.

In the old days, when a company got listed on a stock exchange and had to file their results in compliance with the provisions of the listing agreement, they would turn to the typewriter and the postman. They would hammer out their announcements on a typewriter and send the typed sheets of paper to stock exchanges by post or have the documents delivered by hand. Even in this 21st century, that is the situation that continues to prevail in many countries. At best, the typewriter may have given way to the personal computer but the mode of delivery is still the same.

With the arrival of the facsimile machine or the fax as we call it, smaller documents would be faxed to the regulator while larger documents were still hand delivered. This ensured a slightly faster method of dissemination of time critical information.

Finally came the internet and with it the email which opened up a world of possibilities. Also, by now, personal computers too were everywhere computing power too had increased. Disclosures could now be made by e mail, and mails could be sent with documents as attachments. Delivery would be immediate

Even though the Securities Exchange Commission of the USA launched their electronic disclosure platform as far back as in 1984 even if only on a pilot basis, they woke up to its full range of possibilities only in the 1990s after the internet was born. And as internet technology evolved, regulators like the SEC woke up to a myriad of possibilities.

And then came XML. If the internet changed everything, the adoption of XML was truly transformational and even epoch making. Until now, recipients were receiving documents from which they still had to extract data. But with XML they would no longer have to be prisoners of document formats as they had been for far too long when what they really were after was the data or the

information in the document. That is when began the move from the world of documents to a world of data. Also with improved technologies for encryption, data could travel more securely than ever before. It was suddenly possible for regulators to review filings and disseminate it to the market almost as soon as they received it.

That is how the focus shifted from document types to data standards and reporting formats. Data was finally getting all the attention that it should have been getting all along. Research into data standards accelerated, often in partnership with regulators. XBRL<sup>4</sup>, MDDL<sup>5</sup>, JSON<sup>6</sup>, all became part of the lexicon of regulators. Some standards would fall by the way side, as better, more robust standards emerged. The Regtech Industry found its mojo. The Regtech industry was all set to emerge from the shadow of the Fintech industry.

Much of the momentum for Regtech is also coming from the move towards data harmonization with greater attention being paid to data definition. It is not just the governments that are struggling, even financial institutions are handicapped by the lack an integrated data dictionary and taxonomy, such as required by the Basel Committee's "Principles for effective risk data aggregation and risk reporting". However, global regulatory frameworks and financial infrastructures such as wholesale payments systems also differ widely in the definitions they apply to financial concepts and data. The financial industry and regulators across the globe are now intensifying efforts to standardize data and data sharing vehicles (such as through the LEI/UPI/UTI) and appropriately defined regulatory concepts.

At the same time, with the move towards greater digitisation, regulators are waking up to the fact that they may be using outdated technology which is error prone thereby creating inefficiencies and leading to poor oversight.

The regtech market is still in its infancy, with no dominant player. Success in Regtech is predicated upon collaboration between unlikely partners: regulators and regulatory experts, technology and software developers, and entrepreneurs willing to invest. A coordinated effort or platform bringing together experts would enhance the entire community. Regtech development is especially reliant on knowledge sharing between regulators, regtech ventures and financial institutions.

*(Source: Regtech in Financial Services: Technology solutions for Compliance and Reporting - [www.iif.com](http://www.iif.com))*

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 16 of this Prospectus, 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.*

*The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 17 and 157, respectively.*

### OVERVIEW

Incorporated in 2000, our Company, IRIS Business Services Limited is a global provider of software products for compliance, data and analytics. We have developed a name for ourselves in the global RegTech Industry with a range of products that straddle the length of the information supply chain.

We cater to Regulators including Central Banks, Business Registries, Capital Market Regulators and Stock Exchanges. We also provide solutions to the regulated, including Corporates, Banks, Mutual Funds. We are operating in the domestic as well as overseas markets.

Our Company was founded by Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan and Ms. Deepta Rangarajan in the year 2000. Initially we focused on providing XBRL (eXtensible Business Reporting Language – an XML based information standard) related services and consultancy to our domestic and overseas clients. We changed our business model from a services provision model to a product based model in the year 2015, we also ventured beyond XBRL into other information standards such as JSON etc, which for example, is used by for GST filings in India.

Our business is made up of three segments which we call Collect, Create and Consume. Most of our revenues today come from three products: iFile, the flagship product of the “Collect” division deployed to help regulators collect data from those that they regulate; iDeal and Carbon, the two main products of the “Create” Division, used by banks and enterprises respectively to generate ready to file submissions to regulators.

We have recently launched a filing platform IRISGST to help businesses comply with the GST regime. Under development is a data repository which we call DCP, off which, products of the —Consumel segment of our firm will be built.

The company headquartered in Mumbai, India with subsidiaries in United States, Singapore and Italy.

We are active in the global XBRL community. We have over eighteen years of experience in the financial information management space, providing customized technology solutions for data and content management, for the dissemination of information to investors and stock exchanges, and for effective content management to institutional clients. Over the last ten years, the company has been very closely involved in the XBRL space, in taxonomy creation, software solutions and in the conversion of structured and unstructured data into XBRL for regulatory filing across the world. IRIS has multidisciplinary skills, taxonomy experts, software engineers, business analysts, accountants and data scientists have come together to provide a complete range of products and services across the length of the information supply chain.

### Our Competitive Strengths



*Leading position in a highly attractive, growing industry*

We are well positioned to benefit from the anticipated growth of the regulatory technology due to our product knowledge, market expertise, geographic reach as well as our differentiated value-added service offerings. We continue to focus on increasing our market share through organic growth, marketing alliances by partnering for our products

<b>Product</b>	<b>Partners</b>	<b>Country</b>
iFile	Business Online	Thailand
	CrimsonLogic Pte Limited	Singapore
	Deloitte Touche Tohmatsu	India, Singapore, South Africa, Thailand, UAE
	Ernst and Young	Russia, Saudi Arabia, Kuwait
	ERS	Europe
	FAPCO	Kuwait
	L & T Infotech	Cayman Islands
	Formis	Malaysia
	MNS	Mauritius
	Tech Mahindra	Mauritius
Re-aktiv	Macedonia	
eDefter	FIT Technologies	Turkey
iDeal	Fintellix, Nelito	India, Mauritius
IRIS Carbon	AFPI	USA

*Experienced Management Team and Qualified Pool of Employees*

We are led by a dedicated senior management team with several years of industry experience. We believe our senior management team is able to leverage our market position and their collective experience and knowledge in the compliance space, to execute our business strategies and drive our future growth. Our Promoters, Mr. Swaminathan Subramaniam, Ms. Deepta Rangarajan and Mr. Balachandran Krishnan, were pioneers in the XBRL based compliance reporting space and devised our company's market strategy and business model. Together, they have more than six decades of collective experience in the industry in which we operate. In addition, we believe the strength and entrepreneurial vision of our promoters and senior management has been instrumental in driving our growth and implementing our strategies. In addition, we have an experienced and qualified team of employees. We believe our position as a Global Regtech company represents a significant competitive advantage in attracting and retaining high-quality talent. Our personnel policies are also aimed towards recruiting qualified and talented individuals, facilitating their integration into our company, providing a conducive work environment, and promoting the development of their skills, including through in-house and external training programs. For details, see "Our Management" on page 131.

*Established long-term relationships with our clients*

Long term Client relationships provides the foundation for our business. Our client list includes regulators like central banks, securities commissions and stock exchanges, business registries, as well as enterprises, banks, mutual funds and financial institutions. Our track record of delivering our suite of solutions backed by demonstrable industry and technology expertise, and sensitivity to our clients' feedback, has helped us forge strong relationships with our major clients. We have a history of high client retention and derive a significant proportion of our revenues from repeat business (defined as repeat business generated in the preceding Financial Year) built on our successful execution of prior engagements. In the Financial Years 2017, 2016 and 2015 we generated 64.00%, 84.00% and 53.00%, respectively, of our revenue from continuing operations from existing clients. In order to improve client retention, we carry out regular surveys, which is important for us to ensure a high level of client satisfaction through continuous feedback.

### *Diverse and Strong Geographical Presence*

Our company has served several reputed national and multinational corporates and has also managed to satisfactorily provide its service and products to Central & State Governments. Our end customer includes central banks, securities commissions, stock exchanges, business registries, etc. With our main office in India and subsidiaries in the USA, Singapore and Italy our company has been able to provide serve a global market covering several countries including Mauritius, South Africa, United States of America, United Kingdom, Singapore, Nepal, Singapore, Kuwait, Macedonia, UAE, etc.

### **Our Growth Strategy**

We strive to change the way businesses collect, manage, report and analyze critical business data. Key elements of our growth strategy include:

#### *Pursue New Customers.*

Our primary growth strategy is to sell the iFile platform to regulators making their first foray into digital reporting. On the filing side, our first solution was focused on regulatory reporting and enabled customers to automate and improve their regulatory filing process. We continue to attract regulators whose interest in our compliance reporting solutions allows us an opportunity to leverage the brand equity so gained to attract new customers. In 2016, we launched our Carbon platform, under which we have expanded our offerings to four geographies. In 2017, we entered the GST space and have been successful in acquiring an initial set of marquee customers. The European Securities Markets Authority is bringing in an XBRL based reporting mandate for all European companies in 2020. Accordingly, we plan to increase our sales presence in Europe.

We have customers in multiple end markets, and we intend to pursue new customers in existing markets, and also to seek attractive new markets.

#### *Generate Growth from Existing Customers*

The growth drivers for our solution are similar in other parts of the world, including the need to reduce errors and risk, improve efficiency and respond to increasing regulatory requirements. In India, we have developed irisgst which helps our existing corporate clients for our XBRL solutions fulfill the filing requirements under GST Regime. Existing clients in the regulatory space, such as Reserve Bank of India and MCI Saudi Arabia have given us additional work related to enhancements or new reporting mandates.

#### *Extend Our Suite of Solutions.*

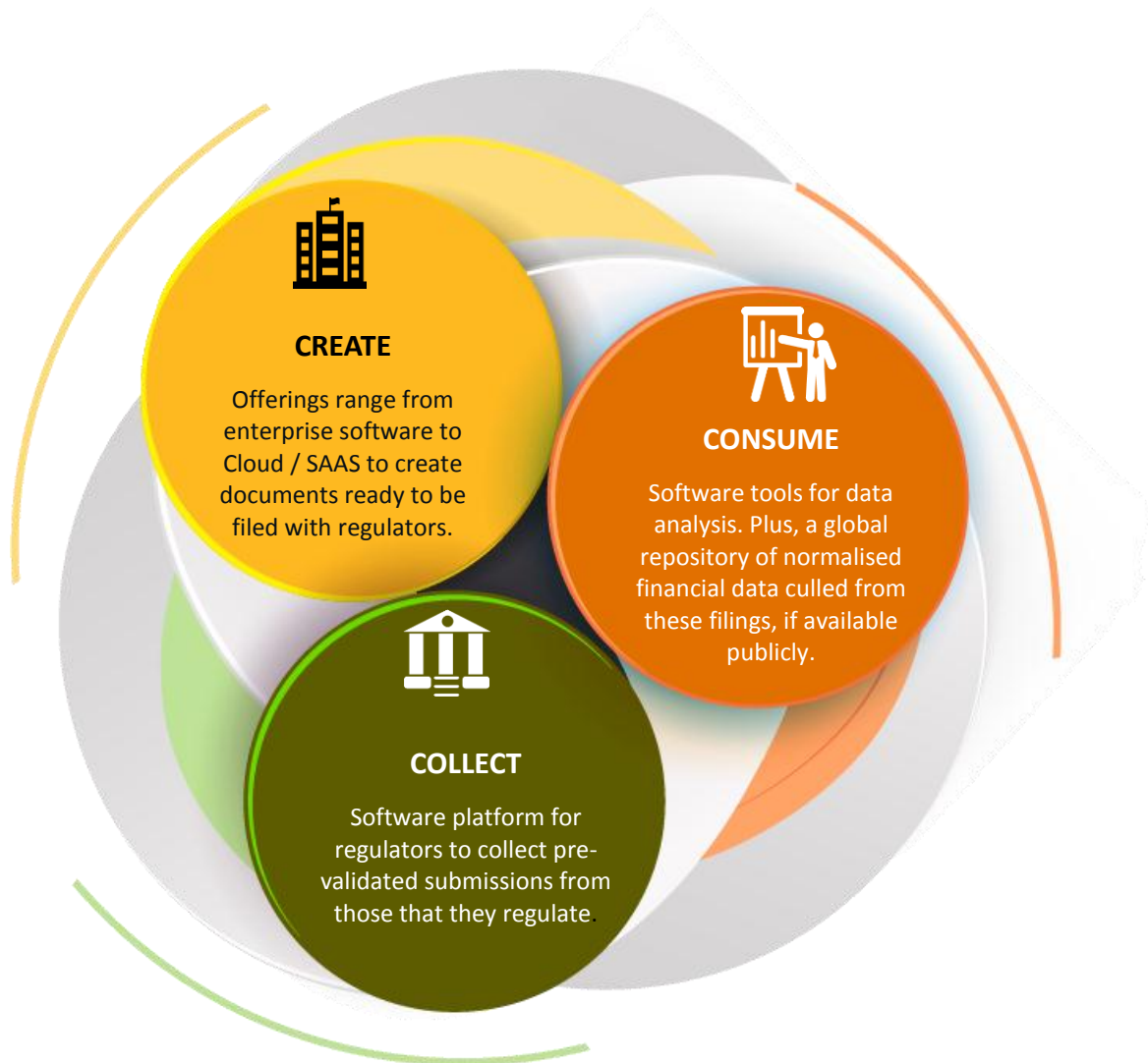
We intend to introduce new solutions to continue to meet growing demand for the creation, presentation and analysis of critical business data. Our close and trusted relationships with our current customers are a source of new use cases, features and solutions for our solution roadmap. We have a disciplined process for tracking, developing and releasing new solutions that are designed to have immediate, broad applicability, a strong value proposition and a high return on investment for both our Company and our customers. Our solution strategy and advance planning groups assess customer needs and conduct industry-based research, market and domain analysis and prototype development. This process involves our sales and product marketing, customer success, consulting, research and development, finance and senior management teams.

#### *Develop New Data Solutions.*

With our depth of experience working with a range of business and financial data across regulators as well as enterprises in several countries around the world, we see opportunities in data driven analytics solutions for both the segments.

## PRODUCTS

Our products meet the needs of regulators to collect and of the regulated to create data for submission to regulators. It also meets the paramount objective of analysis of data so created and submitted.

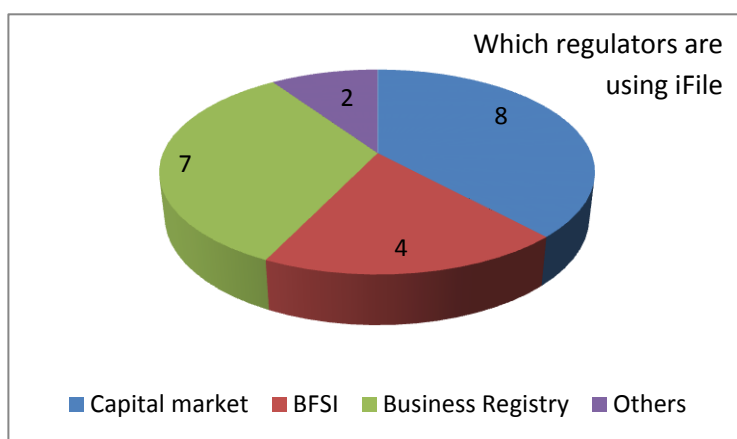
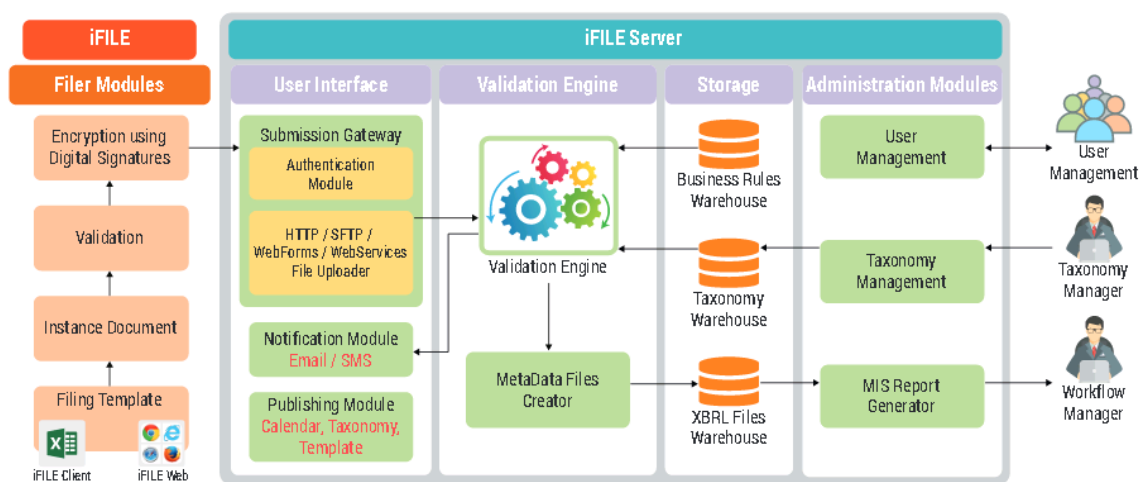


## COLLECT

iFile is the flagship product of this segment. It is a software platform which helps regulators with the collection of pre validated data. We count among our clients, BFSI regulators, capital market regulators and business registries.

### IRIS iFILE – An Electronic Filing Solution

IRIS iFILE is an end to end electronic filing framework comprising several modular components; file allows easy management of all the stages of the disclosure management lifecycle. The framework can be customized for various reporting environment and uses the XBRL information standard and other similar formats to enable data collection and its validation. The offering is divided into Filer and regulator modules. The filer modules allow filers to create documents for submission to a regulator. The regulator modules consist of several applications that allow the regulator to accept, validate and store instance documents. It also allows the regulator to manage and publish the taxonomy, filings, filing calendar among others.



IRIS iFILE has been used by a cross section of regulators including those with oversight of Capital Markets, Banking and Stock Exchanges. Over the years, iFile has found takers in over 20 regulators in some 15 countries. Among them are Bombay Stock Exchange & National Stock Exchange, SEBI, the Emirates Securities and Commodities

Authority (UAE), the Government of Macedonia, the Accounting and Corporate Regulatory Authority (Singapore), The Tadawul Stock Exchange (Kingdom of Saudi Arabia), Department of Business Development (Thailand), Qatar Financial Centre Regulatory Authority, Saudi Organization for Certified Public Accountants (SOCPA) and Companies Division, Mauritius.

## **Taxonomy consulting**

The first activity of an regulator seeking to move to an XBRL based digital reporting framework is the development of a taxonomy. IRIS's Taxonomy Design and Management methodology provides regulators with a structured approach to create and manage taxonomies. This methodology has been successfully leveraged to develop and deploy taxonomies in all the countries where iFile has been deployed and more. IRIS' experienced, interdisciplinary team of consultants has created a number of key reporting taxonomies across different reporting domains. Our XBRL taxonomy experts have worked on and have an understanding of prudential reporting for banking and insurance, business registrar requirements, IFRS taxonomies, US-GAAP based reporting, Data Point Modeling based taxonomies, Islamic reporting requirements and non-financial taxonomies like Global Reporting Initiative and Corporate Actions. Our credentials in this area are well recognized and our consultants today help to drive the XBRL standard itself as part of the global XBRL community.



## **COMPETITION**

Our biggest hurdle has not been competition as much as lack of awareness on the part of a potential customer. Knowledge about XBRL is still not as common. In countries where they have taken a step towards a digital reporting framework, the competition we are often up against are Core Filing of the UK, Invoce of France and Fujitsu of Japan.

## **CREATE**

A logical extension of the “Collect” segment of our business is what we call “Create” which offers software to help the regulated entities create data for submission to regulators. Clients include banks, mutual funds and corporates. Differences between regulatory environments across countries and amongst regulators within a country necessitate differentiated products.

### **IRIS CARBON™**

IRIS CARBON is a cloud-based, collaborative filing platform that addresses reporting needs of an enterprise. IRIS CARBON™ is built with XBRL experience – over 7 years with the US SEC and 10 years globally – and prior experience of building enterprise and industrial grade XBRL products. IRIS CARBON™ simplifies reporting, while ensuring increased productivity and efficient collaboration across the organization.

End User:

IRIS CARBON is used across various corporates for filing of various reports with regulators. It is presently being used by businesses in USA, England, Ireland and Italy.

### **IRIS iDEAL**

IRIS iDEAL is a comprehensive XBRL reporting solution and acts as a bridge between the organization's internal data systems and the regulator's filing platform to enable easy conversion of data from existing systems into an XBRL format for submission to regulators. Reporting entities which have high frequency and high volume of data reporting need automated reporting solutions. With just a one-time mapping of internal data to the required taxonomies, XBRL document creation can be automatically scheduled at desired frequencies through IRIS iDEAL. IRIS partners with system integrators (SI) to create a Central Data Repository (CDR), which acts as the intermediate data layer between an institution's source systems and IRIS iDEAL.

#### End User

iDEAL is being used by a large number banks and mutual funds in India and Mauritius, it is also finding acceptance in South East Asia and Africa.

iDeal has also provided the foundation for other products to enable filing to regulators as far removed as the tax authorities in Turkey and the Financial Intelligence Unit in India.

#### Irisgst

irisgst is an integrated cloud based solution aimed at assisting large and small enterprises with their GST filings. Combining both the ASP (Application Service Provider) and GSP (GST Suvidha Provider) modules, irisgst provides a seamless experience to end clients, and the vision of the platform includes an overlay of powerful analytics.

#### End User

The GST mandate encompasses all enterprises in India with a turnover of above Rs 20 lakhs per annum. While large companies with multiple tax payer entities within their legal entity highly value an automated process and centralized GST filing platform, SMEs look for an easy to use tool at the right price point. Irisgst targets both in a phased fashion.

### **COMPETITION**

Competition for providing tools to create ready to file documents is intense. In India for example, there are at least 33 other firms seeking to provide software for GST filing, while there are 25 other software vendors with tools for MCA filing. A similar situation obtains in most other countries where the market looks equally crowded with local players.

### **CONSUME**

The Data Consumption Platform (DCP), our Data-as-a-Service or DaaS offering, is a repository of structured data culled from XBRL filings submitted by companies to securities markets regulators and company registries. The data has been normalized to facilitate meaningful comparison of corporate performance across markets, industries and geographies. We have leveraged our experience of working with structured data to build several applications for efficient consumption, analysis and dissemination of information. Some of these include:

- ✓ iConnect – an MS Excel plugin for easy analysis
- ✓ Cleandata.com – a web portal for data and analysis and
- ✓ Writeclick – a story engine that creates automated content .

While the repository and the tools associated with it are under development, the company's financial portal, myiris.com is a well known one.

### **Infrastructure facilities**

Our office is at Vashi, Navi Mumbai and is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities like fire safety equipment, which are required for our business operations.

### **Power facilities**

We avail electricity supply from Maharashtra State Electricity Distribution Company Limited adequate to meet our requirements.

### **Water facilities**

Adequate arrangements with respect to water requirements for drinking are made through society facilities.

### **COLLABORATIONS**

As on date of this Prospectus, our Company has not entered into any technical or financial collaboration agreements.

### **EXPORT AND EXPORT OBLIGATIONS**

Our Company does not have any export obligation as on the date of this Prospectus.

### **HUMAN RESOURCE**

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

As on March 31, 2017 our Company has 298 employees, Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled employees and resources together with our dedicated management team have enabled us to successfully implement our growth plans.

We do not hire based on gender, we hire based on suitability for the task on hand. By taking this approach, we have had years when more than half of our staff has been women, today it is about 30%. In general, our percentage of women employees has varied between 25 % to 50 %. In fact, at one point in time, a large proportion of the leadership positions at IRIS were occupied by women.

We provide flexibility to our employees by not having a clock punching culture. It does not matter whether people come into work or not so long as the work gets done.

Given the enormous flexibility that we offer all employees irrespective of gender, people can work at their own pace and in their own space, subject of course to demands placed by a customer.

We have a very young team, the average age is under 30. We are lite on rigid policies, and instead have consciously tried to create an informal and open work culture, and an environment where people feel comfortable approaching anyone in the firm, the founders included. We work with a belief that employees deliver more by being engaged than by being forced to adhere to a rigid discipline. Every employee is a valuable stake holder in the IRIS journey. Our team of 298 people includes finance and accounting domain specialists, data scientists, XBRL experts, software engineering and product and project management resources, sales and marketing, customer support as well as the support functions of finance, HR and admin.

## MARKETING STRATEGY

The effectiveness of the marketing and sales network is critical to the success of our Company. With the change in business strategy, our sales and marketing strategy will also be aligned towards SaaS based client acquisition process. At the same time, high value sales in Collect business will continue to require high touch point with regulatory clients.

Our sales and marketing efforts will be directed at:

- Appointing experienced professionals in key markets to accelerate the sales outreach of our suite of products and partnerships.
- Alliance development through partners such as software companies, system integrators and consulting firms (including the Big 4) to step up our outreach across geographies.
- A strong digital marketing push. Especially in the Create division, we see digital marketing as a key component in rapid customer acquisition.
- For large regulatory clients, direct sales outreach and meetings will continue to form a critical part of the customer acquisition strategy. For instance, we have been a regular exhibitor at events of the International Organization of Securities Commissions (IOSCO) starting from the day an IOSCO event was held in Mumbai in 2007. Being present at such events helps build a significant brand recall among the securities markets regulators and also among the stock exchanges who participate at these events.

## INSURANCE

We maintain insurance policies in respect of our business, computers and other machines, burglary and robbery, money insurance, electronic equipment cover and directors and officer's liability. We believe our insurance coverage is sufficed for our business operations. Brief details of Insurance policies are as below:

Sr. No.	Insurer	Insured Address	Expiry	Description
1	Bajaj Allianz General Insurance Company Ltd	T-231, Tower 2,3rd Floor ,International Infotech Park, PO Area- Vashi -VII, Navi Mumbai-400703	September 30, 2017	Building ,Plant & Machinery, office Equipment, Furniture & Fixtures, Burglary & Robbery Cover, Money Insurance Cover, Electronic Equipment cover
2			October 30, 2017	Directors & Officers Liability



## INTELLECTUAL PROPERTY

Our Company has following Trademarks filed with the Registrar of Trademarks as below:

Sr. No.	Trade Mark Name	Trade Mark Type	Trade Mark Number	Class	Current Status	Date of Renewal
1.	E Passbook	Label	1621855	9	Registered. Due for renewal	18.11.2017
2.	Ifile Enabling E-Filing	Label	1629693	9	Registered. Due for renewal	10.12.2017
3.	Iservices (Device of Arrow)	Label	1629694	9	Registered. Due for renewal	10.12.2017
4.	M3 My Money Manager	Label	1619561	9	Registered. Due for renewal	07.11.2017
5.	MY Iris Plus	Label	1629691	9	Registered. Due for renewal	10.12.2017
6.	Me My Iris Plus	Label	1621856	9	Registered. Due for renewal	18.11.2017
7.	Fin	Label	1629692	9	Registered. Due for renewal	10.12.2017
8.	IRIS Portfolio Pulse	Label	1950611	9	Registered.	14.04.2020
9.	MYIRIS	Label	2431439	9	Registered.	21.11.2022
10.	myiris	Word	2431440	16	Registered.	21.11.2022
11.	Eximfo	Word	3489914	9	Registered.	21.02.2027

Sr. No.	Trade Mark Name	Trade Mark Type	Applicati on Number	Class	Current Status	Date of Application
1.	iDeal	Word	2512067	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
2.	iDeal	Word	2512068	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
3.	IRIS iDeal	Word	2512069	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
4.	IRIS iDeal	Word	2512070	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
5.	IRIS iDeal	Label	2512071	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013

6.	IRIS iDeal	Label	2512072	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
7.	IRIS Proton	Label	2512073	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
8.	IRIS Proton	Label	2512074	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
9.	IRIS Proton	Word	2512075	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
10.	IRIS Proton	Word	2512076	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
11.	Proton	Word	2512077	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
12.	Proton	Word	2512078	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
13.	IRIS	Word	2512088	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
14.	IRIS	Word	2512089	16	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
15.	IRIS	Word	2512090	35	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
16.	IRIS	Word	2512091	36	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
17.	IRIS	Word	2512092	41	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
18.	IRIS	Word	<u>2512093</u>	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
19.	IRIS Carbon	Device	2893696	42	Advertised before acceptance.	06.02.2015
20.	Carbon	Word	2893697	42	Advertised before acceptance.	06.02.2015

21.	IRIS Carbon	Word	2893698	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	06.02.2015
22.	IRIS Carbon	Word	2893699	9	Advertised before acceptance.	06.02.2015
23.	Carbon	Word	2893700	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	06.02.2015
24.	IRIS Carbon	Device	2893701	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	06.02.2015
25.	Eximfo	Word	3489913	42	Reply to Examination Report and TM-M e-filed on 17.08.2017 (for amendment of description of services). Request for amendment is Pending for processing.	22.02.2017

## PROPERTY

### LAND AND PROPERTY

#### I. Land and Properties taken on Leave and License by the Company.

Sr No	Location of the Property	Document Date	Licensor/Lessor	Period
1	B-202, Tower 1, International Infotech Park, Vashi, Navi Mumbai - 400705	May 4, 2013	Nimesh Patel	60 months from May 1, 2013 to April 30, 2018

#### II. Land and Properties taken on Lease by the Company.

Sr No	Location of the Property	Document Date	Licensor/Lessor	Period	Use
1	Infotech Park, Sector 30, Vashi, Navi Mumbai, Maharashtra 400703	September 24, 2012	CIDCO	55 years from September 24, 2012	Registered Office

## **KEY INDUSTRIES REGULATION AND POLICIES**

The following description is a summary of the relevant regulations and policies as prescribed by the Central / State Governments that are applicable to the Company in India. The 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 the investors and are neither designed nor intended to be a substitute for professional legal advice.

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India that are applicable to the Company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

The Company is bound by several legislations applicable to it. Some of the key regulations applicable to the Company are summarized hereunder:

### **INDUSTRY SPECIFIC REGULATIONS**

#### **Information Technology Act, 2000 (“the IT Act”)**

The IT Act was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cybercrimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The IT Act regulates information technology i.e. it governs information storage, processing and communication. The IT Act provides legal recognition of electronic records and electronic signatures, their use, retention, attribution and security. Penalties are provided for cybercrimes which include tampering with computer source document and electronic publishing of obscene information, in addition to provision of compensation in certain cases.

#### **Software Technology Parks of India Scheme (“STPI Scheme”)**

The STPI Scheme was introduced by the Government with the objective of encouraging, promoting and boosting the software exports from India. The STPI Scheme, which is a 100% export oriented scheme, provides benefits such as data communication facilities, operational space, common amenities, single window clearances and approvals including project approvals, import certification and other facilities to boost software exports from India.

In order to avail the benefits as envisaged by the Government, a company is required to register itself with the appropriate authorities. The principal compliance required of a company accorded approval under the STPI Scheme is the fulfillment of the export obligation. The letters of permission may contain other conditions. Additionally, the unit is required to file monthly, quarterly and annual returns to STPI in the nature of a performance report indicating the export performance.

#### **Maharashtra’s Information Technology / Information Technology Enabled Services Policy (IT / ITES) - 2015 (“IT/ITES Policy”)**

The Maharashtra IT/ITES Policy 2015 sets out major drivers that will enable growth of the sector across the State. Salient features of the policy have been enumerated below:

- a. To retain Maharashtra's leadership position in IT/ITES Sector within the country.
- b. To further accelerate investment flow to industrially underdeveloped regions of the state.
- c. To create more employment opportunities for educated youths of all sections of the society across all regions.
- d. Achieving higher level of export turnover resulting in enhanced productivity and augmentation of Gross State Domestic Product (GSDP).
- e. Leveraging information technology as a tool for the socio- economic development of the State.

### **The Maharashtra Shops and Establishments Act, 1948**

The Company has its registered office at T-231, 3<sup>rd</sup> Floor, International Infotech Park, Vashi Station Complex, Navi Mumbai, Maharashtra – 400703. Accordingly, the provisions of the Maharashtra Shops and Establishments Act, 1948 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments Act, 1948 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

## **INTELLECTUAL PROPERTY LAW**

### **The Trade Marks Act, 1999 (“Trademarks Act”)**

The Trade Marks Act governs the law pertaining to trade marks in India. A trade mark is essentially any mark capable of being represented graphically and distinguishing goods or services of one person from those of others and includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours or combination thereof. In India, trademarks enjoy protection under both statutory and common law. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks can also be registered under the Trademarks Act. The Registrar of Trademarks is the authority responsible for registration of the trademarks, settling opposition proceedings and rectification of the register of trademarks.

Once a mark is registered, it is valid in India only, for a period of 10 years and can be renewed from time to time in perpetuity. Registration of a trademark grants the owner a right to exclusively use the trademark as a mark of goods and services and prevents the fraudulent use of deceptively similar marks by any third party.

### **The Copyright Act, 1957 ("Copyright Act")**

The Copyright Act protects original literary, dramatic, musical and artistic works, cinematographic films and sound recordings from unauthorized use of such works. Unlike the case with patents, copyright protects the expressions and not the ideas. There is no copyright in an idea. The object of copyright law is to encourage authors, artists and composers to create original works by rewarding them with exclusive right for a fixed period to reproduce the works for commercial exploitation. Copyrights subsist in following class of works: a) Original literary, musical, dramatic and artistic works b) Cinematograph films c) Sound recordings. Under the copyright law the creator of the

original expression in a work is its author who is vested with a set of exclusive rights with respect to the use and exploitation of the work. The author is also the owner of the copyright, unless there is a written agreement by which the author assigns the copyright to another person or entity, such as a publisher, where work is done under a 'work for hire' agreement, the copyright vests with the hirer, i.e., the person providing the work. The owner of copyright in a work can assign or license his copyright to any person, such as publisher, under a written agreement. Copyright subsists in a work since the time it comes into being. Therefore, registration of copyright neither creates any rights nor precludes enforcement of the existing ones. However, owing to its evidentiary value, a registered copyright is easier to establish in the court of law. The term of copyright varies across different types of works. Therefore, except as specifically provided in the Copyright Act, a copyright shall subsist in any literary, dramatic, musical or artistic work (other than a photograph) published within the lifetime of the author until 60 (sixty) years from the beginning of the calendar year next following the year in which the author dies.

## **EMPLOYMENT AND LABOUR LAWS**

### **Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952**

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

### **Employees Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Employees' Pension Scheme, 1995**

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

### **Employees' State Insurance Act, 1948 (the "ESI Act")**

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year covered to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

### **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

### **Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

### **Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the



Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **Equal Remuneration Act, 1979**

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against Female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

### **The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

## **TAX RELATED LEGISLATIONS**

### **Goods and Service Tax**

Goods and Services Tax (GST) is an indirect tax which was introduced in India on 1 July 2017 and was applicable throughout India which replaced multiple cascading taxes levied by the central and state governments such as central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and Octroi, other levies which were applicable on inter-state transportation of goods. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122<sup>nd</sup> Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India adopted a dual GST model, meaning that taxation is administered by both the Central and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the State governments. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax, therefore, taxes are paid to the state where the goods or services are consumed not the state in which they were produced.

### **Central Goods and Service Tax 2017("CGST Act")**

CGST Act provides for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto.

### **Integrated Goods and Service Tax 2017 ("IGST Act")**

IGST Act provides for levy and collection of tax on inter-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto.

#### **The Central Excise Act, 1944**

The Central Excise Act, 1944 (“Central Excise Act”) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

#### **The Central Sales Tax Act, 1956 (“CST Act”)**

The Central Sales tax is levied on the sale of moveable goods within India in the course of inter-state trade or commerce and is governed by the provisions of the CST Act. If the goods move between States pursuant to a sale arrangement, then the taxability of such sale is determined by the CST. On the other hand, the taxability of a sale of movable goods within the jurisdiction of the State is determined as per the local sales tax/Value Added Tax legislation in place within such State.

#### **Value Added Tax (“VAT”)**

Value Added tax is a system of multi-point levies 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 a 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 the Sales Tax Officer of the respective State.

As the registered office of the Company is in Maharashtra, the following are applicable to the Company:

- Maharashtra Value Added Tax Act, 2002,
- Maharashtra Value Added Tax Rules, 2005.

#### **Income-tax Act, 1961 (“IT Act”)**

The Income-tax Act, 1961 is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder 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. Every such Company is also required to file its returns by September 30 of each assessment year.

#### **Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **Maharashtra State Tax on Professional, Trades and Callings and Employment Act, 1975 ("Professional Tax Act")**

The Professional Tax Act aims to provide for the levy and collection of a tax on professions for the benefit of the State. The tax payable under the Professional Tax Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person, before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not, when the salary or wage is paid to such person, be liable to pay tax on behalf of all such persons. The Professional Tax Act inter-alia requires every employer liable to pay tax under the Professional Tax Act to obtain a certificate of registration from the prescribed authority. The Professional Tax Act also inter-alia requires every person liable to pay tax under the Professional Tax Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), to obtain a certificate of enrolment from the prescribed authority.

### **OTHER REGULATIONS**

#### **Transfer of Property Act, 1882 ("T.P. Act")**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and

registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **The Indian Stamp Act, 1899 (“Stamp Act”)**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain States in India have enacted their own legislation in relation to stamp duty while the other States have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

### **Maharashtra Stamp Act, 1958 (“Maharashtra Stamp Act”)**

The Maharashtra Stamp Act prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act, then the instrument is

chargeable with the highest of the duty prescribed. In addition, the Maharashtra Stamp Act also prescribes methodology for adjudication, refund of duties, grievance processes and prosecutions. The Collector is normally vested with the power of adjudication. If a document is not stamped or adequately stamped, it is likely to be impounded.

### **The Indian Contract Act, 1872 (“Contract Act”)**

The Indian 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 Specific Relief Act, 1963 (“Specific Relief Act”)**

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Competition Act, 2002 (“Competition Act”)**

The Competition Act 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. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti- competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### **The Companies Act, 1956**

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. 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, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **The Companies Act, 2013**

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has notified 426 (four hundred and twenty six) Sections of the Companies Act. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

### **Importer Exporter Code**

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/ units/factories.

### **Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export- Import (“EXIM”) Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### Brief history of Our Company

Our Company was incorporated under the provisions of Companies Act, 1956 as 'IRISBusiness.com (India) Private Limited' at Mumbai Maharashtra vide Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on October 03, 2000. The name of our Company was changed to 'IRISBusiness Services (India) Private Limited' and a fresh Certificate of Incorporation dated October 27, 2003 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of the Company was changed to 'IRIS Business Services Private Limited' a fresh Certificate of Incorporation dated July 13, 2009 was issued by the Registrar of Companies, Maharashtra, Mumbai. Consequently, it was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 13, 2010 and the name of our Company was changed from 'Iris Business Services Private Limited' to 'Iris Business Services Limited' and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 29, 2010 was issued by Registrar of Companies, Maharashtra, Mumbai. The Corporate Identification Number of our Company is U72900MH2000PLC128943.

Mr. Subramaniam Swaminathan, Ms. Deepta Rangarajan and Mr. Krishnan Balachandran were the initial subscribers to the Memorandum of Association and Promoter of our Company

### Corporate profile of Our Company

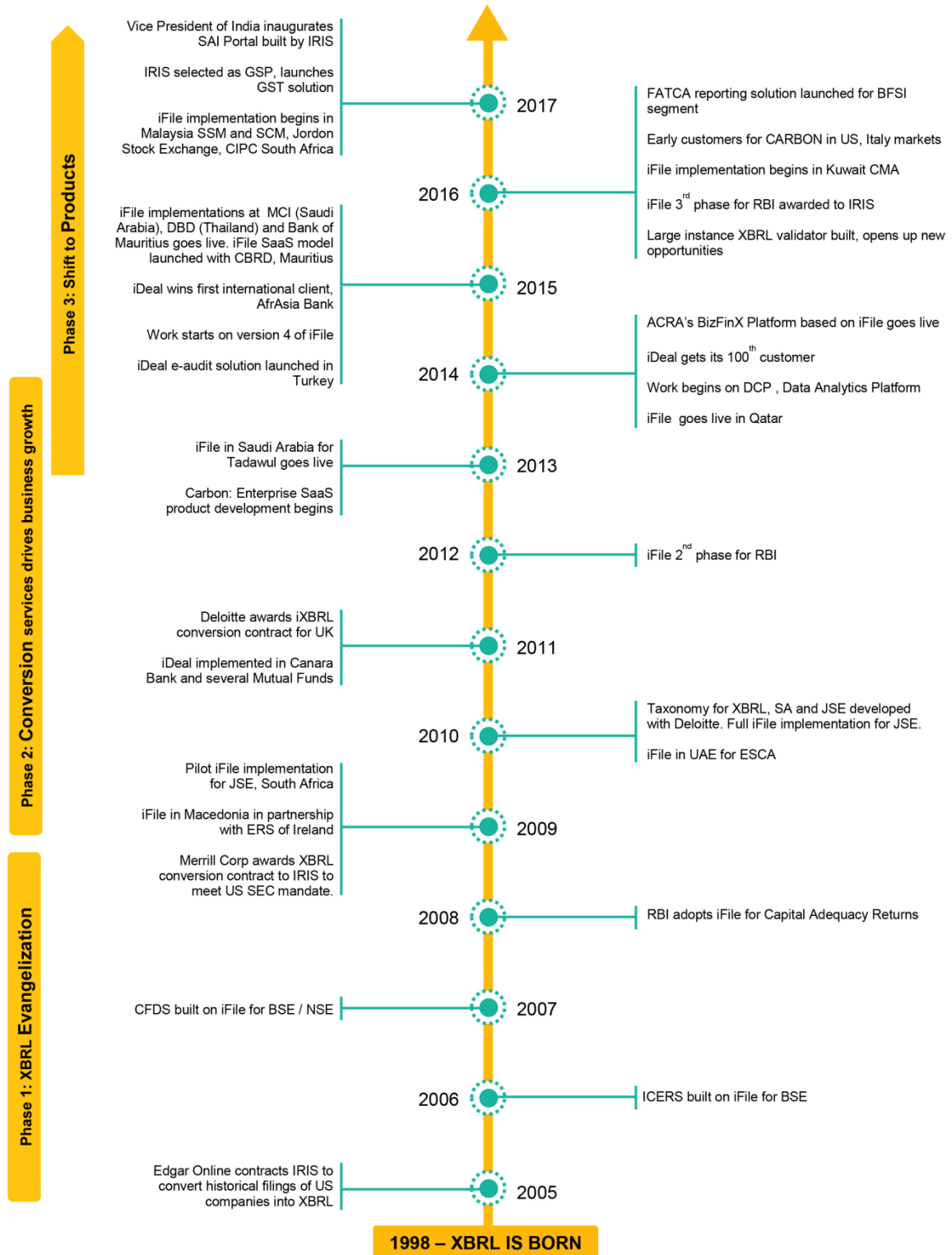
For information on our Company's business profile, activities, services, managerial competence, and customers, see chapters titled "Our Management", "Our Business" and "Industry Overview" beginning on pages 131, 103 and 99 respectively.

### Changes in the Registered Office

There has been no change in our Registered Office since incorporation except as following:

Date of Resolution	From	To
August 01, 2001	Unit No.2, Block 16-16a, Phoenix Mills Compound, 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	F-1 Laxmi Woolen Mill Estate Shakti Mill Lane Off Dr E Moses Road Mahalaxmi Mumbai 400 011, Maharashtra, India
August 01, 2003	F-1 Laxmi Woolen Mill Estate Shakti Mill Lane Off Dr E Moses Road Mahalaxmi Mumbai 400 011, Maharashtra, India	Taj Building, 3rd Floor, 210, D.N Road, Fort, Mumbai 400 001.
September 05, 2006	Taj Building, 3rd Floor, 210, D.N Road, Fort, Mumbai 400 001.	T-131, Tower 1, 3rd Floor, International Infotech Park, Vashi Station Vashi Greater Bombay Maharashtra 400703 India
March 17, 2016	T-131, Tower 1, 3rd Floor, International Infotech Park, Vashi Station Vashi Thane Maharashtra 400703 India	T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station Vashi Thane Maharashtra 400703 India

# Key Milestones





### **Amendments to our Memorandum of Association**

Since incorporation, the following changes have been incorporated in our Memorandum of Association of our Company, after approval of our members:

<b>Sr. No.</b>	<b>Particulars of Change</b>	<b>Date of Shareholder's meeting</b>	<b>AGM/ EGM</b>
1.	Amendment Of Memorandum Of Association Pursuant To Change of Name of Our Company from IRIS Bussiess.com (India) Private Limited to IRIS Business Services (India) Private Limited. A Certificate of Incorporation pursuant to change of name was granted by RoC on October 27,2000	October 03, 2000	EGM
2.	The authorised share capital of Rs. 10,00,000 consisting 1,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each.	July 20, 2004	EGM
3.	Amendment Of Memorandum Of Association Pursuant To Change of Name of Our Company from IRIS Business Services (India)Private Limited to IRIS Business Services (India)Private Limited. A Certificate of Incorporation pursuant to change of name was granted by RoC on July 13, 2009	July 13, 2009	EGM
4.	The authorised share capital of Rs. 1,00,00,000 consisting 10,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs. 10/- each.	February 26, 2010	EGM
5.	The authorised share capital of Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 8,00,00,000 consisting of 80,00,000 Equity Shares of Rs. 10/- each.	June 07, 2010	EGM
6.	Amendment Of Memorandum Of Association upon Conversion of our Company from a Private Limited Company to a Public Limited Company and the consequent change in name of our Company to Iris Business Services Limited. A certificate of incorporation pursuant to the change of name and conversion of Company to public was granted by the RoC on June 29,2010	June 29, 2010	EGM

### **Acquisition of Businesses / Undertakings**

The Company has not made any acquisition of businesses / undertakings.

### **Details of Merger/Amalgamation**

There has been no merger/amalgamation pertaining to our Company.

### **Injunctions or Restraining Orders**

Our Company is not operating under any injunction or restraining order.

### **Time and cost over-runs in setting up projects and certain other adverse remarks**

Our Company has delayed in commissioning of Project for Accounting and Corporate Regulatory

(ACRA) which was entered in association with CrimsonLogic. As the Company could not implement the project in the commissioned time frame, an amount of S\$ 419,481.04 was charged which was borne equally by both the parties. Except as mentioned above, our Company has not faced any Time and cost over-runs in setting up projects and certain other adverse remarks.

#### **Fund raising through equity or debt**

Our Company has not undertaken any public offering of debt instruments since its inception. For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page 70, respectively of this Prospectus.

#### **Revaluation of assets**

Our Company has not revalue its assets since its incorporation.

#### **Defaults or Rescheduling of Borrowings with Financial Institutions/Banks**

Our Company is not in default or in the process of rescheduling in respect of any borrowings with financial institutions/banks. None of our loans have been converted into equity shares.

#### **Strikes, Lock-outs or Labour Unrest in the Company**

There have been no strikes, lock-outs or labour unrest since incorporation of our Company

#### **Changes in the activities of the Company during the last five years**

There has been no change in the activities of our Company during the period of 5 (five) years prior to the date of filing of this Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### **Technology, market competence and capacity build-up**

For details on the technology, market competence and capacity build-up of our Company, please see the chapter titled “*Our Business*” beginning on page 103 of this Prospectus.

#### **Number of Shareholders/Members**

As on the date of this Prospectus, the total number of holders of our Equity Shares is 74.

#### **Our Main Objects:**

The main object of our Company as stated in the Memorandum of Association is:

*“To establish the knowledge infrastructure so needed to support new and existing enterprise; to leverage the emerging technology (as associated with the internet) for establishing, selling and managing business information and knowledge relevant to the commercial environment and needs of India; to sell business information; to develop software solutions by integrating public domain information with private domain to create knowledge networks within corporations; to serve as information incubators for e- commerce platforms for groups of companies within industry segments and for individual consultants scattered across India and overseas”*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently carried out and the objects of the present Issue are in accordance with our Memorandum of Association.

#### **Joint Venture and Other Agreements**

As on the date of filing the Prospectus, there is no existing joint venture or other material agreements entered into by our Company which are not in its ordinary course of business.

### **Shareholders Agreement**

There are no Shareholders' Agreements existing as on the date of this Prospectus.

### **Other Agreements**

There are no material agreements or contracts, which have been entered into by our Company within a period of two years prior to the date of the Prospectus, which are not in the ordinary course of business.

### **Strategic Partners**

Our Company does not have any strategic partners as on date of the Prospectus.

### **Financial Partners**

Our Company does not have any financial partners as on date of the Prospectus.

### **Our Holding Company**

We have no holding company as on the date of the Prospectus

### **Our Subsidiaries**

Our Company has the following overseas subsidiaries:

1. IRIS Singapore Services (Asia) PTE Ltd.(Singapore)
2. IRIS Business Services LLC (USA)
3. Atanou S.R.L (Italy)

For further details relating to our subsidiary companies, please refer to the Chapter '*Our Group Companies*' on Page 150 of this Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association we are required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. We currently have 8 directors on our Board.

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

Sr. No.	Name, Father's/, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorship
a.	<p><b>Name:</b> Mr. Swaminathan Subramaniam  <b>Father's Name:</b> Narayan Subramaniam  <b>Age:</b> 55 Years  <b>Designation:</b> Chief Executive Officer (CEO) &amp; Whole-Time Director  <b>Address:</b> Plot 25 and 27, Flat No. C - 1411 Sector - 06, Nerul Navi Mumbai 400706, Maharashtra  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>DIN:</b> 01185930  <b>Term:</b> For a period of 3 years with effect from May 01, 2015</p>	<p style="text-align: center;"><b>Appointment as Director:</b> October 03, 2000</p> <p style="text-align: center;"><b>Reappointment as Whole Time Director:</b> May 01, 2015</p>	<p><b>Public Limited Company –</b></p> <ul style="list-style-type: none"> <li>• Investment Research and Information Services Ltd.</li> <li>• Iris Knowledge Foundation</li> </ul> <p><b>Private Limited Company</b>                      Nil  <b>LLP</b>                      Nil</p>
b.	<p><b>Name:</b> Mr. Balachandran Krishnan  <b>Father's Name:</b> Krishnan Parmeshwaran Nambiar  <b>Age:</b> 54 Years  <b>Designation:</b> Whole-Time Director  <b>Address:</b> Flat No-B4, 1st Floor, Nilgiri CHS, Plot No. 25 Sector-16a, Vashi Navi Mumbai 400703, Maharashtra, India  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>DIN:</b> 00080055  <b>Term:</b> For a period of 3 years with effect from May 01, 2015</p>	<p style="text-align: center;"><b>Appointment as Director:</b> October 03, 2000</p> <p style="text-align: center;"><b>Reappointment as Whole Time Director:</b> May 01, 2015</p>	<p><b>Public Limited Company</b></p> <ul style="list-style-type: none"> <li>• Investment Research and Information Services Ltd.</li> <li>• Iris Knowledge Foundation</li> </ul> <p><b>Private Limited Company</b>                      Nil  <b>LLP</b>                      Nil</p>
c.	<p><b>Name:</b> Ms. Deepta Rangarajan  <b>Father's Name:</b> Santhanakrishnan Rangarajan  <b>Age:</b> 51 years  <b>Designation:</b> Whole-Time Director  <b>Address:</b> Flat No. C - 1411, 14th Floor, Meridian CHS Ltd, Plot No. 25/27, Sector 06, Nerul Navi Mumbai 400706, Maharashtra  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>DIN:</b> 00404072  <b>Term:</b> For a period of 3 years with</p>	<p style="text-align: center;"><b>Appointment as Director:</b> October 03, 2000</p> <p style="text-align: center;"><b>Reappointment as Whole Time Director:</b> May 01, 2015</p>	<p><b>Public Limited Company –</b>                      Nil  <b>Private Limited Company</b>                      Nil  <b>LLP</b>                      Nil  <b>Foreign Entity</b>                      Atanou S.R.L.</p>

Sr. No.	Name, Father's/, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorship
	effect from May 01, 2015		
d.	<p><b>Name:</b> Partho Sarothy Datta  <b>Father's Name:</b> Arun Kumar Dutt  <b>Age:</b> 68 years  <b>Designation:</b> Independent Director  <b>Address:</b> 19/2 Dover Road, Ballygung, Kolkata 700019, West Bengal  <b>Occupation:</b> Professional  <b>Nationality:</b> Indian  <b>DIN:</b> 00040345  <b>Term:</b> Five years from September 10, 2014</p>	<p><b>Date of Appointment:</b> December 01, 2010</p> <p><b>Date of Re-appointment:</b> September 10, 2014</p>	<p><b>Public Limited Company</b></p> <ul style="list-style-type: none"> <li>• HDFC Bank Limited</li> <li>• Endurance Technologies Limited (CN)</li> <li>• The Peerless General Finance &amp; Investment Co Ltd</li> </ul> <p><b>Private Limited Company</b></p> <p>Nil</p> <p><b>LLP</b></p> <p>Nil</p>
e.	<p><b>Name:</b> Narayan Keelveedhi Seshadri  <b>Father's Name:</b> Keelveedhi Seshadri  <b>Age:</b> 46 Years  <b>Designation:</b> Independent Director  <b>Address:</b> Flat No.10, 7th Floor, Skylark CHS Ltd, Little Gibbs Road, Malabar Hill, Mumbai 400006, Maharashtra  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>DIN:</b> 00053563  <b>Term:</b> Five years from September 10, 2014</p>	<p><b>Date of Appointment:</b> March 10, 2011</p> <p><b>Date of Re-appointment:</b> September 10, 2014</p>	<p><b>Public Limited Company –</b></p> <ul style="list-style-type: none"> <li>• Kalpataru Power Transmission Limited</li> <li>• Astrazeneca Pharma India Limited</li> <li>• SBI Capital Markets Limited</li> <li>• The Clearing Corporation Of India Limited</li> <li>• Magma Fincorp Limited</li> <li>• Wabco India Limited</li> <li>• Pi Industries Limited</li> <li>• TVS Investments Limited</li> <li>• TVS Electronics Limited</li> </ul> <p><b>Private Limited Company-</b></p> <ul style="list-style-type: none"> <li>• KKR Arc India Private Limited</li> <li>• Halcyon Resources &amp; Management Private Limited</li> <li>• Halcyon Enterprises Private Limited</li> <li>• Kritdeep Properties Private Limited</li> <li>• Tranzmute Capital &amp; Management Private Limited</li> <li>• A2o Software India Private Limited</li> <li>• TVS Wealth Private Limited</li> </ul>

Sr. No.	Name, Father's/, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorship
			<b>LLP</b> <ul style="list-style-type: none"> <li>• Tranzmute Business Advisory LLP</li> <li>• Lindner Properties Limited Liability Partnership</li> <li>• EPI Venture Partners LLP</li> </ul>
f.	<b>Name:</b> Sanjoy Bhattacharyya <b>Father's Name:</b> Santosh Kumar Bhattacharya <b>Age:</b> 56 Years <b>Designation:</b> Independent Director <b>Address</b> B-302, Beau Monde, Opp. Lloyds Garden Appa Saheb Marathe Marg, Prahadevi, Mumbai - 400 025, Maharashtra <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>DIN:</b> 00059480 <b>Term:</b> For a period of 5 years with effect from June 01, 2015	<b>Date of Appointment:</b> June 01, 2015	<b>Public Limited Company</b> <ul style="list-style-type: none"> <li>• Vardhman Special Steels Limited</li> </ul> <b>Private Limited Company</b> <ul style="list-style-type: none"> <li>• Management Structure and Systems Private Limited</li> </ul> <b>LLP</b> Nil

#### BRIEF BIOGRAPHIES OF OUR DIRECTORS

##### i. Mr. Swaminathan Subramaniam

Mr. Swaminathan Subramaniam, aged 55 years, is Promoter, Whole Time Director and CEO of our Company. He has been the CEO of the Company since February 07, 2015. He is an economist trained at Yale University, USA. He is one of the founders of the Company and looks after overall management and marketing department of our Company. He was in committee of various Consultative Committee on XBRL, MCA, Govt. of India. He was also a Chairman of IT sub-committee, CII, Western Region and Vice-Chairman, Indian Merchants Chamber, Navi Mumbai.

##### ii. Mr. Balachandran Krishnan

Mr. Balachandran Krishnan, aged 54 years, is the Promoter of our Company. He holds a graduate degree in chemical engineering from University of Calicut and an MBA from Indian Institute of Management, Bangalore. He has represented IRIS at various forums such as the IFRS Taxonomy Consulting Group of the International Accounting Standards Board (IASB); the XBRL sub-committee of the Ministry of Corporate Affairs, Govt. of India; the steering committee on fraud prediction models, Serious Fraud Investigation Office, Govt. of India and the XBRL International plenary.

##### iii. Ms. Deepta Rangarajan

Ms. Deepta Rangarajan, aged 51 years, is the Promoter and Whole Time Director of our Company. She is a Chemical Engineer from the Indian Institute of Technology, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. Her key responsibilities in the Company include strategically building out team and employee recruitment. She heads the Human Resource Department of our Company.

**iv. Mr. Partho Datta**

Partho Datta, aged 68 years, is an Independent Director of our Company with effect from September 10, 2014.

**v. Mr. Narayan Sheshadri**

Narayan Sheshadri, aged 46 years, is an Independent Director of our Company with effect from September 10, 2014.

**vi. Mr. Sanjoy Bhattacharya**

Sanjoy Bhattacharya, aged 57 years, is an Independent Director of our Company with effect from June 01, 2015. Currently he is the Managing Partner at Fortuna Capital.

## CONFIRMATIONS

As on the date of this Prospectus:

1. Except, Mr. Swaminathan Subramaniam and Ms. Deepta Rangarajan who are related to each other as Husband – Wife, none of the Directors of the Company are related to each other within the meaning of section 2(77) of the Companies Act, 2013.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of our Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies.
6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

## REMUNERATION/COMPENSATION OF DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2017.

Name of the Directors	Amount (in Lakhs)
Mr. Swaminathan Subramaniam	Rs. 24.00
Ms. Deepta Rangarajan	Rs. 24.00
Mr. Balachandran Krishnan	Rs. 24.00

### Compensation to our Whole Time Directors

The compensation payable to our Whole Time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and Articles of Association of the Company.

### Terms and conditions of employment of our Directors:

1. **Mr. Swaminathan Subramaniam, Promoter, Whole Time Director and CEO**

Mr. Swaminathan Subramaniam is the Promoter, Whole Time Director and CEO of our Company. He has been director of our Company since incorporation and has been designated as Chairman and Whole Time Director w.e.f. May 01, 2015 for a period of three years and liable to retire by rotation. The terms and conditions of his employment are as follows:

Remuneration	Rs. 45.00 Lakhs per annum
Term of appointment	3 Years
Perquisites	Car with Driver and Telephone Subject to overall ceiling on remuneration, the whole time director may be given bonus, perquisites and other allowances, benefits and perquisites, as may be decided by the board of directors from time to time. However, the overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceilings on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

## 2. Ms. Deepta Rangarajan

Ms. Deepta Rangarajan is the Promoter and Whole Time Director of our Company. She has been a director of our company since incorporation and has been designated as Whole Time Director w.e.f. May 01, 2015 for a period of three years and liable to retire by rotation. The terms and conditions of his employment are as follows:

Remuneration	Rs. 45.00 Lakhs per annum
Term of appointment	3 Years
Perquisites	Car with Driver and Telephone Subject to overall ceiling on remuneration, the whole time director may be given bonus, perquisites and other allowances, benefits and perquisites, as may be decided by the board of directors from time to time. However, the overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceilings on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

## 3. Mr. Balachandran Krishnan

Mr. Balachandran Krishnan is the Promoter and Whole Time Director of our Company. He has been a director of our company since incorporation and has been designated as Whole Time Director w.e.f. May 01, 2015 for a period of three years and liable to retire by rotation. The terms and conditions of his employment are as follows:

Remuneration	Rs. 45.00 Lakhs per annum
Term of appointment	3 Years
Perquisites	Car with Driver and Telephone Subject to overall ceiling on remuneration, the whole time director may be given bonus, perquisites and other allowances, benefits and perquisites, as may be decided by the board of directors from time to time. However, the overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceilings on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

## OTHER CONFIRMATIONS

As on the date on this Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Whole Time Directors which has accrued for this year and payable in current or any future period.
2. No compensation was paid to any Director pursuant to bonus or profit sharing plan.



## SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our

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. Swaminathan Subramaniam	48,72,168	35.11%	25.81%
2.	Ms. Deepta Rangarajan	14,42,052	10.39%	7.64%
3.	Mr. Balachandran Krishnan	11,04,000	7.96%	5.85%

## INTERESTS OF DIRECTORS

### Interest in promotion of our Company

Our Directors Mr. Subramaniam Swaminathan, Ms. Deepta Rangarajan, Mr. Balachandran Krishnan may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “*Related Party Transactions*” beginning on page 155 of this Prospectus.

### Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing of this Prospectus.

### Interest as member of our Company

As on date of this Prospectus, our Directors together hold 74,18,220 Equity Shares in our Company i.e. 53.46% of the pre issue paid up share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

### Interest as a Creditor of our Company

As on the date of this Prospectus, except as stated in the chapter titled “Financial Indebtedness” and heading titled “Related Party Transactions” under chapter titled “Financial Statements as Restated” our Company has not availed loans from Directors of our Company.

### Interest as Director of our Company

Except as stated above and in the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 157 and 70 respectively of this Prospectus our Directors, may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AoA of our Company.

### Interest as Key Managerial Personnel of our Company

Mr. Swaminathan Subramaniam, CEO and Mr. Balachandran Krishnan, CFO of the Company are the Key Managerial Personnel of the Company and may deemed to be interested to the extent of

remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled “*Related Party Transactions*” under chapter titled “*Financial Statements as Restated*” beginning on page 157 of this Prospectus.

### **Interest in transactions involving acquisition of land**

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled “*Land and Property*” under chapter titled “*Our Business*” beginning on page 103 of this Prospectus, our Promoters has not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoters are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

### **Other Indirect Interest**

Except as stated in chapter titled “*Financial Statements as Restated*” beginning on page 157 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

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

Except as stated in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 157 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus.

## **SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES**

None of our Directors hold any equity shares in our subsidiaries.

As on the date of Prospectus our Company does not have any other Associate Company.

## **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

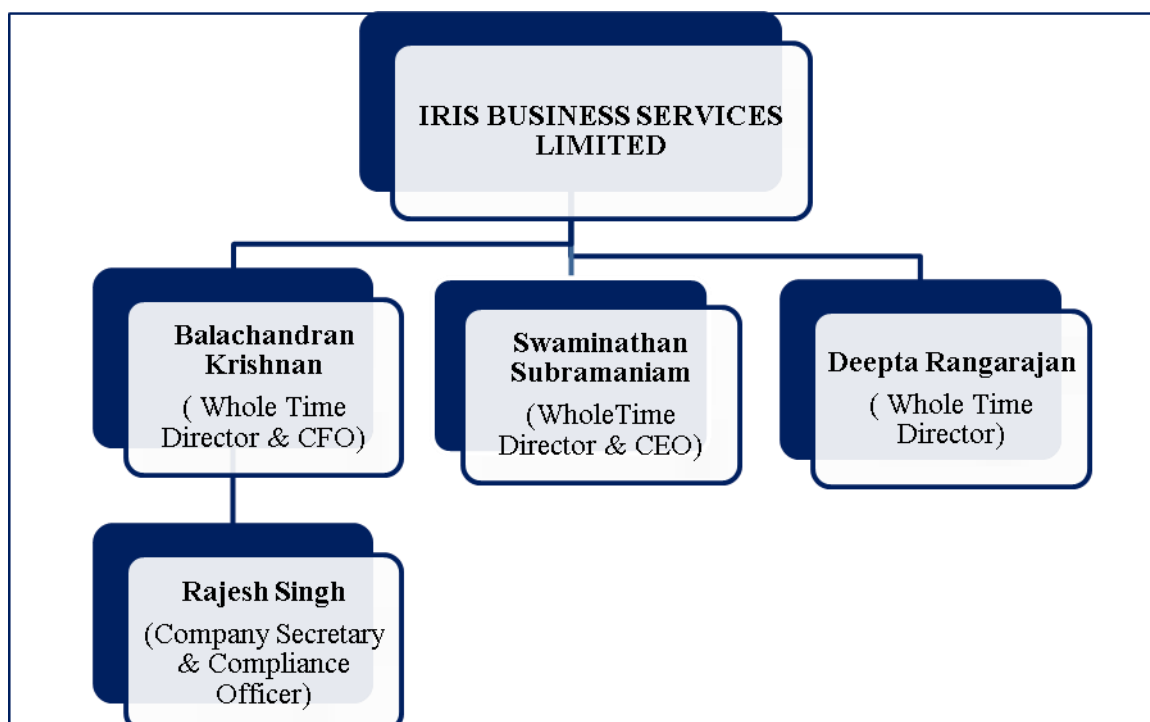
Following are the changes in directors of our Company in last three years prior to the date of this Prospectus:

<b>Name</b>	<b>Date of event</b>	<b>Nature of event</b>	<b>Reason</b>
Mr. Swaminathan Subramaniam	May 01, 2015	Change in designation	Designated as Whole Time Director
Ms. Deepta Rangarajan	May 01, 2015	Change in designation	Designated as Whole Time Director
Mr. Balachandran Krishnan	May 01, 2015	Change in designation	Designated as Whole Time Director
Sanjoy Bhattacharya	June 01, 2015	Appointment	Appointment as Independent Director
Narayan Seshadri	September 10, 2014	Re-appointment	Re appointment as Independent Director
Partho Datta	September 10, 2014	Re-appointment	Re appointment as Independent Director
Ullal Bhat	September 03, 2017	Cessation	Resigned as Director
Rakesh Kathotia	September 12, 2017	Cessation	Resigned as Director

## **BORROWING POWERS OF THE BOARD**

Pursuant to a special resolution passed at the Extraordinary General Meeting of our Company held on September 10, 2014 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from Time to Time, and rules made there under and the Board of Directors (including committees) of the Company be and is hereby authorized to borrow money on such terms and conditions as may be considered and suitable by the Board of Directors up to a limit of Rs. 50 crores notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the Temporary Loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves of the Company.

## **MANAGEMENT ORGANIZATIONAL STRUCTURE**



### **Corporate Governance**

The provisions of the Listing Agreement to be entered into with the Stock Exchanges and the applicable regulations of SEBI (LODR) Regulations, 2015 will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We believe we are in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges, the SEBI (LODR) Regulations, 2015 and the SEBI Regulations.

Our Board of Directors is constituted in compliance with the Companies Act, 2013 and our Board functions either as a full board or through management which provides our Board of Directors detailed reports on its performance periodically.

Currently our Board has 6 Directors, of which the Chairman of the Board is a Non Executive Director.

### **I. Committees of the Board in accordance with the Companies Act, 2013**

#### **Audit Committee**

Audit Committee was reconstituted and terms of reference, role of the Audit Committee and the constitution were modified vide Board Resolution dated September 11, 2017. The existing Audit Committee of our Company comprises of the following: -

<b>Name</b>	<b>Status</b>
Mr. Partho Datta	Member
Mr. Narayan Seshadri	Member
Mr. Balachandran Krishnan	Member

The Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings of the Audit Committee.

The role of the Audit Committee shall be in accordance with section 177 of the Companies Act, 2013 shall include the following:

1. Oversight of our Company'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 the appointment, remuneration and terms of appointment of auditors of our Company;
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:
  - (a) 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;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; and
  - (g) 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 utilisation 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 our Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of our Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and 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; and
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

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).

#### **Nomination and Remuneration Committee**

Nomination and Remuneration Committee was reconstituted and terms of reference, was modified vide Board Resolution dated September 11, 2017. The members of the Nomination and Remuneration Committee are:-

<b>Name</b>	<b>Status</b>
Mr. Narayan Seshadri,	Member
Mr. Partho Datta	Member
Mr. Sanjoy Bhattacharyya	Member

The role of the Nomination and Remuneration shall be in accordance with Section 178 of the Companies Act 2013 as follows:

- a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) formulation of criteria for evaluation of performance of independent directors and the Board;
- c) devising a policy on diversity of the Board;

- d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- e) 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.
- f) devising a policy on Employee Stock Option Scheme and ensuring proper implementation as per scope provided in the Employee Stock Option Scheme.

### **Stakeholders Relationship Committee**

Stakeholders Relationship Committee was constituted vide the Board meeting held on September 13, 2017. The members of the Stakeholders Relationship Committee are:

<b>Name</b>	<b>Status</b>
Mr. Partho Datta	Chairman
Mr. Deepta Ranagarajan	Member
Mr. Swaminathan Subramaniam	Member
Mr. Balachandran Krishnan	Member

The terms of reference of the Stakeholder's Relationship Committee shall be as follows:

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii. Redressal of security holder's/investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- v. Allotment and listing of shares;
- vi. Reference to statutory and regulatory authorities regarding investor grievances; and
- vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- viii. Any other power specifically assigned by the Board of Directors of the Company

The Quorum for the committee meeting shall be the presence of any two of the members.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the chairman shall have a second or casting vote."

### **Corporate Social Responsibility Committee**

Our Company has constituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act 2013. The constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on September 11, 2017. The said committee is comprised as under:

The Corporate Social Responsibility Committee comprises the following Directors:

<b>Name of the Director</b>	<b>Status</b>
Ms. Deepta Rangarajan	Chairman
Mr. Partho Datta	Member
Mr. Swaminathan Subramaniam	Member

- A. **Tenure:** The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

- B. **Meetings:** The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven day's notice in advance.

The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven day's notice in advance.

C. **Terms of Reference:**

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;

Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

**Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:**

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on September 11, 2017 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Rajesh Singh, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

**Key Managerial Personnel**

Given below are the details of our Key Managerial Personnel of our Company, as on the date of this Prospectus. For details of our Whole Time Directors, appearing in the chapter titled "*Our Management*" beginning on page 131 of this Prospectus.

**i. Mr. Swaminathan Subramaniam**

Mr. Swaminathan Subramaniam, aged 55 years, is Promoter, CEO and Whole Time Director of our Company. He has been the CEO of the Company since February 07, 2015. He is an economist trained at Yale University, USA. He is one of the founders of the Company and looks after overall management and marketing department of our Company. He was in committee of various Consultative Committee on XBRL, MCA, Govt. of India. He was also a Chairman of IT sub-committee, CII, Western Region and Vice-Chairman, Indian Merchants Chamber, Navi Mumbai.

**ii. Mr. Balachandran Krishnan**

Mr. Balachandran Krishnan, aged 54 years, is the Promoter of our Company. He holds a graduate degree in chemical engineering from University of Calicut and an MBA from Indian Institute of Management, Bangalore. He has represented IRIS at various forum such as the IFRS Taxonomy Consulting Group of the International Accounting Standards Board (IASB); the XBRL sub-committee of the Ministry of Corporate Affairs, Govt. of India; the steering committee on fraud prediction models, Serious Fraud Investigation Office, Govt. of India and the XBRL International plenary.

**iii. Ms. Deepta Rangarajan**

Ms. Deepta Rangarajan, aged 51 years, is the Promoter and Whole Time Director of our Company. She is a Chemical Engineer from the Indian Institute of Technology, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. Her key responsibilities in the Company include strategically building out team and employee recruitment. She heads the Human Resource Department of our Company. 7

- iv. **Rajesh Singh**, aged years is the Company Secretary and Compliance Officer of our Company. He is a qualified Company Secretary from the Institute of Company Secretaries of India and has joined our Company on September 11, 2017.

**Notes:**

1. All the key managerial personnel mentioned above are permanent employees of our Company and none of them are related to each other or to any Director of our Company.
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the abovementioned personnel have been recruited.
3. As on the date of filing of this Prospectus, our Company does not have a performance linked bonus or a profit sharing plan with the key management personnel.
4. No non-salary-related payments or benefits have been made to our key management personnel other than (i) the shares issued by way of employee stock options and sweat equity and (ii) certain performance-linked incentives which were paid by the Company in the past, to its key managerial personnel based on targets achieved and general performance.

**RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

Except, Mr. Swaminathan Subramaniam and Ms. Deepta Rangarajan who are related to each other as Husband – Wife, none of the KMPs of the Company are related to each other within the meaning of section 2(77) of the Companies Act, 2013.

**ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS**

None of our Key Managerial Personnel have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

**Shareholding of Key Managerial Personnel**

Other than the following, none of our Key Management Personnel holds Equity Shares in our Company as on the date of filing of this Prospectus: -

Sr. No.	Name of the Key Managerial Personnel	No. of Equity Shares (Face Value of Rs. 10 each)	Percentage of pre-Issue share capital (%)
1.	Mr. Swaminathan Subramaniam	48,72,168	35.11%
2.	Ms. Deepta Rangarajan	14,42,052	10.39%
3.	Mr. Balachandran Krishnan	11,04,000	7.96%
<b>Total</b>			

**Changes in the Key Managerial Personnel during last three years:**

Following have been the changes in the key managerial personnel during the last three years:

Sr. No.	Name	Designation	Date of Appointment/ change	Reasons
1.	Mr. Swaminathan Subramaniam	CEO & Whole Time Director	May 01, 2015	Appointment as Whole Time Director



Sr. No.	Name	Designation	Date of Appointment/ change	Reasons
2.	Mr. Balachandran Krishnan	Whole Time Director	May 01, 2015	Appointment as Whole Time Director
3.	Ms. Deepta Rangarajan	Whole Time Director	May 01, 2015	Appointment as Whole Time Director
4.	Mr. Balachandran Krishnan	Chief Financial Officer	September 11, 2017	Appointment as CFO
5.	Rajesh Singh	Company Secretary	September 11, 2017	Appointment as CS and Compliance Officer

### INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company 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 and dividends payable thereon and other distributions in respect of such equity shares, 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.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Prospectus in which the Key Managerial Personnel 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.

Except as stated in the chapters “*Our Management*” and “*Related Party Transactions*” beginning on pages 131 and 155 respectively of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

### REMUNERATION/COMPENSATION OF KMPs

Except as mentioned below, no other current KMPs have received remuneration during the last financial year ended on March 31, 2017. Mr. Rajesh Singh was appointed in current financial year and thus not remuneration has been paid to him.

Name of the Directors	Amount (in Lakhs)
Mr. Swaminathan Subramaniam	Rs. 24.00
Ms. Deepta Rangarajan	Rs. 24.00
Mr. Balachandran Krishnan	Rs. 24.00

### ESOP/ESPS SCHEME TO EMPLOYEES

Our Company has formulated—‘IRIS Business Services Limited - Employee Stock Option Scheme 2017’ and the same was approved by a board resolution dated September 11, 2017. The Company has approved to Grant an option of not more than 7,00,000 Shares to its employees. The Scheme shall be administered by the Nomination and Remuneration Committee. Grants contemplated under the Scheme shall be made on such day and month as decided by the Nomination and Remuneration Committee at its discretion. Employee Stock Options granted under Scheme shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of Grant. Exercise Period in respect of an Option shall commence after Vesting of such Option or date of Listing, whichever is later subject to a maximum period of 5 (Five) years from the date of Vesting. The Nomination and Remuneration Committee may determine the Exercise Period at the time of Grant of Options to the Employee subject to the ceiling specified in this clause. In case the Company

proposes Listing, all the Vested Options held by an Option Grantee (including nominee or legal heir of a deceased Option Grantee) who ceases to be in employment/ service of the Company, Subsidiary or its Holding Company (or of its associate company in case of transfer as per provisions of Sub-clause 8.2(b)), as the case may be, by that date, can be exercised only during the period notified by the Board in this behalf.

**Payment or benefit to our officers**

Except for the payment of monetary and non-monetary benefits as mentioned in this Prospectus and the dividend, if any, that may have been declared on the Equity Shares held by our officers, we have not paid any amount or given any benefit to any officer of our Company, nor is such amount or benefit intended to be paid or given to any officer as on the date of filing this Prospectus with Stock Exchange.

## OUR PROMOTER AND PROMOTER GROUP

Details of our Individual Promoters:

The following are the Individual Promoters of our Company:

	<p>Mr. Swaminathan Subramaniam, aged 55 years, is Promoter, CEO and Whole Time Director of our Company. He has been the CEO of the Company since February 07, 2015. He is an economist trained at Yale University, USA. He is one of the founders of the Company and looks after overall management and marketing department of our Company. He was in committee of various Consultative Committee on XBRL, MCA, Govt. of India. He was also a Chairman of IT sub-committee, CII, Western Region and Vice-Chairman, Indian Merchants Chamber, Navi Mumbai.</p> <p>Passport No: Z3450219          Driving Licence: MH4320070019603          Voter Id No.: NA          DIN: 01185930</p>
	<p><b>Ms. Deepta Rangarajan</b>, aged 51 years, is the Promoter and Whole Time Director of our Company. She is a Chemical Engineer from the Indian Institute of Technology, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. Her key responsibilities in the Company include strategically building out team and employee recruitment. She heads the Human Resource Department of our Company.</p> <p>Passport No: J7909955          Driving License: MH43 20070016120          Voter Id No.: NA          DIN: 00404072</p>
	<p>Mr. Balachandran Krishnan, aged 54 years, is the Promoter of our Company. He holds a graduate degree in chemical engineering from University of Calicut and an MBA from Indian Institute of Management, Bangalore. He has represented IRIS at various forums such as the IFRS Taxonomy Consulting Group of the International Accounting Standards Board (IASB); the XBRL sub-committee of the Ministry of Corporate Affairs, Govt. of India; the steering committee on fraud prediction models, Serious Fraud Investigation Office, Govt. of India and the XBRL International plenary.</p> <p>Passport No: Z2715560          Driving License: MH02 20080084926          Voter Id No.: NA          DIN: 00080055</p>

### DECLARATION

Our company confirms that the Permanent Account Number, Bank Account Details and Passport Number of our promoters will be submitted to the Stock Exchange, at the time of filing the Prospectus.

### INTEREST OF PROMOTERS

Nature and extent of interest of our Promoters in our Company:

Sr. No.	Name	Number of Equity Shares held in our Company	%age of Shareholding in our Company
1.	Mr. Swaminathan Subramaniam	48,72,168	35.11%
2.	Ms. Deepta Rangarajan	14,42,052	10.39%
3.	Mr. Balachandran Krishnan	11,04,000	7.96%
	<b>Total</b>	<b>74,18,220</b>	<b>53.46%</b>

Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of fees, if any payable to them for attending meetings of the Board or a committee thereof as well as to the extent of remuneration, commission and reimbursement of expenses payable to them as per the terms of the Articles of our Company and relevant provisions of Companies Act. Our individual Promoters may also be deemed to be interested to the extent of Equity Shares held by them in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company.

Further, our Promoters, Mr. Swaminathan Subramaniam, Ms. Deepta Rangarajan, Mr. Krishnan Balachandran has given personal guarantees, respectively, towards financial facilities availed from Bankers to our Company; therefore, are interested to the extent of the said guarantees.

For further information, please refer to the details under the heading “*Our Management – Interest of Directors*” on page 131.

Except as stated under the heading “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157, respectively, of this Prospectus, and described herein, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

Further, our Promoters and certain members of our Promoter Group are also directors on the boards of certain Group Companies and they may be deemed to be interested if any payments are made by our Company, if any, to/from these Group Companies.

#### **PAYMENT OR BENEFITS TO OUR PROMOTERS IN THE LAST TWO YEARS**

Except as mentioned above under the heading “Interest of Promoters” and in the sections titled “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on pages 157 of this Prospectus, no amount or benefits were paid or were intended to be paid to our Promoters during the last two years from the date of filing of this Prospectus.

#### **COMMON PURSUITS**

Other than as disclosed in the chapter titled “*Our Group Companies*” beginning on page 150 of this Prospectus, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

#### **COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

None of our Promoters have disassociated themselves from any companies, firms or other entities during the last three years preceding the date of the Prospectus:

## RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Company during the preceding two years from the date of this Prospectus, the nature and the cumulative value of such transactions, please see “Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions” on page 157 of the Prospectus.

## CHANGE IN MANAGEMENT AND CONTROL OF OUR COMPANY

There was no change in management of our Company during five years immediately preceding the date of filing of this Prospectus.

## PROMOTER GROUP

Our Promoter Group as defined under Regulations 2(zb)(iv) of the SEBI Regulations includes the following individuals and body corporates:

### (i) Natural Persons

- a) Mr. Swaminathan Subramaniam

The following natural persons form part of our Promoter Group as relatives of Mr. Swaminathan Subramaniam:-

Name	Relationship
S N Subramaniam	Father
Sivakamu Subramaniam	Mother
Ms. Deepta Rangarajan	Wife
S Chandrasekhar	Brother
Santhanakrishnan Rangarajan	Wife’s Father
Shanti Rangarajan	Wife’s Mother
Bharath Rangarajan	Spouse’s Brother
Mala Ravi, Anuradha Rangarajan	Spouse’s Sister

### b) Ms. Deepta Rangarajan

The following natural persons form part of our Promoter Group as relatives of Ms. Deepta Rangarajan: -

Name	Relationship
Santhanakrishnan Rangarajan	Father
Shanti Rangarajan	Mother
Swaminathan Subramaniam	Husband
Bharath Rangarajan	Brother
Mala Ravi, Anuradha Rangarajan	Sister
S Chandrasekhar	Spouse’s Brother
S N Subramaniam	Spouse’s Father
Sivakamu Subramaniam	Spouse’s Mother

### c) Mr. Balachandran Krishnan

The following natural persons form part of our Promoter Group as relatives of Mr. Balachandran Krishnan:

Name	Relationship
Late Krishnan Parmeshwaran Nambiar	Father
Vijayalakshmi Krishnan Nambiar	Mother
Rajlaxmi Nambiar	Wife
Sharanya Balachandran Shyama Balachandran	Daughters
Nandakumar Nambiar	Brother
Vinodakrishnan Nedungad	Wife's Brother
Jyotilaxmi Pandalai	Wife's Sister
Vinodakrishnan Nedungad	Wife's Father
Nalini Kovilamma	Wife's Mother

**(ii) Ventures forming Part of Promoter Group:**

- a. IRIS Singapore Services (ASIA) Pte Ltd.
- b. IRIS Business Services LLC (USA)
- c. Atanou S.R.L (Italy)
- d. IRIS Knowledge Foundation
- e. Fin X Solutions
- f. S Rangarajan HUF

**OTHER CONFIRMATIONS:**

None of our Promoters and members of promoter group have been identified as willful defaulters by RBI or any other Government authority and there are no violations of Securities Law committed by our Promoters in past or pending against them.

None of the Promoters, Promoter Group entities or Group Companies has been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoters, except as disclosed under the chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 167 of this Prospectus.

## OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of 'Group Companies', our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and other companies as per the policy adopted by our Board. Pursuant to a resolution dated September 11, 2017, our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature. Further companies which have been disclosed as related parties in the restated financial statements of our company for the last five financial years and which are no longer associated with our company have not been disclosed as group companies. For avoidance of doubts, we have included subsidiaries as our Group Company.

### Our Group Companies:

The details of our Group Companies are provided below:

1. Atanou S.R.L
2. Iris Knowledge Foundation
3. Iris Business Services (Asia) PTE Limited
4. Iris Business Services LLC
5. Fin X Solutions

Following are the details of our unlisted Group Companies:

#### 1. ATANOU S.R.L

##### *Corporate Information:*

Atanou S.r.l is a Sole Shareholder Company incorporated on July 31, 2015 under the provisions of Registry of Companies of Milano and has its registered office at Via Vincenzo Monti 8, Milano (MI). The current paid up capital of Atanou S.r.l. is Rs. 7.12 lakhs. The Registration Number registered with the REA of Milano is 2073449. It is an IRIS Business Services Limited controlled company.

The Company is engaged in the business of providing business support and marketing services to IRIS Business Services Limited in India and operates principally in Italy. The objective is to facilitate IRIS Business Services Limited access the Italian market for its products and services .

The Company is a wholly owned subsidiary i.e entire shareholding of the Company is held by IRIS Business Services Limited.

##### *Interest of Promoters:*

Ms. Deepta Rangarajan and Mr. Anand Padmanabhan are the directors of Atanou S.r.l.

##### **Audited Financial Information:**

*(Rs. in lakhs except NAV and EPS)*

Particulars	2015-16	2016-17
Sales and Other Income	2.60	7.65
Profit/(Loss) after Tax	(0.01)	(0.18)
Equity Capital	7.12	7.12
Reserves and Surplus	-	(0.01)
Earning/(Loss) per share	NA	NA
Net Asset Value (In Rs.)	NA	NA

#### 2. IRIS KNOWLEDGE FOUNDATION

### **Corporate Information:**

Iris Knowledge Foundation is a Non Profit Organization incorporated on July 01, 2009 under the Section 25 of Companies Act, 1956 and has its registered office at T-131, Tower 1, 3rd Floor, International Info Tech Park, Vashi Navi Mumbai 400703, Maharashtra, India and operates under a license issued under Section 25 of the Companies Act, 1956 by the Ministry of Corporate Affairs dated May 28, 2009. The current paid up capital Iris Knowledge Foundation is Rs. 1.00 lakh. The Corporate Identification Number is U93090MH2009NPL193712.

IRIS Knowledge Foundation is a CSR initiative of IRIS Business Services Ltd, which has over twelve years of proven expertise in leveraging technology for information management. IRIS Knowledge Foundation leverages this expertise in devising content and technology solutions covering social and economic data to provide readily usable quality content for purposes such as academic research, policy enhancement, and for public education. eSocialSciences is a one stop portal for social scientists created and managed by IRIS Knowledge Foundation. Interest of Promoters:

Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan and Ms. Padma Prakash are the directors of Iris Knowledge Foundation. Our Promoters, Mr. Swaminathan Subramaniam and Mr. Balachandran Krishnan hold 5,000 equity shares, each in the Company constituting 100.00% i.e. entire shareholding in the Company.

### **Audited financial information:**

(Rs. in lakhs except NAV and EPS)

Particulars	2013-14	2014-15	2015-16
Paid Up Capital	1.00	1.00	1.00
Reserves and Surplus	8.67	35.50	46.75
Net Asset Value (In Rs.)	96.79	365.06	477.59

### **3. IRIS BUSINESS SERVICES (ASIA) PTE LIMITED**

#### **Corporate Information:**

Iris Business Services (Asia) PTE Limited is a Private Limited Company incorporated on January 13, 2010 in the Republic of Singapore bearing Registration Number 201001057Z and has its registered office at 19 Keppel Road, #07-08, Jit Poh Building, Singapore 089058. The current paid up capital of Iris Business Services (Asia) PTE Limited is Rs. 113.82 lakhs.

The Company is engaged in the business of rendering marketing and promotional services for International Sales of IRIS India Products and Services and assists in execution of Iris India's Projects and contracts in Singapore and other countries.

The Company is a subsidiary and our Company holds 98.36% of paid up share capital of IRIS Business Services (ASIA) PTE Limited.

#### **Interest of Promoters:**

Mr. Swaminathan Subramaniam, Mr. Padmanabhan Anand and Mr. Shailesh Gupta are the directors of Iris Business Services (Asia) PTE Limited.

#### **Audited financial information:**

(Rs. in lakhs except NAV and EPS)

Particulars	2014-15	2015-16	2016-17
Sales and Other Income	532.26	357.26	401.29
Profit/(Loss) after Tax	(46.82)	(48.76)	6.43
Equity Capital	113.82	113.82	113.82
Reserves and Surplus	(75.84)	(122.65)	(171.42)



Particulars	2014-15	2015-16	2016-17
Earning/(Loss) per share	(15.36)	(15.99)	2.11
Net Asset Value (In Rs.)	(2.90)	(18.89)	(16.78)

#### 4. IRIS BUSINESS SERVICES LLC

##### *Corporate Information:*

Iris Business Services LLC is a Company incorporated as a Limited Liability Company on April 23, 2009, under the provisions of the laws State of Delaware, United States of America and has its registered office at 111, Presidential Suite Suite 246, Bala Cynwyd, Pennsylvania, 19004. The current paid up capital of Iris Business Services LLC is Rs. 7.03 lakhs.

The Company is engaged in the business of providing business support and marketing services to IRIS Business Services Limited in India and operates principally in the USA to facilitate marketing activities of the parent company's products and services in the US market.

##### *Interest of Promoters:*

Our promoter, Mr. Swaminathan Subramaniam is the Managing Partner of Iris Business Services LLC. The Company is a wholly owned subsidiary of IRIS Business Services Limited and hence the entire shareholding of the Company is held by IRIS Business Services Limited.

##### *Un-Audited financial information:*

(Rs. in lakhs except NAV and EPS)

Particulars	2014-15	2015-16	2016-17
<b>Sales and Other Income</b>	NA	NA	NA
<b>Profit/(Loss) after Tax</b>	NA	NA	NA
Equity Capital	7.03	7.03	7.03
Reserves and Surplus	(1.75)	(2.29)	(2.29)
Earning/(Loss) per share	NA	NA	NA
Net Asset Value (In Rs.)	31.59	31.59	31.59

#### 5. FIN X SOLUTIONS

##### *Corporate Information:*

Fin X Solutions is a Sole Establishment holding License No. 648202 issued by the Department of Economic Development, Government of Dubai and has its office at PO Box 231400, United Arab Emirates. It is a Partnership among the promoter of our company, Mr. Swaminathan Subramaniam, Mr. Kishan Suryawanshi and Mr. Rahul Dhamne.

The Company is engaged in the business of computer software house, web design, internet content provider and computer graphic design services and operates principally in United Arab Emirates.

It is a vehicle established for our business engagements with regulators in UAE.

##### *Interest of Promoters:*

Our promoter, Mr. Swaminathan Subramaniam is the Managing Partner in and has 60% holding in the partnership firm.

**Related Party Transactions** For details on related party transactions please refer to “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 of this Prospectus.

***Other disclosures:***

Except as disclosed in this chapter, none of our Group Companies have remained defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing the Prospectus with Stock Exchange.

None of our Group Companies are under any winding up proceedings.

None of our Group Companies have taken any unsecured loans from our Company.

None of our Group Companies are listed on any of the Stock Exchanges and they have not made any public/rights issue in last five years. Further, no action has been taken against these companies by any Stock Exchange or SEBI.

**Companies with negative net worth**

None of our Group Companies except IRIS Business Services (Asia) Pte. Ltd. has negative Net Worth as per the last audited financial statements mentioned herein.

**Nature and Extent of Interest of Group Companies**

***i. In the promotion of our Company***

None of our Group Companies have any interest in the promotion of our Company.

***ii. In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus***

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus.

***iii. Related Business Transactions within the Group Companies and Significance on the Financial Performance of our Company***

For details, please see “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 of this Prospectus.

***iv. Unsecured Loans extended to our Group Company by our Company***

None of our Group Companies has been advanced a loan by our Company, as of March 31, 2017. For further details, please refer to the chapters titled “*Objects of Issue*” and “*Financial Statements, as restated – Annexure XXXIV – Restated Statement of Related Parties Transactions*” on page 157.

**Common Pursuits amongst the Group Companies with our Company**

All our Group Companies except IRIS Knowledge Foundation are involved in activities similar to those conducted by our Company.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises.

**Sale/Purchase between Group Companies and Subsidiaries exceeding in value in aggregate of 10% of total sales or purchases of our Company**

For details please refer to “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 of this Prospectus.

**Payment of Amount or Benefits to our Group Companies during the Last Two Years**

Except as stated in “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 of this Prospectus, no amount or benefits were paid or were

intended to be paid to our Group Companies during the last two years from the date of filing of this Prospectus.

**Business Interest of Group Entities**

Other than as stated above and as mentioned in “*Financial Statements, as restated – Annexure 27 – Restated Statement of Related Parties Transactions*” on page 157 of this Prospectus, none of our Group Entities have any business interest in our Company.

## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Annexure 27 of restated financial statement under the section titled, '*Financial Statements*' beginning on page 157 of this Prospectus.

## **DIVIDEND POLICY**

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions, and restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects. Our Company has no formal dividend policy. Our Company has not declared dividends during the last five Fiscals. For further details, please refer to chapter titled “*Financial Statements, as restated*” in the section titled “*Financial Information*” beginning on page 157 of this Prospectus. Our Company may also, from time to time, pay interim dividends.

**SECTION V- FINANCIAL STATEMENTS  
FINANCIAL STATEMENTS AS RESTATED**

<b>Particulars</b>	<b>Page No.</b>
Restated Standalone Financial Statements	<b>F-1</b>
Restated Consolidated Financial Statements	<b>F-46</b>

To  
The Board of Directors,  
IRIS Business Services Ltd.

Dear Sirs,

1) We have examined the attached Restated Standalone Financial Information of IRIS Business Services Ltd, which comprise of the Restated Summary Statement of Assets and Liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 the Restated Summary Statements of Profit and Loss and the Restated Summary Statement of Cash Flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and
- b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Standalone Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 8 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The management is also responsible for identifying and ensuring that the Company complies with the Act, Rules, ICDR Regulations.

2) We have examined such Restated Standalone Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 11<sup>th</sup> September 2017 in connection with the proposed issue of equity shares of the Company; and
- b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note").

3) These Restated Standalone Financial Information have been compiled by the management from the Audited Financial Statements as at March 31, 2017, 2016, 2015, 2014, and 2013 and for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of directors at their meetings held on September 11, 2017, September 14, 2016, September 1, 2015, July 29, 2014, June 20, 2013 respectively.

4) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

- a) The Restated Summary Statement of Assets and Liabilities of the Company as at March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by us, as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were



appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Financial Statements.

b) The Restated Summary Statement of Profit and Loss of the Company, for the years ending March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported by us, as set out in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Financial Statements.

c) The Restated Summary Statement of Cash Flows of the Company, for the years ended March 31, 2017, 2016, 2015, 2014, 2013 examined by us, as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Financial Statements.

d) The summary of significant accounting policies and notes to accounts of the company for the years ended March 31, 2017, 2016, 2015, 2014, 2013 examined by us, as set out in **Annexure IV** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Financial Statements.

e) Based on the above and according to the information and explanations given to us, we further report that the Restated Standalone Financial Information:

- (i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- (ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
- (iii) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments.

5) We have also examined the following restated standalone financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on September 11, 2017 for the years ended March 31, 2017, 2016, 2015, 2014 and 2013.

- a. Restated Standalone Summary statement of Share Capital as Note 3 to Annexure IV
- b. Restated Standalone Summary statement of Reserves & Surplus as Note 4 to Annexure IV
- c. Restated Standalone Summary statement of Long term Borrowings as Note 5 to Annexure IV
- d. Restated Standalone Summary statement of Deferred Tax Long term Borrowings as Note 6 to Annexure IV





- e. Restated Standalone Summary statement of Short Term Borrowings as Note 7 to Annexure IV
- f. Restated Standalone Summary statement of Trade Payables, as Note 8 to Annexure IV
- g. Restated Standalone Summary statement of Other Current Liabilities as Note 9 to Annexure IV
- h. Restated Standalone Summary statement of Short Term Provisions as Note 10 to Annexure IV
- i. Restated Standalone Summary statement of Fixed Assets and Statement of Depreciation & Amortisation expense as Note 11 to Annexure IV
- j. Restated Standalone Summary statement of Non-current Investments as Note 12 to Annexure IV
- k. Restated Standalone Summary statement of Long term Loans and Advances as Note 13 to Annexure IV
- l. Restated Standalone Summary statement of Other Non-Current Assets as Note 14 to Annexure IV
- m. Restated Standalone Summary statement of Trade Receivables as Note 15 to Annexure IV
- n. Restated Standalone Summary statement of Cash and Bank Balances as Note 16 to Annexure IV
- o. Restated Standalone Summary statement of Short Term Loans and Advances as Note 17 to Annexure IV
- p. Restated Standalone Summary statement of Other Current Assets as Note 18 to Annexure IV
- q. Restated Standalone Summary statement of Revenue from Operations as Note 19 to Annexure IV
- r. Restated Standalone Summary statement of Other Income as Note 20 to Annexure IV
- s. Restated Standalone Summary statement of Employee Benefit Expenses as Note 21 to Annexure IV
- t. Restated Standalone Summary statement of Finance Cost as Note 22 to Annexure IV
- u. Restated Standalone Summary statement of Depreciation and amortization expense as Note 23 to Annexure IV
- v. Restated Standalone Summary statement of Other Expenses as Note 24 to Annexure IV
- w. Statement of additional information to the Restated Standalone Financial Statements in Note 25 to 33 to Annexure IV
- x. Restated Standalone Adjustments for Restatement of Profit and Loss as Annexure V
- y. Restated Standalone statement of Accounting Ratios as Annexure VI
- z. Restated Standalone Statement of Capitalization as Annexure VII
- aa. Restated Standalone Statement of tax shelter as Annexure VIII
- bb. Restated Standalone Statement of Dividend paid/proposed as Annexure IX

According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information and the above restated financial information contained in Annexures I to IX accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

6) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new 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) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Bombay Stock Exchange and Registrar of Companies, Maharashtra in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For M.P.Chitale & Co.**

Chartered Accountants

Firm's registration number: 101851W



**Viraj Londhe**

Partner

Membership Number 45761

Mumbai

Date: September 14, 2017

**IRIS BUSINESS SERVICES LIMITED**  
**Restated Standalone Summary Statement of Assets and Liabilities**

**ANNEXURE-I**  
(Rupees in lakhs)

Particulars	Note No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>						
<b>1 Shareholders' funds</b>						
(a) Share capital	3	693.76	693.76	693.76	693.76	693.76
(b) Reserves and surplus	4	1,298.59	2,299.09	2,873.84	2,609.69	1,811.21
<b>2 Non-current liabilities</b>						
(a) Long-term borrowings	5	983.62	1,212.72	397.36	808.35	935.09
(b) Deferred tax liabilities (Net)	6	49.50	205.93	229.23	305.99	173.64
<b>3 Current liabilities</b>						
(a) Short-term borrowings	7	542.70	329.42	275.84	78.88	301.87
(b) Trade payables	8					
(i) Total outstanding dues of Micro, Small, and Medium Enterprises		2.04	2.09	-	-	-
(ii) Total outstanding dues of creditors other than Micro, Small and Medium Enterprises		289.24	99.41	332.64	131.54	200.35
(c) Other current liabilities	9	733.31	329.97	370.10	482.12	942.93
(d) Short-term provisions	10	1,456.30	1,225.43	1,153.61	1,007.85	645.15
<b>Total</b>		<b>6,049.06</b>	<b>6,397.82</b>	<b>6,326.38</b>	<b>6,118.18</b>	<b>5,704.00</b>
<b>II. ASSETS</b>						
<b>1 Non-current assets</b>						
(a) Fixed assets	11					
(i) Tangible assets		1,057.71	1,108.49	1,165.55	1,396.23	1,472.06
(ii) Intangible Assets		951.16	633.87	1,014.80	1,345.03	553.89
(iii) Intangible Assets under development		1,768.83	2,008.26	836.35	-	829.77
(iv) Capital Work in Progress		-	-	-	-	-
Net Block		3,777.70	3,750.62	3,016.70	2,741.26	2,855.73
(b) Non Current Investments	12	122.15	122.15	115.03	118.98	126.01
(c) Long-term loans and advances	13	4.74	5.23	159.62	158.70	156.95
(d) Other Non Current Assets	14	33.84	21.57	211.12	13.85	15.38
<b>2 Current assets</b>						
(a) Current Investments		-	-	-	-	-
(b) Inventories		-	-	-	-	-
(c) Trade receivables	15	770.69	564.00	1,077.32	1,515.00	948.41
(d) Cash and Bank Balances	16	10.20	584.59	204.57	395.42	884.86
(e) Short-term loans and advances	17	55.88	7.78	279.61	53.82	19.49
(f) Other Current Assets	18	1,273.85	1,341.87	1,262.41	1,121.15	697.17
<b>Total</b>		<b>6,049.06</b>	<b>6,397.82</b>	<b>6,326.38</b>	<b>6,118.18</b>	<b>5,704.00</b>

See accompanying notes forming part of the restated financial information 1 - 34  
In terms of our report attached

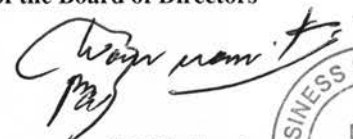
For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W

**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

Date :- September 14, 2017

On behalf of the Board of Directors

  
**S Swaminathan**  
Director  
DIN: 01185930

  
**K Balachandran**  
Director  
DIN:00080055



Date : September 11, 2017

FS

**IRIS BUSINESS SERVICES LIMITED**  
Restated Standalone Summary Statement of Profit and Loss

**ANNEXURE- II**  
(Rupees in lakhs)

Particulars	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I. Revenue from operations	19	2,717.12	3,210.39	5,417.79	6,699.37	6,233.86
II. Other income	20	16.75	66.15	153.89	66.32	54.08
<b>III. Total Revenue (I + II)</b>		<b>2,733.87</b>	<b>3,276.54</b>	<b>5,571.68</b>	<b>6,765.70</b>	<b>6,287.94</b>
IV. Expenses:						
Employee benefits expense	21	1,548.90	1,589.72	2,363.14	3,084.86	2,905.46
Finance costs	22	208.24	167.80	138.98	183.77	134.98
Depreciation and amortization expense	23	461.19	456.38	549.60	375.58	431.02
Other expenses	24	1,532.29	1,854.99	2,188.25	1,928.52	1,615.55
<b>IV. Total expenses</b>		<b>3,750.62</b>	<b>4,068.90</b>	<b>5,239.97</b>	<b>5,572.72</b>	<b>5,087.01</b>
<b>V. Profit before tax (III- IV)</b>		<b>(1,016.75)</b>	<b>(792.36)</b>	<b>331.71</b>	<b>1,192.97</b>	<b>1,200.93</b>
VI. Exceptional Items	24A	43.77	(194.30)	3.95	0.00	258.76
<b>VIII. Profit before tax and extraordinary items (V-VI)</b>		<b>(1,060.52)</b>	<b>(598.05)</b>	<b>327.76</b>	<b>1,192.97</b>	<b>942.17</b>
IX. Tax expense:						
(1) Current tax		-	-	66.37	250.05	239.65
(2) Deferred tax		(156.43)	(23.31)	(76.76)	132.36	6.60
(3) MAT credit entitlement		-	-	-	-	-
(4) Tax adjustment on restatement / assessment		-	96.41	-	12.83	-
<b>IX. Total Taxes</b>		<b>(156.43)</b>	<b>73.11</b>	<b>(10.39)</b>	<b>395.24</b>	<b>246.25</b>
<b>X. Profit before extraordinary items (VIII-IX)</b>		<b>(904.09)</b>	<b>(671.16)</b>	<b>338.15</b>	<b>797.73</b>	<b>695.93</b>
XI. Extraordinary items		-	-	-	-	-
<b>XII. Profit (Loss) for the period (X-XI)</b>		<b>-904.09</b>	<b>-671.16</b>	<b>338.15</b>	<b>797.73</b>	<b>695.93</b>
XIII. Earnings per equity share:	25					
Basic		(13.03)	(9.67)	4.87	11.50	10.03
Diluted		(13.03)	(9.67)	4.87	11.50	10.03

See accompanying notes forming part of the restated financial information I - 34  
In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W

**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

Date :- *September 14, 2017*

On behalf of the Board of Directors

*S. Swaminathan*  
**S Swaminathan**  
Director  
DIN: 01185930

Date : September 11, 2017

*K. Balachandran*  
**K Balachandran**  
Director  
DIN:00080055



**IRIS BUSINESS SERVICES LIMITED**  
**Restated Standalone Summary Statement of Cash Flows**

**ANNEXURE-III**  
(Rupees in lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b>A. Cash flow from Operating Activities</b>					
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>	(1,016.75)	(792.36)	331.71	1,192.97	1,200.93
Adjustments for :					
Depreciation & Amortisation Exp.	461.19	456.38	549.60	375.58	430.28
Loss (Profit) on Sale of Assets	6.06	-	(0.00)	2.42	4.53
IRIS Business Services balance written off recorded in Misc. exp	-	-	-	3.25	-
SCB loan excess payment write off in Misc. Exp	-	-	-	0.27	-
Impairment of Fixed Assets	43.77				254.23
Diminution in Non Current Investment			3.95		
Prior Period adjustments related to depreciation				7.97	
Prior Period Adjustments (Net) Expense / (Income)					-2.08
Prior Period adjustments related to Interest				0.02	
Provision for Gratuity					45.00
Exceptional items non cash adjustments during the year	(43.77)	194.30	(3.95)		(258.76)
Interest Income	(7.60)	(40.33)	(84.43)	(48.10)	(25.51)
Preliminary Expenses Written off					
Finance Cost	197.06	158.17	127.74	183.77	132.18
<b>Operating Profit before working capital changes</b>	<b>-360.04</b>	<b>-23.84</b>	<b>924.62</b>	<b>1,718.15</b>	<b>1,780.79</b>
<b>Changes in Working Capital</b>					
Trade receivable	(206.69)	513.32	437.68	(566.59)	(102.91)
Other Loans and advances receivable	(47.61)	519.80	(320.29)	(36.08)	21.91
Other current assets	0.91	(18.53)	120.67	(98.33)	(87.03)
Other non-current assets	(12.27)	187.54	(197.81)	2.32	(4.36)
Inventories	-	-	-	-	-
Trade Payables	189.78	(264.87)	201.10	(68.81)	82.35
Balance of cash credit facilities	213.28	53.57	196.96	0.00	301.32
Other Current Liabilities	402.79	(39.37)	(278.40)	(14.20)	213.31
Short Term Borrowings	-	-	-	-	11.53
Short term Provisions	231.44	90.51	80.65	105.24	
<b>Total</b>	<b>771.63</b>	<b>1,041.98</b>	<b>240.58</b>	<b>-676.44</b>	<b>436.12</b>
<b>Net Cash Flow from Operation</b>	<b>411.59</b>	<b>1,018.13</b>	<b>1,165.20</b>	<b>1,041.70</b>	<b>2,216.92</b>
Less : Income Tax paid	(35.54)	(131.67)	(189.16)	(320.12)	(244.36)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>376.05</b>	<b>886.46</b>	<b>976.04</b>	<b>721.58</b>	<b>1,972.56</b>
<b>B. Cash flow from investing Activities</b>					
Purchase of Fixed Assets (Net)	(23.90)	(16.38)	(62.17)	(45.55)	(1,242.73)
Increase in Fixed Deposits with Maturity of more than 12 months				(1.32)	
Inhouse software products capitalisation	(514.20)	(1,171.91)	(836.35)	(225.02)	(764.24)
Sale of Fixed Assets			0.00	0.35	0.42
Redemption / (Investment) of Fixed Deposit					(43.25)
Investment in subsidiary		(7.12)			
Interest Income	13.83	37.60	95.81	37.80	28.72
<b>Total</b>	<b>(524.26)</b>	<b>(1,157.81)</b>	<b>(802.70)</b>	<b>(233.74)</b>	<b>(2,021.07)</b>
<b>Net Cash Flow from Investing Activities (B)</b>	<b>-524.26</b>	<b>-1,157.81</b>	<b>-802.70</b>	<b>-233.74</b>	<b>-2,021.07</b>

(Rupees in lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b>C. Cash Flow From Financing Activities</b>					
Fresh Loan/(Repayment) of term loans during the year(net)	(229.10)	815.36	(234.03)	(349.92)	854.69
Increase / (decrease) in Balance of cash credit facilities				(223.00)	
Interest Paid	(197.06)	(163.99)	(130.16)	(404.37)	(80.95)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(426.16)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(977.29)</b>	<b>773.74</b>
<b>D. Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(574.38)</b>	<b>380.02</b>	<b>(190.85)</b>	<b>(489.44)</b>	<b>725.23</b>
E. Opening Cash & Cash Equivalents	584.58	204.56	395.42	884.86	158.63
<b>F. Cash and cash equivalents at the end of the period</b>	<b>10.20</b>	<b>584.58</b>	<b>204.56</b>	<b>395.42</b>	<b>884.86</b>
<b>G. Cash And Cash Equivalents Comprise :</b>					
Cash	0.14	1.03	0.06	0.12	0.21
<b>Bank Balance :</b>					
Current Account	7.92	128.35	138.26	50.30	644.64
Deposit Account	2.15	455.21	66.24	345.00	240.00
<b>Total</b>	<b>10.20</b>	<b>584.58</b>	<b>204.56</b>	<b>395.42</b>	<b>884.86</b>

See accompanying notes forming part of the restated financial information 1 - 34  
In terms of our report attached


For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W



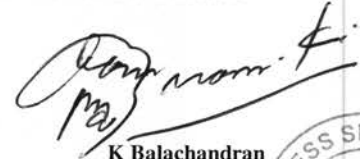
**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

Date :- **September 14, 2017**

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930



**K Balachandran**  
Director  
DIN:00080055

Date : September 11, 2017



## **Annexure IV Notes forming part of the Restated Standalone Financial Statements**

### **1. CORPORATE INFORMATION**

IRIS Business Services Limited (“IRIS” or the “Company”) is a public limited company domiciled and headquartered in India and incorporated under the Companies Act, 1956. The registered office of the company is located at T-231, Tower 2,3<sup>rd</sup> Floor, international Infotech Park, Vashi, Navi Mumbai – 400703.

The company is one of the first providers of full professional XBRL products and solutions to organizations globally. The Company has over eighteen years of proven expertise in the financial information management space, providing customized technology solutions for data and content management, for the dissemination of information to investors and stock exchanges and for effective content management to institutional clients. The Restated Summary Statement of Assets and Liabilities of the Company as at March 31, 2017, 2016, 2015, 2014, and 2013 and the related Restated Summary Statement of Profit and Loss and Restated Summary Statement of Cash Flows for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 (hereinafter collectively referred to as “Restated Standalone Financial Statements” have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with proposed Initial Public Offering through Offer for Sale (IPO) of its equity shares. These Restated Unconsolidated Financial Statements have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the SEBI regulations”) as amended from time to time.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **a. Basis of preparation of Financial Statements**

These restated standalone financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’).

The accounts have been prepared on historical cost basis using the accrual basis of accounting. The preparation of restated standalone financial statements as per this policy requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the restated standalone financial statements are prudent and reasonable. Future results could differ from these estimates.

#### **b. Revenue Recognition**

Revenue is recognized when no significant uncertainty exists as to either the measurement or ultimate realization of the same.

##### Revenue from Operations

- i. Revenue from contracts including hosting and maintenance contracts , development or customization of software, advertisement and data conversion services is measured using the proportionate

completion method and are recognised, provided at the time of performance it is not unreasonable to expect ultimate collection.

- ii. Revenue from sale of software/ software licenses which do not involve any customization are recognized upon delivery of the software to the clients and Renewal subscription income is recognized as revenue as & when the subscriptions are received.

Other Income

- i. Interest on Bank deposits is recognized on accrual basis.
- ii. Rental income is recorded on accrual basis.
- iii. Any other income is recognized on accrual basis, when no significant uncertainty as to measurability or collectability exists.

**c. Fixed Assets**

Tangible Fixed Assets are stated at the cost of acquisition less accumulated depreciation. Cost includes incidental expenses incurred during the acquisition/ installation, and excludes taxes and duties for which credit has been claimed.

Intangible assets are recorded at the consideration paid for acquisition of such asset and are carried at cost less accumulated amortisation and impairment.

Capitalisation of Expenses incurred for development of software:

Costs incurred in the development of proprietary software products have been classified and grouped under the heads "Software Developed In-House" & "Intangible Assets under Development" under Fixed Assets as per the recognition criteria laid down under AS 26 .

**d. Depreciation & Amortization**

For the Financial years 2012-13 and 2013-14, the depreciation was provided at rates specified and in the manner prescribed by Schedule XIV to the Companies Act, 1956.

For the Financial years 2014-15, 2015-16 and 2016-17, tangible fixed assets are depreciated on straight line basis over the useful life as specified in Schedule II of Companies Act, 2013.

Individual assets whose cost does not exceed Rupees 5,000/- are depreciated fully in the year of purchase.

Where the asset capitalized has a fixed useful life, as in the case of software licenses, the same are written off over the said useful life.

Leasehold Property is being amortised over the remaining leasehold period on straight-line basis.

Software products both proprietary and purchased are amortized over a period of 5 to 6 years, the amortization commences once the said product is available for use.

**e. Impairments**

The carrying amounts of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

**f. Investments**

Long term investments are stated at cost, and provision for diminution is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments. Short term investments are valued at lower of cost and net realizable value.



**g. Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed. Contingent assets are not recognized in the restated standalone financial statements.

**h. Miscellaneous Expenditure (Not Written Off)**

Preliminary and other miscellaneous expenses are written off as and when incurred in accordance with the provisions of accounting standard 26

**i. Foreign Currency Transactions**

The functional currency of the Company is the Indian Rupee.

Transactions denominated in foreign currency are recorded using the RBI exchange rates prevailing on the date of transaction, with the loss or gain arising on final settlement being adjusted in the Profit & Loss A/c.

The monetary items denominated in the foreign currency as at the end of the year are translated using the RBI exchange rates prevailing on the date of the balance sheet and the corresponding loss or gain on translation adjusted in the Profit & Loss A/c.

**j. Prepaid Expenses**

Expenses which are incurred in one year and which spill over to the subsequent years are recognised as prepaid on proportionate basis only if such prepaid amount exceeds Rupees. 5,000/-.

**k. Employee Benefits**

Short-term employee benefits including salaries, wages, bonus and other benefits are recognized as expenses at the actual value as per contractual terms & charged to the profit and Loss Account for the year in which the related service is rendered.

The employees are eligible for leave as per leave policy of the company. The un-utilised leave can be carried forward and utilised during the course of employment. No encashment is allowed of unutilised leave. The obligation for the leave encashment is recognised based on an independent actuarial valuation at the Balance Sheet date. The expense is recognized in the statement of profit and loss at the present value of the amount payable determined based on actuarial valuation using "projected unit credit method".

The Company has provided for gratuity payable to employees on the basis of actuarial valuation carried out by an independent actuary as per Projected Unit Credit Method carried out at the closed of the year. The Company makes annual contributions in respect of those employees who have completed five years in service, to the Group Gratuity Cash Accumulation Scheme of the LIC, which is a funded defined benefit plan.

**l. Taxation**

Provision for taxation is made on the basis of taxable profits computed for the current accounting period in accordance with the Income Tax Act 1961.

Deferred tax resulting from timing difference between Book Profits and Tax Profits is accounted for at applicable rate of tax to the extent the timing difference are expected to be crystallized. In case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax assets with virtual certainty that there would be adequate future income against which Deferred Tax Assets can be realized.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes total MAT credit balance available as an asset in a year when it is first actually utilized. Once the "MAT credit Entitlement" asset is recognized, the Company will review this asset at each reporting date and will be recognized only to the extent to which it will be utilized during the subsequent period.

**m. Leases**

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Rental charges over the term of such leases, after taking in to account the escalation clause, are charged to the Profit and Loss Account on a straight line basis over the extended lease term.

**n. Service Tax**

Service tax is accounted in accordance with the Guidance note on Accounting of Service Tax issued by ICAI. Accordingly input credit to the extent not utilized for payment of service tax accounted as asset as it would be available for adjustment against Service Tax payable in the future.

**IRIS BUSINESS SERVICES LIMITED**

**Note 3 - Restated Standalone Summary Statement of Share Capital**

(Rupees in lakhs)

Share Capital	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015		As at 31st March 2014		As at 31 March 2013	
	Number	Amt. Rs.	Number	Amt. Rs.	Number	Amt. Rs.	Number	Amt. Rs.	Number	Amt. Rs.
<b>Authorised</b>										
Equity Shares of Rs.10 each	80.00	800.00	80.00	800.00	80.00	800.00	80.00	800.00	80.00	800.00
<b>Issued</b>										
Equity Shares of Rs.10 each	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
<b>Subscribed &amp; Paid up</b>										
Equity Shares of Rs.10 each fully paid up	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
<b>Total</b>	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76

**Note 3.1 RECONCILIATION OF NUMBER OF SHARES**

Particulars	Equity Shares		Equity Shares		Equity Shares		Equity Shares	
	Number	Amt. Rs.	Number	Amt. Rs.	Number	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
Shares Issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76

**Note 3.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.**

Name of Shareholder	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015		As at 31st March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
S Swaminathan	24.36	35.11%	24.36	35.11%	24.36	35.11%	24.36	35.11%	24.36	35.11%
Subhkam Growth fund	19.54	28.16%	19.54	28.16%	19.54	28.16%	19.54	28.16%	19.54	28.16%
Deepta Rangarajan	7.21	10.39%	7.21	10.39%	7.21	10.39%	7.21	10.39%	7.21	10.39%
K Balachandran	5.52	7.96%	5.52	7.96%	5.52	7.96%	5.52	7.96%	5.52	7.96%
	56.63	81.63%	56.63	81.63%	56.63	81.63%	56.63	81.63%	56.63	81.63%

**Rights, preferences and restrictions attached to equity shares**

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

**IRIS BUSINESS SERVICES LIMITED**
**NOTE - 4 Restated Standalone Summary Statement of Reserves and Surplus**

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013
<b>A. Securities Premium Account</b>					
Opening Balance	701.15	701.15	701.15	701.15	701.15
Add : Securities premium credited on Share issue	-	-	-	-	-
<u>Less : Premium Utilised for various reasons</u>					
For Issuing Bonus Shares	-	-	-	-	-
Closing Balance	701.15	701.15	701.15	701.15	701.15
General Reserves	4.75	4.75	4.75	4.75	4.75
<b>B. Surplus</b>					
Opening balance	1,593.20	2,167.94	1,903.79	1,105.31	409.39
(+) Net Profit/(Net Loss) For the current year	(1,000.51)	(574.75)	338.15	797.73	695.93
(-) Transfer for Issue of Bonus Shares	-	-	-	-	-
(-) Adjustment in F.A as per Companies Act,2013	-	-	74.00	-	-
<b>Closing Balance</b>	<b>592.69</b>	<b>1,593.20</b>	<b>2,167.94</b>	<b>1,903.79</b>	<b>1,105.31</b>
<b>Total</b>	<b>1,298.59</b>	<b>2,299.09</b>	<b>2,873.84</b>	<b>2,609.69</b>	<b>1,811.21</b>

**NOTE - 5 Restated Standalone Summary Statement of Long Term Borrowing**

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>Secured</b>					
(a) Term loans					
<b>From Bank &amp; Financial Institutions</b>					
- Term Loan	983.62	1,212.72	397.36	808.35	935.09
For security and other details refer note 5.1					
<b>Total</b>	<b>983.62</b>	<b>1,212.72</b>	<b>397.36</b>	<b>808.35</b>	<b>935.09</b>
<b>Unsecured</b>					
(b) Loans and advances from related parties	-	-	-	-	-
(c) Loans and Advances from Bank & Financial Institutions					
- Business Loans from Banks	-	-	-	-	-
- Business Loans from Financial Institutions	-	-	-	-	-
<b>Sub-total (b) + (c)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>983.62</b>	<b>1,212.72</b>	<b>397.36</b>	<b>808.35</b>	<b>935.09</b>
<b>Penalty (Standard Chartered Bank)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.29</b>	<b>-</b>

**Note 5.1**

2016-17,2015-16,2014-15	2013-14	2012-13
· (Secured against Property at T-231, 3rd Floor, Tower No. 2, International Infotech Park, Vashi, Navi Mumbai-400703)  · Loan Sanctioned Rs.16,00,00,000 on 16th March 2015  · Interest Rate -Base rate +1.15%p.a.(variable)  · Current Interest Rate 11.35% (Previous year 11.35%)  · Repayable in 84 months in 28 quarterly instalments  · This loan is guaranteed by executive directors of the company	· #from Standard Chartered Bank  · (Secured against Property at T-231, 3rd Floor, Tower No. 2, Vashi International Infotech Park, Sector 30A, Vashi – 400 705)  · Terms of Repayment 127months	· # from ICICI HFC Ltd  · (Secured By Lien against Director's property)  · Terms of Repayment 102 Months  · # from Standard Chartered  · (Secured against Property)  · Terms of Repayment 127 months

**IRIS BUSINESS SERVICES LIMITED**

**NOTE - 6 Restated Standalone Summary Statement of Deferred Tax Liabilities (Net)**

(Rupees in lakhs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
WDV as per Books	3,777.70	3,750.62	3,016.70	2,741.26	2,856.47
WDV as per IT	2,864.40	2,948.07	2,023.99	1,593.08	2,347.32
Time Difference	913.30	802.55	992.71	1,148.18	509.15
Depreciation	282.21	260.39	328.22	372.53	173.06
Gratuity Provision	(52.50)	(52.18)	(98.78)	(67.36)	
Provision for Bad Debts	(39.46)	(1.01)			(0.47)
Unpaid Bonus allowed on payment basis	(140.75)				
Diminution in investment value		(1.28)	-0.87		
Credit available for MAT paid					
Preliminary Expense W/O			0.67	0.83	1.05
Disallowance u/s 43B					
Brought forward Unabsorbed Loss & Depreciation					
<b>Net Transfer to P &amp; L A/c</b>	<b>(156.43)</b>	<b>(23.31)</b>	<b>(76.76)</b>	<b>132.36</b>	<b>6.60</b>
As per B/s					
Will be based on restated figures					
<b>As per B/s</b>	<b>49.50</b>	<b>205.93</b>	<b>229.23</b>	<b>305.99</b>	<b>173.64</b>

**Minimum Alternative Tax**

**(MAT) Credit**

In accordance with accounting policy of the company, MAT credit balance is not recognised as an asset. The amount is as follows:

(Rupees in lakhs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
MAT credit balance	375.55	375.55	375.55	375.55	248.01

NOTE - 7 Restated Standalone Summary Statement of Short Term Borrowing

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<u>Secured</u> (a) Working Capital Loans	542.70	329.42	275.84	78.88	301.87
<b>Total</b>	<b>542.70</b>	<b>329.42</b>	<b>275.84</b>	<b>78.88</b>	<b>301.87</b>

Note 7.1

2016-17	2015-16	2014-15	2013-14	2012-13
<p>· Loan Sanctioned ₹ 7,00,00,000 on 19th September 2016 by Federal Bank</p> <p>· Interest Rate - Base rate + 2.01% p.a. (variable)</p> <p>· Current Interest Rate 11.53% (Previous year 11.35%)</p> <p>· This loan is guaranteed by executive directors of the company</p>	<p>· Loan Sanctioned ₹ 5,00,00,000 by Federal Bank</p> <p>· Interest Rate - Base rate + 2.01% p.a. (variable)</p> <p>· This loan is guaranteed by executive directors of the company</p>	<p>(Secured By Hypothecation of Receivables)</p> <p>ICICI Bank</p> <p>Loan Sanctioned ₹ 4,00,00,000 on 16th March 2013</p> <p>Interest Rate - Base rate + 3.25% p.a.</p> <p>Current Interest Rate 11.35% (Previous year NA)</p> <p>Balance outstanding as on 31.03.2015 is ₹ Nil</p> <p>Balance outstanding as on 31.03.2014 is ₹ 78,87,757</p> <p>This loan was guaranteed by executive directors of the company</p>		<p>· (Secured By Hypothecation of Receivables with collateral security in the form of Fixed Deposit of ₹1,50,00,000/- with SBI &amp; WDV of freehold plant &amp; machinery, furniture &amp; fixtures &amp; office equipment valued at ₹ 2,80,38,000/-)</p> <p>· from other parties</p> <p>· (The above loan is guaranteed to the extent of ₹3,00,00,000/- by the Directors)</p> <p>· (Secured By Hypothecation of Receivables with collateral security in the</p>

	<p>Federal Bank</p> <p>Loan Sanctioned ₹ 5,00,00,000 on 16th March 2015</p> <p>Interest Rate - Base rate + 1.90% p.a. (variable)</p> <p>Current Interest Rate 12.10% (Previous year NA)</p> <p>Balance outstanding as on 31.03.2015 is ₹ 2,73,87,449</p> <p>Balance outstanding as on 31.03.2014 is ₹ Nil</p> <p>This loan is guaranteed by executive directors of the company</p> <p>Standard Chartered Bank</p> <p>Loan Sanctioned ₹ 5,00,00,000 on 26th February 2014</p> <p>Interest Rate - Base rate + 2.50% p.a. (variable)</p> <p>Balance outstanding as on 31.03.2015 is ₹ 1,96,790</p> <p>Balance outstanding as on 31.03.2014 is ₹ 2,50,000</p> <p>This loan is guaranteed by executive directors of the company</p>	<p>form of Fixed Deposit of ₹ 1,50,00,000/- with ICICI Bank)</p>
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**NOTE - 8 Restated Standalone Summary Statement of Trade Payable**

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(a) Micro, Small and Medium Enterprise	2.04	2.09	-	-	-
(b) Others	289.24	99.41	332.64	131.54	200.35
<b>Total</b>	<b>291.28</b>	<b>101.50</b>	<b>332.64</b>	<b>131.54</b>	<b>200.35</b>

**NOTE - 9 Restated Standalone Summary Statement of Other Current Liabilities**

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(i) Current maturities of Long Term Debt (i.e. Term Liability classified as current)	227.85	227.85	227.85	50.90	273.81
(ii) Statutory Remittance	-	-	-	-	-
(iii) Due against Capital Expenditure	33.36	19.68	30.62	44.55	72.89
(iv) Other Payables (Specify Nature)	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>472.11</b>	<b>82.43</b>	<b>111.63</b>	<b>386.67</b>	<b>596.23</b>
	<b>733.31</b>	<b>329.97</b>	<b>370.10</b>	<b>482.12</b>	<b>942.93</b>

**NOTE - 10 Restated Standalone Summary Statement of Short Term Provisions**

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>Provision For</b>					
<b>(a) Employee benefits</b>					
(i) Contribution to PF	3.04	3.60	8.65	0.50	1.15
(ii) Worker Salary Payable	-	315.43	2.60	95.60	88.02
(iii) Gratuity Provisions	141.38	117.63	298.76	207.60	155.83
<b>(b) Others (Specify nature)</b>					
(i) Income Tax	690.21	690.22	690.22	633.27	375.15
(ii) Other Expenses	621.68	98.56	153.38	70.88	24.99
<b>Total</b>	<b>1,456.30</b>	<b>1,225.43</b>	<b>1,153.61</b>	<b>1,007.85</b>	<b>645.15</b>



Fixed Assets	Balance as at 1 April 2012	Gross Block			Balance as at 31 March 2013	Accumulated Depreciation				Net Block			
		Additions	Disposals	Balance as at 31 March 2014		Balance as at 1 April 2012	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2013	Balance as at 31 March 2013	Balance as at 31 March 2012	
<b>Tangible Assets</b>													
Building	-	1,070.94	-	1,070.94	-	9.13	-	-	-	9.13	-	1,061.81	-
Plant and Machinery	466.59	82.01	24.18	524.43	171.65	73.31	-	20.11	-	224.85	299.57	294.94	462.29
Furniture & Fixture	79.17	13.48	1.54	91.11	32.88	6.45	-	1.54	-	37.79	53.32	46.29	30.88
Office Equipments	41.63	29.97	1.60	69.99	10.75	2.60	-	0.72	-	12.63	57.37	30.88	30.88
<b>Total</b>	<b>587.39</b>	<b>1,196.39</b>	<b>27.32</b>	<b>1,756.47</b>	<b>215.28</b>	<b>91.49</b>	<b>-</b>	<b>22.37</b>	<b>-</b>	<b>284.40</b>	<b>1,472.06</b>	<b>372.11</b>	<b>372.11</b>
<b>Intangible Assets</b>													
Database	6.00	-	-	6.00	2.19	0.29	-	-	-	2.47	3.53	3.82	3.82
URL	5.00	-	-	5.00	3.93	0.46	-	-	-	4.39	0.61	1.07	1.07
Software developed in house	1,206.03	246.92	-	1,452.94	434.12	290.59	254.23	-	-	724.71	474.00	771.90	771.90
Computer Software	91.46	46.34	-	137.80	14.38	47.67	-	-	-	62.06	75.75	77.08	77.08
Intangible Assets under development	312.45	764.24	246.92	829.77	-	-	-	-	-	-	829.77	312.45	312.45
<b>Total</b>	<b>1,620.94</b>	<b>1,057.49</b>	<b>246.92</b>	<b>2,431.52</b>	<b>454.62</b>	<b>339.01</b>	<b>254.23</b>	<b>-</b>	<b>-</b>	<b>793.63</b>	<b>1,383.66</b>	<b>1,166.32</b>	<b>1,166.32</b>
<b>Gross Total</b>	<b>2,208.34</b>	<b>2,253.89</b>	<b>274.24</b>	<b>4,187.98</b>	<b>669.90</b>	<b>430.49</b>	<b>254.23</b>	<b>22.37</b>	<b>-</b>	<b>1,078.03</b>	<b>2,855.73</b>	<b>1,538.43</b>	<b>1,538.43</b>

(Rupees in lakhs)

Fixed Assets	Balance as at 1 April 2013	Gross Block			Balance as at 31 March 2014	Accumulated Depreciation				Net Block			
		Additions	Disposals	Balance as at 31 March 2014		Balance as at 1 April 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013	
<b>Tangible Assets</b>													
Building	1,070.94	-	-	1,070.94	9.13	19.47	0.01	-	-	28.59	1,042.34	1,061.81	1,061.81
Plant and Machinery	524.43	36.60	25.36	535.67	224.85	74.65	8.28	24.64	-	283.14	252.53	299.57	299.57
Furniture & Fixture	91.11	0.70	-	91.81	37.79	5.20	0.84	-	-	43.83	47.97	53.32	53.32
Office Equipments	69.99	0.16	2.72	67.43	12.63	3.23	1.41	0.40	-	14.04	53.39	57.37	57.37
<b>Total</b>	<b>1,756.47</b>	<b>37.45</b>	<b>28.07</b>	<b>1,765.85</b>	<b>284.40</b>	<b>102.55</b>	<b>7.70</b>	<b>25.04</b>	<b>-</b>	<b>369.61</b>	<b>1,396.23</b>	<b>1,472.06</b>	<b>1,472.06</b>
<b>Intangible Assets</b>													
Database	6.00	-	-	6.00	2.47	0.29	0.00	-	-	2.76	3.25	3.53	3.53
URL	5.00	-	-	5.00	4.39	0.46	-	-	-	4.85	0.15	0.61	0.61
Software in house products	1,448.70	1,054.79	743.30	1,760.19	723.87	246.22	-	489.07	-	481.01	1,279.17	470.61	470.61
Computer Software	142.04	8.10	-	150.14	62.90	25.53	0.00	-	-	87.69	62.45	79.14	79.14
Intangible Assets under development	829.77	225.02	1,054.79	-	-	-	-	-	-	-	-	829.77	829.77
<b>Total</b>	<b>2,431.52</b>	<b>1,287.90</b>	<b>1,798.09</b>	<b>1,921.33</b>	<b>793.63</b>	<b>272.49</b>	<b>0.00</b>	<b>489.07</b>	<b>-</b>	<b>576.31</b>	<b>1,345.03</b>	<b>1,383.66</b>	<b>1,383.66</b>
<b>Gross Total</b>	<b>4,187.98</b>	<b>1,325.35</b>	<b>1,826.16</b>	<b>3,687.18</b>	<b>1,078.03</b>	<b>375.04</b>	<b>7.71</b>	<b>514.12</b>	<b>-</b>	<b>945.92</b>	<b>2,741.26</b>	<b>2,855.73</b>	<b>2,855.73</b>

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block			
	Balance as at 1 April 2014	Additions/ (Disposals)	Disposals	Balance as at 1 April 2014	Depreciation charge for the year	Adjustment due to revaluations	Balance as at 31 March 2015	Balance as at 31 March 2014		
<b>Tangible Assets</b>										
Building	1,070.94	-	-	28.59	19.47	-	48.07	1,022.87		
Plant and Machinery	535.67	17.10	2.45	283.14	130.04	58.53	469.27	81.05		
Furniture & Fixture	91.81	-	-	43.83	12.18	-	56.02	35.79		
Office Equipments	67.43	-	-	14.04	15.34	12.22	41.60	25.84		
<b>Total</b>	<b>1,765.85</b>	<b>17.10</b>	<b>2.45</b>	<b>369.61</b>	<b>177.03</b>	<b>70.75</b>	<b>614.95</b>	<b>1,165.55</b>		
<b>Intangible Assets</b>										
Database	6.00	-	-	2.76	0.15	3.25	6.00	3.25		
URL	5.00	-	-	4.85	19.00	-	5.00	0.15		
Computer Software	150.14	45.07	-	87.69	352.89	-	106.69	88.51		
Software	1,760.19	-	-	481.01	-	-	833.90	926.29		
Intangible Assets under development	-	836.35	-	-	-	-	-	836.35		
<b>Total</b>	<b>1,921.33</b>	<b>881.41</b>	<b>-</b>	<b>576.31</b>	<b>372.04</b>	<b>3.25</b>	<b>951.60</b>	<b>1,851.15</b>		
<b>Gross Total</b>	<b>3,687.18</b>	<b>898.51</b>	<b>2.45</b>	<b>945.92</b>	<b>549.07</b>	<b>74.00</b>	<b>1,566.54</b>	<b>3,016.70</b>		
<b>Fixed Assets</b>										
	Balance as at 1 April 2015	Gross Block Additions	Disposal/ Adjustment	Balance as at 1 April 2015	Depreciation charge for the year	Accumulated Depreciation Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at 31 March 2016	Net Block Balance as at 31 March 2016	Balance as at 31 March 2015
<b>Tangible Assets</b>										
Building	1,070.94	-	-	48.07	19.47	-	-	67.54	1,003.40	1,022.87
Plant and Machinery	550.32	13.06	13.39	469.27	38.83	-	1.59	509.69	67.08	81.05
Furniture & Fixture	91.81	-	-	56.02	10.81	-	-	66.83	24.98	35.79
Office Equipments	67.43	-	-	41.60	12.80	-	-	54.40	13.04	25.84
<b>Total</b>	<b>1,780.50</b>	<b>13.06</b>	<b>13.39</b>	<b>614.95</b>	<b>81.92</b>	<b>-</b>	<b>1.59</b>	<b>698.45</b>	<b>1,108.49</b>	<b>1,165.55</b>
<b>Intangible Assets</b>										
URL	1,760.19	-	-	835.59	350.35	-	-	1,185.94	574.24	924.59
Database	5.00	-	-	5.00	-	-	-	5.00	-	-
Computer Software	6.00	-	-	6.00	-	-	-	6.00	-	-
Software	195.21	3.32	13.39	105.00	22.10	-	1.59	125.51	59.63	90.21
Intangible Asset under development	836.35	1,171.91	-	-	-	-	-	2,008.26	836.35	-
<b>Total</b>	<b>2,802.74</b>	<b>1,175.24</b>	<b>13.39</b>	<b>951.60</b>	<b>372.45</b>	<b>-</b>	<b>1.59</b>	<b>1,322.46</b>	<b>2,642.13</b>	<b>1,851.15</b>
<b>Gross Total</b>	<b>4,583.24</b>	<b>1,188.29</b>	<b>-</b>	<b>1,566.54</b>	<b>454.37</b>	<b>-</b>	<b>-</b>	<b>2,020.91</b>	<b>3,750.62</b>	<b>3,016.70</b>

Note-1 The Company has revised useful life of certain assets as per the useful life specified in the schedule II of the Companies Act, 2013 or as reassessed by the company.

Fixed Assets	Balance as at 1 April 2016	Gross Block			Balance as at March 2017	Accumulated Depreciation					Net Block		
		Additions	Disposal/ Adjustment	Balance as at March 2017		Balance as at April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at March 2017	Balance as at March 2017	Balance as at 31 March 2016	
<b>Tangible Assets</b>													
Building	1,070.94	-	-	1,070.94	67.54	19.47	-	-	87.01	983.93	1,003.40		
Plant and Machinery	576.77	15.18	-	591.94	509.69	25.46	-	-	535.15	56.79	67.08		
Furniture & Fixture	91.81	-	12.20	79.61	66.83	6.35	-	6.15	67.03	12.58	24.98		
Office Equipments	67.43	0.08	-	67.51	54.40	8.70	-	-	63.10	4.41	13.04		
<b>Total</b>	<b>1,806.95</b>	<b>15.25</b>	<b>12.20</b>	<b>1,809.99</b>	<b>698.45</b>	<b>59.99</b>	<b>-</b>	<b>6.15</b>	<b>752.29</b>	<b>1,057.71</b>	<b>1,108.49</b>		
<b>Intangible Assets</b>													
URL	5.00	-	-	5.00	5.00	-	-	-	5.00	-	-		
Database	6.00	-	-	6.00	6.00	-	-	-	6.00	-	-		
Software	185.14	8.64	-	193.78	125.51	22.57	-	-	148.08	45.71	59.63		
Software developed in house	1,760.19	753.62	-	2,513.81	1,185.94	378.64	43.77	-	1,608.35	905.45	574.24		
Intangible Assets under development	2,008.26	514.20	753.62	1,768.83	1,322.46	401.20	43.77	-	1,767.43	1,768.83	2,008.26		
<b>Total</b>	<b>3,964.59</b>	<b>1,276.46</b>	<b>753.62</b>	<b>4,487.43</b>	<b>1,322.46</b>	<b>401.20</b>	<b>43.77</b>	<b>-</b>	<b>1,767.43</b>	<b>2,719.99</b>	<b>2,642.13</b>		
<b>Gross Total</b>	<b>5,771.54</b>	<b>1,291.71</b>	<b>765.82</b>	<b>6,297.42</b>	<b>2,020.91</b>	<b>461.19</b>	<b>43.77</b>	<b>6.15</b>	<b>2,519.72</b>	<b>3,777.70</b>	<b>3,750.62</b>		

(Rupees in lakhs)

NOTE - 12 Restated Standalone Summary Statement of Non Current Investments

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>(a) Investment in Property</b>					
<b>(b) Investment in Equity Instruments</b>					
In Unquoted Fully paid up Equity Shares (net of diminution in value, if any)	122.15	122.15	115.03	118.98	126.01
(c) Investment in Preference Shares	-	-	-	-	-
(d) Investments in Government or Trust Securities	-	-	-	-	-
(e) Investments in Debentures or Bonds	-	-	-	-	-
(f) Investments in Mutual Funds	-	-	-	-	-
(g) Investments in Partnership Firms	-	-	-	-	-
(h) Other Non Current Investments	-	-	-	-	-
<b>Aggregate amount of unquoted Investments</b>	<b>122.15</b>	<b>122.15</b>	<b>115.03</b>	<b>118.98</b>	<b>126.01</b>
Aggregate Cost of Quoted Investments	-	-	-	-	-
Aggregate Cost of Unquoted Investments	122.15	122.15	115.03	118.98	126.01
Aggregate Market Value of Quoted	-	-	-	-	-
<b>Total</b>	<b>122.15</b>	<b>122.15</b>	<b>115.03</b>	<b>118.98</b>	<b>126.01</b>

NOTE - 13 Restated Standalone Summary Statement of Long Term Loans and Advances

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
a. long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-
<b>b. Other Long Term Loans &amp; Advances</b>					
Security Deposits	4.74	5.23	159.62	158.70	156.95
Advance against Capital Expenditure	-	-	-	-	-
Other Advances (recoverable in cash or kind or for value to be received)	-	-	-	-	-
<b>Total</b>	<b>4.74</b>	<b>5.23</b>	<b>159.62</b>	<b>158.70</b>	<b>156.95</b>

Note -14 Restated Standalone summary statement of other Non current assets

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Term Deposits with maturity exceeding 12 months	33.84	21.57	209.04	8.54	7.22
Others	0.00	0.00	2.09	5.31	8.16
Receivable from Directors	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>33.84</b>	<b>21.57</b>	<b>211.12</b>	<b>13.85</b>	<b>15.38</b>

NOTE - 15 Restated Standalone Summary Statement of Trade Receivables

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
<b>a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies</b>					
Over Six Months	-	-	-	-	-
Others	98.23	167.11	61.67	58.29	8.92
<b>b. From Others</b>					
Over Six Months	88.98	137.83	208.03	30.68	87.63
Less than Six Months	583.48	259.06	807.62	1,426.03	851.86
<b>Total</b>	<b>770.69</b>	<b>564.00</b>	<b>1,077.32</b>	<b>1,515.00</b>	<b>948.41</b>

## NOTE - 16 Restated Standalone Summary Statement of Cash and Bank Balances

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>a. Cash &amp; Bank Equivalent</b>					
Cash on hand	0.14	1.03	0.06	0.12	0.21
Balances with banks - in current accounts	7.92	128.35	138.26	50.30	644.64
<b>b. Balance in Deposit Accounts</b>	2.15	455.21	66.24	345.00	240.00
<b>Total</b>	<b>10.20</b>	<b>584.58</b>	<b>204.56</b>	<b>395.42</b>	<b>884.86</b>

## NOTE - 17 Restated Standalone Summary Statement of Short Term Loans and Advances

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
<b>a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	0.00	4.04	3.00
<b>b. Balance with Government Authorities</b>	-	-	-	-	-
<b>c. Others</b>	-	-	-	-	-
Prepaid Expenses	55.16	7.20	264.72	-	-
Others	0.72	0.58	14.89	49.78	16.49
<b>Total</b>	<b>55.88</b>	<b>7.78</b>	<b>279.61</b>	<b>53.82</b>	<b>19.49</b>

## NOTE - 18 Restated Standalone Summary Statement of Other current assets

(Rupees in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Taxes on Income	959.31	1,020.18	888.51	708.77	393.42
Others	314.55	321.69	373.89	412.38	303.75
<b>Total</b>	<b>1,273.85</b>	<b>1,341.87</b>	<b>1,262.40</b>	<b>1,121.15</b>	<b>697.17</b>

**IRIS BUSINESS SERVICES LIMITED**
**NOTE - 19 Restated Standalone Summary Statement of Revenue from operations**

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
<b>I. Sale of goods/services as applicable</b>					
(a) Sales of goods					
Sale of products	218.58	290.47	90.80	161.82	37.67
<b>Total</b>	<b>218.58</b>	<b>290.47</b>	<b>90.80</b>	<b>161.82</b>	<b>37.67</b>
(b) Sale of services					
XBRL related projects and services	2,215.33	2,632.89	4,997.86	6,190.28	5,836.13
myiris.com, content and technology services	283.21	287.03	329.13	347.27	360.07
(C) Turnover in respect of products not normally dealt with	-	-	-	-	-
<b>Total</b>	<b>2,498.54</b>	<b>2,919.92</b>	<b>5,326.99</b>	<b>6,537.56</b>	<b>6,196.19</b>
<b>Total</b>	<b>2,717.12</b>	<b>3,210.39</b>	<b>5,417.79</b>	<b>6,699.37</b>	<b>6,233.86</b>
<b>II. Other Operating Revenue</b>	-	-	-	-	-
<b>Total</b>	-	-	-	-	-
<b>Total</b>	<b>2,717.12</b>	<b>3,210.39</b>	<b>5,417.79</b>	<b>6,699.37</b>	<b>6,233.86</b>

**NOTE - 20 Restated Standalone Summary Statement of other income**

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest income	7.60	40.33	84.43	48.10	25.51
Net Exchanges gain/(loss)	-	-	-	-	14.90
Other non-operating income(net of expenses directly attributable to such income)	9.15	25.82	69.46	18.22	13.67
<b>Total</b>	<b>16.75</b>	<b>66.15</b>	<b>153.89</b>	<b>66.32</b>	<b>54.08</b>

**NOTE - 21 Restated Standalone Summary Statement of Employee Benefit Expenses**

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Salaries and wages	1,471.99	1,554.63	2,179.83	2,987.66	2,782.70
Contribution to provident and other funds	71.94	26.74	163.76	62.86	68.40
staff welfare expense	4.97	8.36	19.55	34.34	54.36
<b>Total</b>	<b>1,548.90</b>	<b>1,589.72</b>	<b>2,363.14</b>	<b>3,084.86</b>	<b>2,905.46</b>

**NOTE - 22 Restated Standalone Summary Statement of Finance Cost**

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest expense	191.18	144.54	113.01	160.87	132.18
Bank Charges/ Commission	11.17	9.63	11.23	3.71	2.74
Other Finance costs	5.88	13.63	14.73	19.20	0.06
<b>Total</b>	<b>208.24</b>	<b>167.80</b>	<b>138.98</b>	<b>183.77</b>	<b>134.98</b>

**Note -23 Restated Standalone Summary of Depreciation and amortisation expenses**

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Depreciation	461.19	454.37	549.07	375.04	430.49
Amortisation expenses	-	2.01	0.53	0.53	0.53
<b>Total</b>	<b>461.19</b>	<b>456.38</b>	<b>549.60</b>	<b>375.58</b>	<b>431.02</b>

NOTE - 24 Restated Standalone Summary Statement of Other Expenses

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Legal, Professional and Consultancy Fees	315.90	205.59	164.99	180.84	96.94
Directors' Sitting Fees	-	3.00	3.60	5.30	5.40
Travelling and Conveyance	23.14	21.02	25.56	14.95	18.78
STPI - Annual Service Charges	-	2.25	2.25	2.25	2.50
Commission / Brokerage Charges	-	4.38	-	-	-
Postage, Telephone & Communication Charges	15.41	13.76	25.32	22.43	27.53
Advertisement Expenses	-	-	1.41	0.27	4.72
Printing & Stationery	3.03	5.07	7.43	6.13	4.19
Business Promotion Expenses	0.66	1.20	5.18	1.70	5.94
Foreign Travel Expenses including onsite project expenses	216.44	216.03	422.66	266.69	151.87
Onsite Marketing & Sales Expenses	297.77	315.66	511.18	461.06	451.08
Singapore Project Expenses	-	-	-	-	-
Retainership Charges	-	-	-	8.80	47.57
Software Development Expenses	9.44	3.78	26.21	62.61	68.82
Conference Expenses	14.25	1.97	23.38	11.60	35.17
Data Sourcing Expenses	6.47	9.42	11.88	35.21	45.65
Internet Co-Location Charges	60.75	96.60	112.86	112.46	111.43
Membership Fees	7.36	10.68	15.69	14.99	5.48
Net gain/ loss on sale of investments	-	-	-	-	-
Exchange Loss / (Gain)	22.18	8.05	-	82.34	-
Office Maintenance Expenses	21.92	29.34	55.48	69.17	55.20
Repairs & Maintenance Expenses	9.32	12.88	9.74	6.65	15.55
Staff Recruitment Charges	-	2.64	-	-	3.68
Kuwait Retention Expenses	12.60	-	-	-	-
Hire Changes	-	-	-	-	12.60
Software Licence & Hardware Fees	209.41	641.33	346.05	99.34	30.81
Bad debts written off	0.00	0.44	129.72	34.98	2.89
Saudi Arabia Zakat Expenses	-	-	-	7.92	-
Sundry Balance written off	39.72	-	-	-	-
Provision for Doubtful Debts	124.59	3.10	-	-	1.38
Donation	-	-	-	-	-
Loss on Disposals of Fixed Assets	6.06	-	-	2.42	-
Interest/ Penalty in respect of Statutory Dues	-	-	4.46	3.95	5.08
Payment to auditors as Auditor	-	6.25	6.25	-	-
For taxation matters	6.25	2.20	1.60	5.95	5.75
For company law matters	2.20	-	-	1.60	1.60
For management services	-	-	-	-	-
For other services	-	4.15	0.50	-	-
For other services	0.65	0.33	0.40	0.40	0.50
Reimbursement of expenses	0.08	-	-	0.18	0.26
Excess provision reversed	-	-	-	-	(0.25)
Prior year Adjustments (Net) Expense / (Income)	-	-	-	-	-
Electricity & Water Charges	8.51	1.21	(85.43)	25.63	(2.08)
Rent	34.90	66.18	85.45	103.82	110.27
Repairs to buildings	32.37	138.77	230.06	235.81	266.49
Repairs to machinery	-	-	-	-	-
Repairs to building	8.47	9.80	11.45	15.62	10.74
Insurance	-	-	6.08	-	-
Insurance	1.47	2.11	2.05	1.59	0.69
Rates and taxes, excluding, taxes on income	15.22	9.13	18.72	12.96	8.50
Miscellaneous expenses	5.76	6.65	6.07	10.88	2.82
<b>Total</b>	<b>1,532.29</b>	<b>1,854.99</b>	<b>2,188.25</b>	<b>1,928.52</b>	<b>1,615.55</b>

## NOTE - 24A Restated Standalone Summary Statement of Exceptional Items

(Rupees in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Write back of provision for Gratuity Liability	-	(180.67)	-	-	-
Loss on disposal of fixed assets	-	0.00	-	-	4.53
Write back of old deposits received from channel partners	-	(6.50)	-	-	-
Electricity Tariff revision claim accepted by MSED	-	(27.23)	-	-	-
Service tax refund claims not accepted	-	19.53	-	-	-
VAT refund claims not accepted	-	0.56	-	-	-
Provision for diminution in the value of Investments	-	-	3.95	-	-
Provision for Gratuity Liability Previous Years	-	-	-	-	-
Marketing Expenses on Software Products written off	-	-	-	-	-
Write-off of prior years TDS and Withholding tax	-	-	-	-	-
Impairments On Fixed Assets	43.77	-	-	-	254.23
<b>Total</b>	<b>43.77</b>	<b>-194.30</b>	<b>3.95</b>	<b>-</b>	<b>258.76</b>



NOTE - 25 Restated Standalone Summary Statement of Contingent Liabilities and C ommitments

(Rupees in lakhs)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
<b>(a) Contingent Liabilities</b>					
<b>a. Claims against the company not acknowledged as debts</b>	-	-	-	-	-
Claim under Central Excise Act, 1944	-	-	23.58	77.90	77.90
( Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)	-	-	-	-	-
<b>b. Guarantees</b>	33.84	21.57	436.28	-	-
<b>c. Other Money for which the company is contingently liable</b>	-	-	-	-	-
<b>(b) Commitments</b>	31.10	-	-	-	1.06
<b>Total</b>	<b>64.94</b>	<b>21.57</b>	<b>459.86</b>	<b>77.90</b>	<b>78.96</b>

## IRIS BUSINESS SERVICES LIMITED

## Note 26: Earning Per Share

(Rupees in lakhs)

Particulars	For the year ended March 31, 2017	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
Net profit for the period / year before extraordinary items as restated	(904.09)	(671.16)	338.15	797.73	695.93
Net profit for the period / year after extraordinary items as restated	(904.09)	(671.16)	338.15	797.73	695.93
Weighted average number of equity shares	69.38	69.38	69.38	69.38	69.38
Par value per share	10.00	10.00	10.00	10.00	10.00
Earnings per share excluding extraordinary items - basic and diluted (In Rupees)	(13.03)	(9.67)	4.87	11.50	10.03
Earnings per share including extraordinary items - basic and diluted (In Rupees)	(13.03)	(9.67)	4.87	11.50	10.03

**IRIS BUSINESS SERVICES LIMITED**  
**Note 27: Related Party Transactions**

(Rupees in lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2016-17	Amount outstanding 31.03.2017 (Payable)/Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/Receivable	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.2015 (Payable)/Receivable
IRIS Business Services, LLC	Subsidiary	Tax payments made	-	-	-	3.08	-	3.08
IRIS Business Services, LLC	Subsidiary	Investments	-	7.03	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Payments made on behalf of party	-	-	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Loans/Advances given	-	-	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Loans/Advances repayable	-	-	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Diminution in value	-	-	-	-	3.95	-
IRIS Business Services(Asia)	Subsidiary	Investments	-	111.95	316.01	111.95	-	111.95
IRIS Business Services(Asia)	Subsidiary	Payable against services	-	9.61	-	-	-	-
IRIS Business Services(Asia)	Subsidiary	Services availed	283.60	-	-	-	511.18	-
FinX Solutions(UAE)	Entity where promoter has significant control	Services rendered	-	85.91	189.48	160.86	34.47	34.42
FinX Solutions(UAE)	Entity where promoter has significant control	Promotional expenses incurred	-	-	-	-	-	-
IRIS Knowledge Foundation	Entity where promoter has significant influence	Services rendered	3.41	12.32	-	1.85	11.45	27.25
IRIS Knowledge Foundation	Entity where promoter has significant influence	Loans/Advances given	-	-	-	-	0.00	-
IRIS Knowledge Foundation	Entity where promoter has significant influence	Loans/advances recoverable	-	-	-	-	-	0.00
IRIS Knowledge Foundation	Entity where promoter has significant influence	Security deposit	-	0.90	-	0.90	-	0.90
S. Swaminathan	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-	-	-
S. Swaminathan	Promoter and Key Managerial Personnel	Reimbursement of expenses	14.93	-	12.82	-	36.68	-
S. Swaminathan	Promoter and Key Managerial Personnel	Remuneration paid	24.00	-	24.00	-	30.00	-
S. Swaminathan	Promoter and Key Managerial Personnel	Payable against services availed	-	(21.63)	-	-	-	-

IRIS BUSINESS SERVICES LIMITED

Note 27: Related Party Transactions

(Rupees in lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2016-17	Amount outstanding 31.03.2017 (Payable)/Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/Receivable	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.2015 (Payable)/Receivable
Deepa Rangarajan	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Loans/Advances recoverable	-	0.13	-	-	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Reimbursement of expenses	16.13	-	5.23	-	28.84	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Payable against services availed	-	(2.56)	-	-	-	(0.00)
Deepa Rangarajan	Promoter and Key Managerial Personnel	Remuneration paid	24.00	-	24.00	-	30.00	-
K. Balachandran	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-	-	-
K. Balachandran	Promoter and Key Managerial Personnel	Reimbursement of expenses	15.27	-	1.28	-	4.31	-
K. Balachandran	Promoter and Key Managerial Personnel	Remuneration paid	24.00	-	24.00	-	30.00	-
K. Balachandran	Promoter and Key Managerial Personnel	Payable against services availed	-	8.32	-	-	-	-
Atanou SRL	Subsidiary	Investments	-	7.12	7.12	7.12	-	-
Narayan Seshadri	Director	Sitting fees	-	-	0.60	-	1.20	-
Narayan Seshadri	Director	Reimbursement of expenses	-	-	-	-	0.15	-
Ullal Ravindra Bhat	Director	Sitting fees	-	-	0.80	-	1.60	-
Ullal Ravindra Bhat	Director	Reimbursement of expenses	-	-	-	-	0.20	-
Partho Sarathy Datta	Director	Sitting fees	-	-	1.00	-	0.80	-
Partho Sarathy Datta	Director	Reimbursement of expenses	-	-	-	-	-	0.15
Sanjoy Bhattacharyya	Director	Sitting fees	-	-	0.60	-	-	-
Pradip Mallick	Director	Sitting fees	-	-	-	-	-	-
Rakesh Katholia	Director	Sitting fees	-	-	-	-	-	-

IRIS BUSINESS SERVICES LIMITED

Note 27: Related Party Transactions

(Rupees in lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.2014 (Payable)/ Receivable	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.2013 (Payable)/Receivable
IRIS Business Services, LLC	Subsidiary	Tax payments made	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Investments	-7.03	7.03	-	14.06
IRIS Business Services, LLC	Subsidiary	Payments made on behalf of party	-	-	2.28	-
IRIS Business Services, LLC	Subsidiary	Loans/Advances given	-	-	-	-
IRIS Business Services, LLC	Subsidiary	Loans/Advances repayable	-	-	-	(3.78)
IRIS Business Services, LLC	Subsidiary	Diminution in value	-	-	-	-
IRIS Business Services(Asia)	Subsidiary	Investments	-	111.95	-	111.95
IRIS Business Services(Asia)	Subsidiary	Payable against services	-	(49.60)	-	-
IRIS Business Services(Asia)	Subsidiary	Services availed	463.31	-	451.08	(32.37)
FinX Solutions(UAE)	Entity where promoter has significant control	Services rendered	36.86	35.46	64.18	64.18
FinX Solutions(UAE)	Entity where promoter has significant control	Promotional expenses incurred	-	-	-	-
IRIS Knowledge Foundation	Entity where promoter has significant influence	Services rendered	30.12	26.88	10.79	8.92
IRIS Knowledge Foundation	Entity where promoter has significant influence	Loans/Advances given	1.83	-	6.94	-
IRIS Knowledge Foundation	Entity where promoter has significant influence	Loans/advances recoverable	-	-	-	3.00
IRIS Knowledge Foundation	Entity where promoter has significant influence	Security deposit	-	-	-	-
S. Swaminathan	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-
S. Swaminathan	Promoter and Key Managerial Personnel	Reimbursement of expenses	3.63	-	-	-
S. Swaminathan	Promoter and Key Managerial Personnel	Remuneration paid	36.00	(6.00)	36.28	(9.94)
S. Swaminathan	Promoter and Key Managerial Personnel	Payable against services availed	-	(1.12)	-	-

IRIS BUSINESS SERVICES LIMITED

Note 27: Related Party Transactions

(Rupees in lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.2014 (Payable)/ Receivable	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.2013 (Payable)/Receivable
Deepa Rangarajan	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Loans/Advances recoverable	-	-	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Reimbursement of expenses	8.25	-	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Payable against services availed	-	(14.93)	-	-
Deepa Rangarajan	Promoter and Key Managerial Personnel	Remuneration paid	36.00	(6.00)	36.28	(23.46)
K. Balachandran	Promoter and Key Managerial Personnel	Loans/Advances given	-	-	-	-
K. Balachandran	Promoter and Key Managerial Personnel	Reimbursement of expenses	12.83	-	-	-
K. Balachandran	Promoter and Key Managerial Personnel	Remuneration paid	36.00	(6.00)	36.00	(23.51)
K. Balachandran	Promoter and Key Managerial Personnel	Payable against services availed	-	(14.56)	-	-
Atanou SRL	Subsidiary	Investments	-	-	-	-
Narayan Seshadri	Director	Sitting fees	1.65	-	0.60	-
Narayan Seshadri	Director	Reimbursement of expenses	-	-	-	-
Ullal Ravindra Bhat	Director	Sitting fees	1.65	-	1.00	-
Ullal Ravindra Bhat	Director	Reimbursement of expenses	-	-	-	-
Partho Sarathy Bhat	Director	Sitting fees	1.25	-	0.80	-
Partho Sarathy Bhat	Director	Reimbursement of expenses	-	-	-	-
Partho Sarathy Bhat	Director	Reimbursement of expenses	-	-	-	-
Sanjoy Bhattacharyya	Director	Sitting fees	-	-	0.40	-
Pradiip Mallik	Director	Sitting fees	-	-	0.40	-
Rakesh Kathota	Director	Sitting fees	0.40	-	0.20	-

**IRIS BUSINESS SERVICES LIMITED**

Note 28 The Company has determined the liability for Employee Benefits in accordance with the revised Accounting Standard 15 on "Employee Benefits".

(Rupees in lakhs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
(A) Change in Present Value of Obligation –					
<b>PV of Obligations as at the beginning of the year</b>	189.56	380.60	253.52	200.58	34.15
Interest Cost	14.84	29.64	22.61	17.93	2.73
Current Service Cost	31.35	31.98	102.13	77.33	3.31
Benefits Paid	(50.12)	(15.81)	(4.49)	(2.63)	(3.60)
Actuarial loss on obligations	8.83	(236.84)	6.83	(39.69)	0.79
<b>PV of Obligations as at the close of the year</b>	<b>194.46</b>	<b>189.56</b>	<b>380.60</b>	<b>253.52</b>	<b>37.37</b>
(B) Change in Fair Value of plan assets					
<b>FV of Assets as at the beginning of the year</b>	71.94	81.83	45.91	44.75	37.48
Expected Return	4.76	5.78	5.57	3.80	3.39
Contributions	28.47	0.46	36.50	-	7.47
Benefits Paid	(50.12)	(15.81)	(4.49)	(2.63)	(3.60)
Actuarial loss on plan assets	(1.97)	(0.33)	(1.66)	(0.00)	-
<b>FV of Assets as at the close of the year</b>	<b>53.08</b>	<b>71.94</b>	<b>81.83</b>	<b>45.91</b>	<b>44.75</b>
(C) Amount recognized in the Balance Sheet					
<b>PV of Obligations as at the close of the year</b>	194.46	189.56	380.60	253.52	-
Fair value of Plan Assets as at close of the year	53.08	71.94	81.83	45.91	-
Funded Status	141.38	117.63	(298.76)	(207.60)	-
Unrecognised Actuarial Gain / (Loss)	-	-	-	-	-
Unrecognised Past Service Cost-Non Vested	-	-	-	-	-
<b>Net Asset / (Liability) recognised in the Balance sheet</b>	<b>141.38</b>	<b>(117.63)</b>	<b>(298.76)</b>	<b>(207.60)</b>	<b>-</b>
(D) Net Gratuity Cost at the close of the year					
Interest Cost	14.84	29.64	22.61	17.93	2.73
Current Service Cost	31.35	31.98	102.13	77.33	3.31
Actuarial Loss	10.79	(236.51)	8.49	(39.69)	0.79
Expected Return on Plan Assets	(4.76)	(5.78)	(5.57)	(3.80)	(3.39)
<b>Total</b>	<b>52.22</b>	<b>(180.67)</b>	<b>127.65</b>	<b>51.78</b>	<b>3.44</b>
(E) Assumptions used in accounting for gratuity costs					
Discount Rate	7.00%	7.79%	9.00%	9.00%	8.00%
Salary escalation rate	7.00%	7.00%	12.00%	12.00%	5.00%
Expected rate of return on plan assets	7.00%	7.79%	9.00%	8.75%	
Employee Attrition Rate (Past Service (PS))					
PS : - 0 to 5	23.00%	18.00%	26.00%	26.00%	
PS : - 5 to 42		1.00%	-1.00%	-1.00%	
Expected average remaining Service				12.64	
Mortality	IALM (2006-08)	IALM (2006-08)			
	Ultimate	Ultimate			
Retirement age	60 years	60 years			

**IRIS BUSINESS SERVICES LIMITED**  
**Note 29: Segment Reporting**  
**FY2017**

(Rupees in lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	1,780.22	653.69	-	283.21	2,717.12
Allocated expenses	1,613.91	963.16	302.82	297.72	3,177.61
Segmental operating income	166.31	(309.47)	(302.82)	(14.51)	(460.49)
Depreciation and other non-cash expenses	-	-	-	-	461.19
Unallocable expenses	-	-	-	-	208.24
Other income, net	-	-	-	-	16.75
Profit before exceptional item and tax	-	-	-	-	(1,113.17)
Exceptional item	-	-	-	-	43.77
Profit before tax	-	-	-	-	(1,156.94)
Tax expense	-	-	-	-	(156.43)
Profit after taxes and exceptional item	-	-	-	-	(1,000.51)
<b>Segment Assets:</b>					
Sundry Debtors	526.35	168.57	-	75.77	770.69
Intangible assets under development	-	164.08	1,604.75	-	1,768.83
Un-allocated Assets	-	-	-	-	4,764.18
<b>Total Assets</b>	<b>526.35</b>	<b>332.65</b>	<b>1,604.75</b>	<b>75.77</b>	<b>7,303.70</b>

**FY2016**

(Rupees in lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	2,054.76	866.30	-	289.33	3,210.39
Allocated expenses	1,548.12	1,036.21	303.46	592.19	3,479.99
Segmental operating income	506.64	(169.91)	(303.46)	(302.86)	(269.60)
Depreciation and other non-cash expenses	-	-	-	-	456.38
Unallocable expenses	-	-	-	-	157.17
Other income, net	-	-	-	-	66.15
Profit before exceptional item and tax	-	-	-	-	(816.99)
Exceptional item	-	-	-	-	218.94
Profit before tax	-	-	-	-	(598.05)
Tax expense	-	-	-	-	(23.31)
Profit after taxes and exceptional item	-	-	-	-	(574.75)
<b>Segment Assets:</b>					
Sundry Debtors	362.11	173.36	-	28.53	564.00
Intangible assets under development	122.05	604.00	1,282.21	-	2,008.26
Un-allocated Assets	-	-	-	-	3,825.55
<b>Total Assets</b>	<b>484.16</b>	<b>777.36</b>	<b>1,282.21</b>	<b>28.53</b>	<b>6,397.81</b>

**FY2015**

(Rupees in lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	2,114.76	2,973.90	-	329.13	5,417.79
Allocated expenses	2,120.18	1,871.01	288.35	276.30	4,555.84
Segmental operating income	(5.42)	1,102.89	(288.35)	52.83	861.95
Depreciation and other non-cash expenses	-	-	-	-	549.60
Unallocable expenses	-	-	-	-	134.53
Other income, net	-	-	-	-	153.89
Profit before exceptional item and tax	-	-	-	-	331.71
Exceptional item	-	-	-	-	3.95
Profit before tax	-	-	-	-	327.76
Tax expense	-	-	-	-	(10.39)
Profit after taxes and exceptional item	-	-	-	-	338.15
<b>Segment Assets:</b>					
Sundry Debtors	829.31	137.35	-	110.66	1,077.32
Intangible assets under development	-	301.33	535.02	-	836.35
Un-allocated Assets	-	-	-	-	4,412.71
<b>Total Assets</b>	<b>829.31</b>	<b>438.68</b>	<b>535.02</b>	<b>110.66</b>	<b>6,326.38</b>



FY2014

(Rupees in lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	682.88	5,669.22	-	347.27	6,699.37
Allocated expenses	1,248.10	3,218.52	131.73	415.03	5,013.38
Segmental operating income	(565.21)	2,450.70	(131.73)	(67.76)	1,686.00
Depreciation and other non-cash expenses	-	-	-	-	375.58
Unallocable expenses	-	-	-	-	183.77
Other income, net	-	-	-	-	66.32
Profit before exceptional item and tax	-	-	-	-	1,192.97
Exceptional item	-	-	-	-	155.83
Profit before tax	-	-	-	-	1,037.15
Tax expense	-	-	-	-	362.59
Profit after taxes and exceptional item	-	-	-	-	674.56
<b>Segment Assets:</b>					
Sundry Debtors	103.93	1,322.92	-	88.15	1,515.00
Intangible assets under development	-	225.02	-	-	225.02
Un-allocated Assets	-	-	-	-	4,378.16
<b>Total Assets</b>	<b>103.93</b>	<b>1,547.94</b>	<b>-</b>	<b>88.15</b>	<b>6,118.18</b>

FY2013

(Rupees in lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	316.39	5,601.26	-	316.21	6,233.86
Allocated expenses	1,122.35	2,901.36	3.72	448.57	4,476.01
Segmental operating income	(805.96)	2,699.89	(3.72)	(132.36)	1,757.85
Depreciation and other non-cash expenses	-	-	-	-	430.28
Unallocable expenses	-	-	-	-	134.98
Other income, net	-	-	-	-	54.08
Profit before exceptional item and tax	-	-	-	-	1,246.68
Exceptional item	-	-	-	-	258.76
Profit before tax	-	-	-	-	987.92
Tax expense	-	-	-	-	255.40
Profit after taxes and exceptional item	-	-	-	-	732.52
<b>Segment Assets</b>					
Sundry Debtors	231.22	654.10	-	63.09	948.41
Intangible assets under development	-	829.77	-	-	829.77
Un-allocated Assets	-	-	-	-	3,926.56
<b>Total Assets</b>	<b>231.22</b>	<b>1,483.87</b>	<b>-</b>	<b>63.09</b>	<b>5,704.74</b>

**IRIS BUSINESS SERVICES LIMITED**
**Note 30: Expenditure and earnings in foreign Currency**

(Rupees in lakhs)

	2016-2017	2015-2016	2014-2015	2013-14	2012-13
<b>A) Expenditure in foreign Exchange</b>					
Professional/ Consultation Fees	231.42	147.49	108.87	123.74	42.29
Foreign Travel	127.30	133.03	251.42	266.69	76.52
Business Promotion/ Conference Expenses	13.41	0.11	23.29	7.59	32.19
Reimbursement of expenses	-	-	-	-	451.08
Marketing Research Services	-	-	-	5.11	-
Jakat Expenses	-	-	-	7.92	-
Sales and Marketing Expenses	297.77	315.66	511.18	461.06	-
Software License Fess	3.42	28.31	21.71	26.02	26.73
Software License	-	1.79	2.58	-	-
Payment on behalf of Subsidiary	-	-	-	-	2.28
Software Licence& Hardware Fees(Computer Consumables)	-	-	143.52	-	-
Data Sourcing Expenses	-	-	-	13.31	-
Data Sourcing Expenses-Exports	-	-	-	7.57	-
Membership Fees	2.09	6.35	7.61	10.69	-
Kuwait Retention Expenses	12.60	-	-	-	-
Conference Expenses	14.23	-	-	-	-
<b>B) Earnings in foreign Exchange</b>					
(i) Export of Services	2,113.93	2,633.11	4,840.93	6,192.91	5,815.23
Less: Withholding tax Thereon	(36.92)	(30.07)	(97.95)	(13.10)	(12.20)
Net Earnings	2,085.85	2,603.04	4,742.98	6,179.81	5,803.03
(ii) Royalty	1.30	3.31	2.64	3.10	-
Less: Withholding Tax Thereon	(0.34)	(1.00)	(0.79)	(0.93)	-
Net Earnings	0.96	2.31	1.85	2.17	-

**IRIS BUSINESS SERVICES LIMITED**  
**Note 31 Movement in Provisions**  
**FY 2012-13**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2012	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2013
Provision for Income Tax	120.50	254.65	-	375.15
Provision for Deferred Tax (Asset)/ Liability	167.04	6.60	-	173.64
Provision for Gratuity	110.83	45.00	-	155.83
Provisions in respect of Employee Benefits	-	103.02		103.02
Provision for Other Expenses Payable	13.46	11.15	13.46	11.15
Contingent Liabilities	77.90	1.06	-	78.96

**FY2013-14**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2013	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2014
Provision for Income Tax	375.15	272.92	14.80	633.27
Provision for Deferred Tax (Asset)/ Liability	173.64	184.64	-	358.28
Provision for Gratuity	155.83	51.77	-	207.60
Provisions in respect of Employee Benefits	78.87	93.00	76.27	95.60
Provision for leave encashment	24.15	14.54		38.69
Provision for Other Expenses Payable	11.15	32.69	11.15	32.69
Contingent Liabilities	78.96	-	1.06	77.90

**FY2014-15**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2014	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2015
Provision for Income Tax	633.27	66.37	9.42	690.22
Provision for Deferred Tax (Asset)/ Liability	358.28	-	129.05	229.23
Provision for Gratuity	207.60	127.65	36.50	298.76
Provision for leave encashment	38.69	29.19	-	67.88
Provisions in respect of Employee Benefits	95.60	-	93.00	2.60
Provision for Other Expenses Payable	32.69	93.68	32.23	94.15
Contingent Liabilities	77.90	459.86	77.90	459.86

**FY 2015-16**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2015	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2016
Provision for Income Tax	690.22	-	-	690.22
Provision for Deferred Tax (Asset)/ Liability	229.23	-	23.30	205.93
Provision for Gratuity	298.76	-	181.13	117.63
Provision for leave encashment	67.88	-	24.69	43.19
Provisions in respect of Employee Benefits	2.60	312.82	-	315.42
Provision for Bad & Doubtful Debts				
Provision for Other Expenses Payable	94.15	37.38	72.55	58.98
(a) Movements in Contingent Liabilities				
Contingent Liabilities	459.86	-	438.29	21.57

FY 2016-17

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2016	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2017
Provision for Income Tax	690.22	-	-	690.22
Provision for Deferred Tax (Asset)/ Liability	205.93		146.95	58.97
Provision for Gratuity	117.63	50.33	26.57	141.38
Provision for leave encashment	43.19	-	16.28	26.91
Provisions in respect of Employee Benefits	315.43	140.09	-	455.52
Provision for Bad & Doubtful Debts	3.10	124.80	0.21	127.69
Provision for Other Expenses Payable	58.98	137.48	54.18	142.28
(a) Movements in Contingent Liabilities				
Contingent Liabilities	21.57	43.37	-	64.94

**IRIS BUSINESS SERVICES LIMITED****Note 32 Leases**

In accordance with the Accounting Standard 19 on 'Leases' issued by the Institute of Chartered Accountants of India, the following disclosure in respect of Operating Leases is made:

**(a) Leave & License Agreements for Office Premises**

The Company has entered into multiple leave & license arrangements for its office premises. The Company has also entered into a lease agreement for 9 years for the Company's Office at Airoli, with a minimum lock-in period of 5 years. As per the terms of the agreements, maintenance charges and municipal levies are borne by the Licensor, except in the case of the Airoli Office, where the maintenance charges are to be borne by the Company. The Company has surrendered its Airoli office Premises in FY 2014-15 and also surrendered one of its Vashi office in FY 2016-17

The total future minimum lease payments under the leave & license arrangements classified as operating lease for each of the periods is given below:

**(Rupees in Lakhs)**

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
In less than a year	0.00	28.17	203.31	196.88	190.28
In 1 year to 5 years	2.61	30.75	227.15	765.70	834.06
In greater than 5 years	-	-	-	176.12	304.65

The terms of renewal and escalation clauses are those normally prevalent in similar agreements

**(b) Fit-Out Rent**

As part of the rent agreement for the premises at Airoli, the Company has to pay fit-out rent for movable and immovable items. The total future minimum lease payments under the said agreement in respect of the fit-out rent classified as operating lease for each of the periods is given below. The company has surrendered this premises in FY 2014-15:

**(Rupees in Lakhs)**

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
In less than a year	0.00	0.00	60.81	57.04	52.88
In 1 year to 5 years	0.00	0.00	0.00	257.16	244.27
In greater than 5 years	-	-	-	103.15	173.09

**IRIS BUSINESS SERVICES LIMITED****Note 33 Dues to Micro, Small & Medium Enterprises (MSMEs)**

The company has outstanding dues to two MSMEs registered with appropriate authority under the Micro, Small and Medium Enterprises Development Act 2006. There have been no delays in settlement of dues to such vendors, warranting any payment of interest as provided in the above Act. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. The information in regards to the same for last five years is as follows:

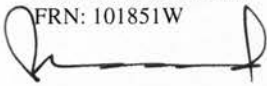
(Rupees in Lakhs)				
Accounting Year	Bill Amount	Bill Date	Payment Date	Name of the Party
2016-17	Nil	-	-	-
2015-16	2.09	31.03.2016	19.04.2016	Modern V R Security Force (India) Pvt. Ltd
2014-15	1.66	31.03.2015	13.05.2015	Modern V R Security Force (India) Pvt. Ltd
2013-14	12.01	26.03.2014	05.04.2014	Modern V R Security Force (India) Pvt. Ltd
2013-14	0.07	31.03.2014	18.04.2014	Savvy Pure Aqua Pvt. Ltd.
2012-13	Nil	-	-	-

34. Previous periods / year's figures have been re grouped/ classified wherever necessary to correspond with the current period classification / disclosure.

For **M. P. Chitale & Co.**

Chartered Accountants

FRN: 101851W



**Viraj Londhe**

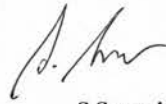
Partner

Membership No. 45761

Mumbai

Date :- *September 14, 2017*

On behalf of the Board of Directors

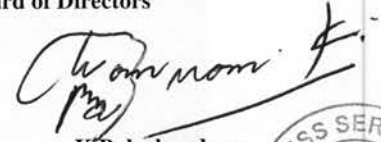


**S Swaminathan**

Director

DIN: 01185930

Date : September 11, 2017



**K Balachandran**

Director

DIN:00080055



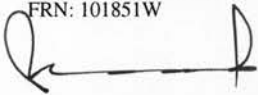
**IRIS BUSINESS SERVICES LIMITED**  
**Restated Standalone Adjustment for Restatement of Profit and Loss**

**Annexure - V**  
**(Rupees in Lakhs)**

Adjustments for	2016-17	2015-16	2014-15	2013-14	2012-13
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	(1,000.51)	(574.75)	338.15	674.56	732.52
<b>Adjustments for:</b>					
Prior period expenses adjusted	96.41	(96.41)	0.00	155.83	-45.00
Deferred Tax Liability / Asset Adjustment	-	-	-	-	-
Increase in expenses	-	-	-	-	-
Taxes adjusted in Current period	-	-	-	-	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>(904.09)</b>	<b>(671.16)</b>	<b>338.15</b>	<b>830.38</b>	<b>687.52</b>

In terms of our report attached

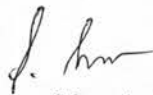
For **M. P. Chitale & Co.**  
 Chartered Accountants  
 FRN: 101851W



**Viraj Londhe**  
 Partner  
 Membership No. 45761  
 Mumbai

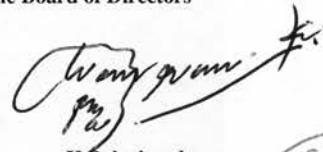
Date :- September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**  
 Director  
 DIN: 01185930

Date : September 11, 2017



**K Balachandran**  
 Director  
 DIN:00080055



**IRIS BUSINESS SERVICES LIMITED**  
Restated Standalone Statement of Accounting Ratios

Annexure - VI  
(Rupees in Lakhs)

Ratios	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Restated PAT as per P& L Account	(904.09)	(671.16)	338.15	797.73	695.93
Weighted Average Number of Equity Shares at the end of the Year/Period	69.38	69.38	69.38	69.38	69.38
Impact of issue of Bonus Shares before stub period	-	-	-	-	-
Impact of issue of Bonus Shares after 31.03.2017	69.38	69.38	69.38	69.38	69.38
Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of bonus shares	138.75	138.75	138.75	138.75	138.75
No. of equity shares at the end of the year/period	69.38	69.38	69.38	69.38	69.38
Impact of issue of Bonus Shares before stub period	-	-	-	-	-
Impact of issue of Bonus Shares after March 31,2017	69.38	69.38	69.38	69.38	69.38
No. of equity shares at the end of the year/period after adjustment for issue of bonus shares	138.75	138.75	138.75	138.75	138.75
Net Worth	1,992.34	2,992.85	3,567.60	3,303.45	2,504.97
<b>Earnings Per Share</b>					
Basic & Diluted - before bonus	(13.03)	(9.67)	4.87	11.50	10.03
Basic & Diluted - after bonus	(6.52)	(4.84)	2.44	5.75	5.02
<b>Return on Net Worth (%)</b>	(45.38)	(22.43)	9.48	24.15	27.78
<b>Net Asset Value Per Share (Rs) - before bonus</b>	28.72	43.14	51.42	47.62	36.11
<b>Net Asset Value Per Share (Rs) - after bonus</b>	14.36	21.57	25.71	23.81	18.05
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

**Footnote**

1) Formulas for accounting ratios

**Basic Earnings per share**

Net profit as restated, attributable to equity shareholders

Weighted average number of equity shares at the end of the year/period

**Diluted Earnings per share**

Net profit as restated, attributable to equity shareholders

Weighted average number of dilutive equity shares at the end of the year/period

**Return on net worth**

Net profit after tax as restated (excluding extraordinary items)

Net worth as restated at the end of the year/period

**Net Asset Value (NAV) per equity share**

Net worth as restated at the end of the year/period

Number of equity shares outstanding at the end of the year/period

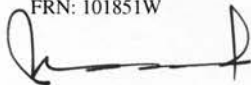
**EPS is determined considering bonus for all years**

**2) Changes in capital structure post last audited period which have an impact on accounting ratios such as bonus, split, etc.:**

Since 31-3-2017 (which is the last date as of which financial information has been given) share capital was increased from Rupees 693.75 lacs to Rupees 1387.52 lacs by the issue of bonus shares in the ratio of 1 share for every 1 share.

In terms of our report attached

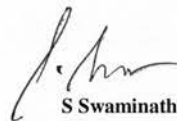
For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W



**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

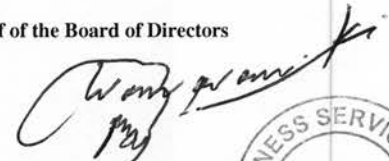
Date :- September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930

Date : September 11, 2017



**K Balachandran**  
Director  
DIN:00080055





**IRIS BUSINESS SERVICES LIMITED**  
**Restated standalone statement of Capitalisation**

**Annexure - VII**  
(Rupees in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	770.55	770.55
Long Term Debt (B)	983.62	983.62
<b>Total debts (C)</b>	<b>1,754.17</b>	<b>1,754.17</b>
<b>Shareholders' funds</b>		
Equity share capital	1,387.52	1,887.92
Reserve and surplus - as restated	604.83	1,705.71
<b>Total shareholders' funds</b>	<b>1,992.34</b>	<b>3,593.62</b>
<b>Long term debt / shareholders funds</b>	0.49	0.27
<b>Total debt / shareholders funds</b>	0.88	0.49

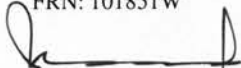
Note:

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at last audited year.
2. Since 31-3-2017 (which is the last date as of which financial information has been given) share capital was increased from Rs.693.75 lacs to Rs.1387.52 lacs by the issue of bonus shares in the ratio of 1 share for every 1 share.
3. Short term Debts includes current maturities of long term debt.
4. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO.

Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted.  
The figure of short term/long term debt as appearing in last audited period has only been considered for post issue debt calculation.

In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W



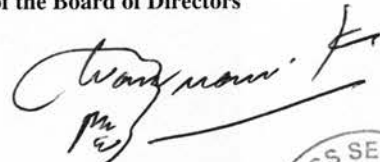
**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai  
Date :- September 14, 2017  
Date :-

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930

Date : September 11, 2017



**K Balachandran**  
Director  
DIN:00080055



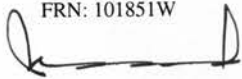
IRIS BUSINESS SERVICES LIMITED  
Statement of Tax Shelters

Annexure - VIII  
(Rupees in Lakhs)

	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
Restated Profit before tax (A)	(1,060.52)	(598.05)	327.76	1,192.97	942.17
Tax Rate (%)	30.90%	30.90%	32.45%	32.45%	32.45%
Tax at notional rate on profits	(327.70)	(184.80)	106.34	387.06	305.69
<b>Adjustments :</b>					
<b>Permanent Differences(B)</b>					
Expenses disallowed under Income Tax Act, 1961	14.57	20.11	-80.38	30.13	258.98
<b>Total Permanent Differences(B)</b>	<b>14.57</b>	<b>20.11</b>	<b>-80.38</b>	<b>30.13</b>	<b>258.98</b>
<b>Income considered separately (C)</b>	-	-	-	-	-
<b>Total Income considered separately (C)</b>	-	-	-	-	-
<b>Timing Differences (D)</b>					
Difference between tax depreciation and book depreciation	(158.14)	194.87	66.22	(610.58)	(139.30)
Difference due to any other items of addition u/s 28 to 44DA	276.83	78.03	175.53	53.47	105.37
<b>Total Timing Differences (D)</b>	<b>118.69</b>	<b>272.90</b>	<b>241.75</b>	<b>(557.11)</b>	<b>(33.93)</b>
<b>Net Adjustments E = (B+D)</b>	<b>133.26</b>	<b>293.01</b>	<b>161.38</b>	<b>-526.98</b>	<b>225.05</b>
<b>Less : Deduction u/s 10AA</b>	-	-	241.54	405.05	785.28
<b>Tax expense / (saving) thereon</b>	<b>41.18</b>	<b>90.54</b>	<b>52.36</b>	<b>(170.98)</b>	<b>73.02</b>
<b>Income from Other Sources (F)</b>	-	-	-	-	-
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>	-	-	-	-	-
<b>Taxable Income/(Loss) (A+E+F+G)</b>	<b>(927.26)</b>	<b>(305.04)</b>	<b>247.59</b>	<b>260.94</b>	<b>381.95</b>
<b>Taxable Income/(Loss) as per MAT</b>	<b>(1,060.52)</b>	<b>(598.05)</b>	<b>331.71</b>	<b>1,192.97</b>	<b>1,197.78</b>
<b>Tax as per MAT</b>	-	-	66.37	250.05	239.65
<b>Tax as per Normal Calculation</b>	-	-	80.34	84.68	123.94
<b>Relief u/s 90 / 90 A</b>	-	-	80.34	-	-
<b>MAT credit entitlement</b>	-	-	-	127.54	124.64
<b>Tax paid</b>	-	-	66.37	250.05	239.65
<b>Tax paid as per normal or MAT</b>	Normal	Normal	MAT	MAT	MAT

In terms of our report attached

For M. P. Chitale & Co.  
Chartered Accountants  
FRN: 101851W



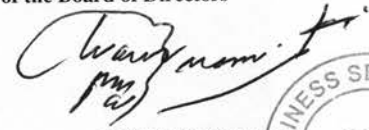
Viraj Londhe  
Partner  
Membership No. 45761  
Mumbai

Date :- September 14, 2017

On behalf of the Board of Directors



S Swaminathan  
Director  
DIN: 01185930



K Balachandran  
Director  
DIN:00080055



Date : September 11, 2017

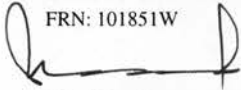
IRIS BUSINESS SERVICES LIMITED  
Restated standalone Statement of Dividend Paid

Annexure - IX

Particulars	For the year ended March 2017	For the year ended March 2016	For the year ended March 2015	For the year ended March 2014	For the year ended March 2013
Number of equity shares outstanding in Lakhs	69.38	69.38	69.38	69.38	69.38
Proposed/Interim Dividend	NIL				
Rate of dividend					
Dividend per equity share					

In terms of our report attached

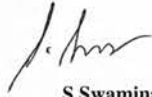
For M. P. Chitale & Co.  
Chartered Accountants  
FRN: 101851W



Viraj Londhe  
Partner  
Membership No. 45761  
Mumbai

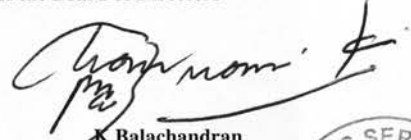
Date :- September 14, 2017  
Date :-

On behalf of the Board of Directors



S Swaminathan  
Director  
DIN: 01185930

Date : September 11, 2017



K Balachandran  
Director  
DIN:00080055



To  
The Board of Directors,  
IRIS Business Services Ltd.

Dear Sirs,

1) We have examined the attached Restated Consolidated Financial Information of IRIS Business Services Ltd, and its subsidiaries (collectively known as "Group"), which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at March 31, 2017, 2016, 2015, 2014, and 2013, the Restated Consolidated Summary Statement of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company at their meeting held on September 11, 2017 for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed issue of shares, prepared in terms of the requirements of:

- a) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules); and
- b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations. Our responsibility is to examine the Restated Consolidated Financial Information and confirm whether such Restated Consolidated Financial Information comply with the requirements of the Act, Rules, ICDR Regulations.

2) We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 11, 2017 in connection with the proposed issue of equity shares of the Company; and



b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI (“**The Guidance Note**”).

3) These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements as at March 31, 2017 and 2016, which have been approved by Board of directors at their meetings held on September 11, 2017, September 14, 2016 respectively. For the financial statements of the earlier years i.e. 2015, 2014, 2013 consolidated accounts for the Group were not prepared by the Management, as consolidation of accounts was not mandatory. Restated Consolidated Financial statements as at March 31, 2015, 2014 and 2013 are prepared on the basis of financials of the subsidiary companies and approved by the Board of directors at their meeting on September 11, 2017.

4) We did not audit the financial statements of the subsidiaries for the period ended March 31, 2017 whose Financial Statements reflect total assets of Rupees 80.82 Lakhs, total revenue of Rupees 408.94 Lakhs and net cash flows of Rupees 8.32 Lakhs and Group’s share of net profit/ of Rupees 6.15 Lakhs.

Out of these, Financial statements of one of the Subsidiaries viz. IRIS Business Services (Asia) Pte Ltd. financial statements have been audited by another firm of Auditors, M/s Natarajan and Swaminathan, whose report has been furnished to us and our opinion in so far as it relates to the amounts included in these Consolidated Summary Statement of Asset and Liabilities and Summary Statement of Profit and Loss Account are based solely on the report of other auditors.

The other auditor of the aforesaid subsidiary has confirmed that the restated consolidated financial information:

a) has been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

b) has been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

c) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments.

Financial statements of remaining two subsidiaries are unaudited.

5) We did not audit the financial statements of the subsidiaries for the financial years ended March 31, 2016, 2015, 2014 and 2013 whose share of total assets, total revenues, and net cash flows and Group’s share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:



(Amounts in Rupees Lacs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
<b>Audited Subsidiary</b> (by other auditor)					
Total Assets	59.98	58.9	68.57	72.76	106.39
Revenues	401.29	357.26	532.26	465.69	398.65
Net Cash Inflows	2.24	-14.05	-15.71	15.9	-11.48
Group's share of net profit/loss	6.32	-47.96	-46.05	15.33	15.34
<b>Unaudited Subsidiaries</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>	<b>March 31, 2013</b>
Total Assets	20.84	14.96	8.12	1.17	1.81
Revenues	7.65	2.6	0	0	0
Net Cash Inflows	6.08	7.45	-0.38	-0.32	0.29
Group's share of net profit/(loss)	-0.17	-0.01	0	-0.84	-2.23
<b>All Subsidiaries</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>	<b>March 31, 2013</b>
Total Assets	80.82	73.86	76.69	73.93	108.2
Revenues	408.94	359.86	532.26	465.69	398.65
Net Cash Inflows	8.32	-6.6	-16.09	15.58	-11.19
Group's share of net profit/loss	6.15	-47.97	-46.05	14.49	13.11

6) Based on our examination in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group, as at March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Consolidated Financial Statements.



b) The Restated Consolidated Summary Statement of Profit and Loss of the Group, for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

c) The Restated Consolidated Summary Statement of Cash Flows of the Group, for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure V Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

d) Based on the above, and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Information:

i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

iii. do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments.

7) We have also examined the following restated consolidated financial information of the Group set out in the Annexures prepared by the management and approved by the Board of Directors on September 11, 2017 for the years ended March 31, 2017, 2016, 2015, 2014 and 2013:

- a. Restated Consolidated Summary statement of Share Capital as Note 3 to Annexure IV
- b. Restated Consolidated Summary statement of Reserves & Surplus as Note 4 to Annexure IV
- c. Restated Consolidated Summary statement of Long term Borrowings as Note 5 to Annexure IV
- d. Restated Consolidated Summary statement of Deferred Tax Liabilities as Note 6 to Annexure IV
- e. Restated Consolidated Summary statement of Short Term Borrowings as Note 7 to Annexure IV
- f. Restated Consolidated Summary statement of Trade Payables, as Note 8 to Annexure IV
- g. Restated Consolidated Summary statement of Other Current Liabilities as Note 9 to Annexure IV
- h. Restated Consolidated Summary statement of Short Term Provisions as Note 10 to Annexure IV
- i. Restated Consolidated Summary statement of Fixed Assets and Statement of Depreciation & Amortisation expense as Note 11 to Annexure IV
- j. Restated Consolidated Summary statement of Non-current Investments as Note 12 to Annexure IV
- k. Restated Consolidated Summary statement of Long term Loans and Advances as Note 13 to Annexure IV
- l. Restated Consolidated Summary statement of Other Non-current Assets as Note 14 to Annexure IV



- m. Restated Consolidated Summary statement of Trade Receivables as Note 15 to Annexure IV
- n. Restated Consolidated Summary statement of Cash and Bank Balances as Note 16 to Annexure IV
- o. Restated Consolidated Summary statement of Short Term Loans and Advances as Note 17 to Annexure IV
- p. Restated Consolidated Summary statement of Other Current Assets as Note 18 to Annexure IV
- q. Restated Consolidated Summary statement of Revenue from Operations as Note 19 to Annexure IV
- r. Restated Consolidated Summary statement of Other Income as Note 20 to Annexure IV
- s. Restated Consolidated Summary statement of Employee Benefit Expenses as Note 21 to Annexure IV
- t. Restated Consolidated Summary statement of Finance Cost as Note 22 to Annexure IV
- u. Restated Consolidated Summary statement of Depreciation and Amortisation Expenses as Note 23 to Annexure IV
- v. Restated Consolidated Summary statement of Other Expenses as Note 24 to Annexure IV
- w. Restated Consolidated Summary statement of Contingent Liabilities and Commitments as Note 25 to Annexure IV
- x. Statement of additional information to the Restated Consolidated Financial Statements in Note 26 to 32 to Annexure IV
- y. Summary Statement of Adjustments to the Audited Financial Statements as Annexure V
- z. Summary Statement of Capitalization as Annexure VI
- aa. Summary Statement of Accounting Ratios as Annexure VII
- bb. Summary Statement of Dividend paid/proposed as Annexure VIII

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information and the above restated consolidated financial information contained in Annexures I to IX accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate (refer Annexure V) and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

8) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Bombay Stock Exchange and Registrar of Companies,





Maharashtra in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For M.P.Chitale & Co..**

Chartered Accountants

Firm's registration number: 101851W



**Viraj Londhe**

Partner

Membership Number 45761

Mumbai

Date: September 14, 2017.



(Rs. In Lakhs)

Particulars	Note No.	As at 31st March 2017	As At 31st March 2016	As At 31st March 2015	As At 31st March 2014	As At 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>						
<b>1 Shareholders' funds</b>						
(a) Share capital	3	693.76	693.76	693.76	693.76	693.76
(b) Reserves and surplus	4	1,214.88	2,113.11	2,832.22	2,612.56	1,709.75
<b>2 Non-current liabilities</b>						
(a) Long-term borrowings	5	983.62	1,212.72	397.36	808.35	935.09
(b) Deferred tax liabilities (Net)	6	49.50	205.93	229.23	305.99	173.64
<b>3 Current liabilities</b>						
(a) Short-term borrowings	7	542.70	329.42	275.84	78.88	301.87
(b) Trade payables	8					
(i) Total outstanding dues of Micro, Small and Medium Enterprises		2.04	2.09	-	-	-
(ii) Total outstanding dues of creditors other than Micro, Small and Medium Enterprises		299.07	102.52	332.64	131.54	200.35
(c) Other current liabilities	9	760.99	400.78	438.10	517.12	1,030.35
(d) Short-term provisions	10	1,423.66	1,192.78	1,120.95	975.20	645.15
<b>TOTAL</b>		<b>5,970.22</b>	<b>6,253.11</b>	<b>6,320.11</b>	<b>6,123.40</b>	<b>5,689.95</b>
<b>II. ASSETS</b>						
<b>1 Non-current assets</b>						
(a) Fixed assets	11					
(i) Tangible assets		1,057.92	1,109.69	1,167.65	1,400.81	1,478.95
(ii) Intangible Assets		951.16	633.87	1,014.80	1,345.03	554.64
(iii) Intangible Assets under development						
(iv) Capital Work in Progress		1,768.83	2,008.26	836.35	-	829.77
Net Block		<b>3,777.92</b>	<b>3,751.82</b>	<b>3,018.80</b>	<b>2,745.84</b>	<b>2,863.35</b>
(b) Non Current Investments	12	-	-	-	-	-
(c) Long-term loans and advances	13	4.74	5.23	159.62	158.70	156.95
(d) Other Non Current Assets	14	33.84	21.57	211.12	13.85	15.38
<b>2 Current assets</b>						
(a) Current Investments		-	-	-	-	-
(b) Inventories		-	-	-	-	-
(c) Trade receivables	15	773.55	568.94	1,130.73	1,580.78	962.88
(d) Cash and Bank Balances	16	30.37	618.99	257.82	449.26	974.73
(e) Short-term loans and advances	17	55.88	7.78	279.61	53.82	19.49
(f) Other Current Assets	18	1,293.92	1,278.78	1,262.40	1,121.15	697.17
<b>TOTAL</b>		<b>5,970.22</b>	<b>6,253.11</b>	<b>6,320.11</b>	<b>6,123.40</b>	<b>5,689.95</b>


See accompanying notes forming part of the restated financial information 1 - 32  
In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W

**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai  
Date : September 14, 2017

On behalf of the Board of Directors

  
**S Swaminathan**  
Director  
DIN: 01185930

  
**K Balachandran**  
Director  
DIN:00080055

Date : 11th September, 2017



**IRIS BUSINESS SERVICES LIMITED**  
Restated Consolidated Summary Statement of Profit and Loss

**ANNEXURE- II**  
(Rupees In Lakhs)

Particulars	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I. Revenue from operations	19	2,731.66	3,220.22	5,474.19	6,779.22	6,247.22
II. Other income	20	22.55	70.74	158.80	66.32	39.18
<b>III. Total Revenue (I + II)</b>		<b>2,754.21</b>	<b>3,290.96</b>	<b>5,632.99</b>	<b>6,845.54</b>	<b>6,286.40</b>
IV. Expenses:						
Employee benefits expense	21	1,776.36	1,829.26	2,667.86	3,312.60	3,135.74
Finance costs	22	208.25	167.81	138.97	183.78	134.98
Depreciation and amortization expense	23	462.64	458.27	554.50	380.19	433.79
Other expenses	24	1,378.97	1,705.73	1,979.73	1,709.56	1,365.86
<b>Total expenses</b>		<b>3,826.22</b>	<b>4,161.06</b>	<b>5,341.06</b>	<b>5,586.13</b>	<b>5,070.37</b>
<b>V. Profit before tax (VII- VIII)</b>		<b>(1,072.00)</b>	<b>(870.11)</b>	<b>291.94</b>	<b>1,259.41</b>	<b>1,216.03</b>
VI. Exceptional Items	24A	43.77	(194.30)	-	-	254.23
<b>Profit before tax and extraordinary items</b>		<b>(1,115.77)</b>	<b>(675.80)</b>	<b>291.94</b>	<b>1,259.41</b>	<b>961.80</b>
VIII. Tax expense:						
(1) Current tax		4.28	5.28	73.41	224.32	245.17
(2) Deferred tax		(156.43)	(23.31)	(76.76)	132.36	6.60
(3) MAT credit entitlement		-	-	-	-	-
(4) Tax adjustment on restatement / assessment		-	96.41	-	12.83	-
<b>Profit before extraordinary items</b>		<b>(152.15)</b>	<b>78.39</b>	<b>(3.36)</b>	<b>369.51</b>	<b>251.76</b>
Extraordinary items		(963.63)	(754.19)	295.29	889.91	710.04
<b>IX. Profit (Loss) for the period (XI + XIV)</b>		<b>(963.63)</b>	<b>(754.19)</b>	<b>295.29</b>	<b>889.91</b>	<b>710.04</b>
<b>Non-controlling interest</b>		<b>0.11</b>	<b>(0.80)</b>	<b>(0.85)</b>	<b>0.99</b>	<b>0.26</b>
<b>Profit (Loss) for the period (XI - XIV)</b>		<b>(963.73)</b>	<b>(753.39)</b>	<b>296.14</b>	<b>888.92</b>	<b>709.78</b>
X. Earnings per equity share:		(13.89)	(10.87)	4.26	12.83	10.23

See accompanying notes forming part of the restated financial information 1 - 32

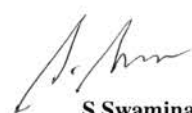
In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W

**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

Date : September 14, 2017

On behalf of the Board of Directors

  
**S Swaminathan**  
Director  
DIN: 01185930

  
**K Balachandran**  
Director  
DIN:00080055

Date : 11th September, 2017



IRIS BUSINESS SERVICES LIMITED  
Restated Consolidated Summary Statement of Cash Flows

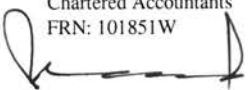
ANNEXURE-III  
(Rs. In Lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b>A. Cash flow from Operating Activities</b>					
Net Profit Before tax as per Statement of Profit & Loss	(1,072.00)	(870.11)	291.94	1,259.41	1,216.03
Adjustments for :					
Finance cost	197.06	158.17	138.98	183.77	132.18
Depreciation expenses	462.64	458.28	554.51	380.19	433.79
Prior period adjustments for depreciation				7.97	(2.08)
Prior period adjustments related to interest				0.02	
IRIS Business Services balance written off recorded in Misc. exp				3.25	
SCB loan excess payment write off in Misc. Exp				0.27	
Provision for diminution in value of inv					
Loss on sale of fixed assets	6.06			2.42	4.53
Impairment of fixed assets	43.77				254.23
Interest Income	(7.60)	(40.33)	(84.43)	(48.10)	(25.51)
Other non-cash adjustments	66.14	35.09	(10.40)	9.65	38.20
Provision for Gratuity					45.00
Write off of withholding tax	133.67				
Exceptional items	(43.77)	194.30			(254.23)
<b>Operating Profit before working capital changes</b>	<b>(214.04)</b>	<b>(64.61)</b>	<b>890.58</b>	<b>1,798.85</b>	<b>1,842.14</b>
<b>Changes in Working Capital</b>					
(Increase) / Decrease in Trade receivables	(204.61)	561.79	450.06	(617.91)	(105.02)
(Increase) / Decrease in Short-term loans and advances	(48.09)	271.83	(225.79)	(34.33)	(2.63)
(Increase) / Decrease in Other current assets	14.17	(74.69)	(113.94)	(65.71)	(87.03)
(Increase) / Decrease in Long-term loans and advances	0.48	154.39	(0.92)	(1.75)	24.54
(Increase) / Decrease in Other non-current assets	(12.27)	187.54	(197.81)	2.32	(4.36)
(Decrease) / Increase in Trade payables	196.50	(228.03)	201.10	(68.81)	82.35
(Decrease) / Increase in Other current liabilities	359.65	(36.56)	(247.81)	(70.40)	141.64
(Decrease) / Increase in Short-term provisions	231.44	76.87	80.65	105.24	99.56
Proceed /(Repayment) of short-term loans	213.28	53.57	196.96	(223.00)	301.32
<b>Total</b>	<b>750.56</b>	<b>966.72</b>	<b>142.50</b>	<b>(974.34)</b>	<b>450.37</b>
<b>Net Cash Flow from Operation</b>	<b>536.52</b>	<b>902.12</b>	<b>1,033.08</b>	<b>824.51</b>	<b>2,292.51</b>
Less : Income Tax paid	(169.20)	(136.94)	(196.21)	(327.03)	(245.29)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>367.32</b>	<b>765.17</b>	<b>836.87</b>	<b>497.48</b>	<b>2,047.22</b>
<b>B. Cash flow from investing Activities</b>					
Purchase of Fixed Assets (Net)	(24.36)	(17.37)	(64.64)	(47.86)	(1,252.87)
Increase in Capital Work In Progress					
Increase in Fixed Deposits with Maturity of more than 12 months				(1.32)	
Redemption/ (Investments) of fixed deposits		93.57	141.05	(32.62)	(43.25)
Inhouse software products capitalisation	(514.20)	(1,171.91)	(836.35)	(225.02)	(764.24)
Sale of Fixed Assets	6.15			0.35	0.42
Purchase of Investment					
Investment in subsidiary					
Sale / Redemption of Investment					
Movement in Loan & Advances					
Interest Income	13.83	40.33	95.81	37.80	22.30
Dividend Income					
<b>Total</b>	<b>(518.58)</b>	<b>(1,055.38)</b>	<b>(664.12)</b>	<b>(268.67)</b>	<b>(2,037.64)</b>
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(518.58)</b>	<b>(1,055.38)</b>	<b>(664.12)</b>	<b>(268.67)</b>	<b>(2,037.64)</b>

(Rs. In Lakhs)

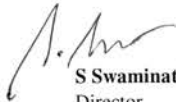
Particulars	F.Y. 2016-17	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14	F.Y. 2012-13
<b>C. Cash Flow From Financing Activities</b>					
Proceeds From Issue of shares capital					
Increase in Share Premium					
Fresh Loan/(Repayment) of term loans during the year(net)	(229.10)	815.36	(234.03)	(349.92)	854.69
Decrease in Secured Loans					
Increase in Long Term Provisions					
Increase in Unsecured Loans					
Interest Paid	(208.25)	(163.99)	(130.16)	(404.37)	(80.95)
<b>Total</b>	<b>(437.35)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(754.29)</b>	<b>773.74</b>
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(437.35)</b>	<b>651.37</b>	<b>(364.19)</b>	<b>(754.29)</b>	<b>773.74</b>
<b>D. Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(588.61)</b>	<b>361.17</b>	<b>(191.44)</b>	<b>(525.47)</b>	<b>783.33</b>
E. Opening Cash & Cash Equivalents	618.99	257.82	449.26	974.73	191.40
<b>F. Cash and cash equivalents at the end of the period</b>	<b>30.37</b>	<b>618.99</b>	<b>257.82</b>	<b>449.26</b>	<b>974.73</b>
<b>G. Cash And Cash Equivalents Comprise :</b>					
Cash	0.14	1.03	2.11	3.77	1.71
<b>Bank Balance :</b>					
Current Account	28.08	140.18	154.65	81.18	662.11
Deposit Account	2.15	477.78	101.06	364.31	310.91
<b>Total</b>	<b>30.37</b>	<b>618.99</b>	<b>257.82</b>	<b>449.26</b>	<b>974.73</b>


For M. P. Chitale & Co.  
Chartered Accountants  
FRN: 101851W

  
Viraj Londhe  
Partner  
Membership No. 45761  
Mumbai

Date : September 14, 2017

On behalf of the Board of Directors

  
S Swaminathan  
Director  
DIN: 01185930

  
K Balachandran  
Director  
DIN:00080055

Date : 11th September, 2017



## 1. CORPORATE INFORMATION

IRIS Business Services Limited (“The Company”) is a public limited company domiciled and headquartered in India and incorporated under the provisions of Companies Act, 1956. The registered office of the Company is located at T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi, Navi Mumbai – 400 703

The Company is one of the first provider of full professional XBRL products and solutions to organizations globally. The Company has over eighteen years of proven expertise in the financial information management space, providing customized technology solutions for data and content management, for the dissemination of information to investors and stock exchanges, and for effective content management to institutional clients.

The Consolidated Financial Statements cover IRIS Business Services Limited, (the “Parent Company / Holding Company”), and its Subsidiaries as given below:

Sr. No.	Name of Subsidiary	Country	Date of acquisition	Proportion of Ownership Interest				
				As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
1.	IRIS Business Services LLC	USA	Feb 26, 2010	100%	100%	100%	100%	100%
2.	IRIS Business Services (Asia) Pte Ltd	Singapore	July 07, 2010	98.36%	98.36%	98.36%	98.36%	98.36%
3.	Atanou Srl	Italy	July 31, 2015	100%	100%	---	---	---

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a. Basis of preparation of Financial Statements

These financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’).

The accounts have been prepared on historical cost basis using the accrual basis of accounting. The preparation of financial statements as per this policy requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

### b. Principles of consolidation

The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as of the Company.

The consolidated financial statements have been prepared on the following basis:

i) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.

ii) The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date, on which investment in the subsidiary is made, is recognised as 'Goodwill (on consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as 'Capital Reserve (on consolidation)' in the consolidated financial statements. However, since all investments in subsidiary companies were made at the time of its formation, there is no Goodwill or Capital Reserve in the present consolidated financial statements.

iii) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments in the subsidiary companies are made and further movements in their share in the equity, subsequent to the dates of investments. Since minority interest is negative in this consolidation, the same is adjusted against reserves and surplus.

#### **c. Translation to Indian Rupees**

The functional currency of the Parent Company is Indian Rupee.

The functional currencies of the subsidiaries are their respective local currencies. Their accounts are converted from their local currency to Indian Rupees in the following manner:

All income and expense items are translated at the annual average rate of exchange applicable for the year. All monetary assets and liabilities are translated at the closing rate of exchanges on the Balance Sheet date. For all non-monetary assets and liabilities opening balances are brought forward from the last year Indian rupee value and addition, deletions and adjustments thereto during the financial year have been made using the average annual rate of exchange applicable for the year. The equity share capital is stated at the exchange rate at the date of investment. The exchange difference arising out of the yearend translation is debited or credited to Foreign Currency Translation Reserve account and is being classified under Reserves and Surplus Account.

#### **d. Revenue Recognition**

Revenue is recognized when no significant uncertainty exists as to either the measurement or ultimate realization of the same.

##### Revenue from Operations

- i. Revenue from contracts including hosting and maintenance contracts, development or customization of software, advertisement and data conversion services is measured using the proportionate completion method and are recognised, provided at the time of performance it is not unreasonable to expect ultimate collection.
- ii. Revenue from sale of software/ software licenses which do not involve any customization are recognized upon delivery of the software to the clients and Renewal subscription income is recognized as revenue as & when the subscriptions are received.

##### Other Income

- i. Interest on Bank deposits is recognized on accrual basis.
- ii. Rental income is recorded on accrual basis.
- iii. Any other income is recognized on accrual basis, when no significant uncertainty as to measurability or collectability exists.

#### **e. Fixed Assets**

Tangible Fixed Assets are stated at the cost of acquisition less accumulated depreciation. Cost includes incidental expenses incurred during the acquisition/ installation, and excludes taxes and duties for which credit has been claimed.

Intangible assets are recorded at the consideration paid for acquisition of such asset and are carried at cost less accumulated amortisation and impairment.

**Capitalisation of Expenses incurred for development of software:**

Costs incurred in the development of proprietary software products have been classified and grouped under the heads "Software Developed In-House" & "Intangible Assets under Development" under Fixed Assets as per the recognition criteria laid down under AS 26 .

**f. Depreciation & Amortization**

For the Financial years 2012-13 and 2013-14, the depreciation was provided at rates specified and in the manner prescribed by Schedule XIV to the Companies Act, 1956.

For the Financial years 2014-15, 2015-16 and 2016-17, tangible fixed assets are depreciated on straight line basis over the useful life as specified in Schedule II of Companies Act, 2013.

Individual assets whose cost does not exceed Rupees 5,000/- are depreciated fully in the year of purchase. Where the asset capitalized has a fixed useful life, as in the case of software licenses, the same are written off over the said useful life.

Leasehold Property is being amortised over the remaining leasehold period on straight-line basis.

Software products both proprietary and purchased are amortized over a period of 5 to 6 years, the amortization commences once the said product is available for use.

The accounting policy followed by IRIS Business Services (Asia) Pte Ltd in respect following fixed assets is not in line with the policy followed by the holding company.

Fixed Asset	Rate followed by Subsidiary	Rate followed by the holding Company
Furniture and Fixtures	33 % p.a.	20% p.a.
Office Equipment	33 % p.a.	20% p.a.

Considering the value of fixed assets held by Iris Business Services (Asia) PTE Ltd. and the depreciation thereon, the company is of the view that there are no material differences to the overall consolidated financial statement due to this different depreciation policy followed by the subsidiary.

**g. Impairments**

The carrying amounts of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

**h. Investments**

Long term investments are stated at cost, and provision for diminution is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments. Short term investments are valued at lower of cost and net realizable value.

**i. Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed. Contingent assets are not recognized in the financial statements.



**j. Miscellaneous Expenditure**

Preliminary and other miscellaneous expenses are written off as and when incurred in accordance with the provisions of accounting standard 26.

**k. Prepaid Expenses**

Expenses which are incurred in one year and which spill over to the subsequent years are recognised as prepaid on proportionate basis only if such prepaid amount exceeds Rupees. 5,000/-.

**l. Employee Benefits**

Short-term employee benefits including salaries, wages, bonus and other benefits are recognized as expenses at the actual value as per contractual terms & charged to the profit and Loss Account for the year in which the related service is rendered.

The employees are eligible for leave as per leave policy of the company. The un-utilised leave can be carried forward and utilised during the course of employment. No encashment is allowed of unutilised leave. The obligation for the leave encashment is recognised based on an independent actuarial valuation at the Balance Sheet date. The expense is recognized in the statement of profit and loss at the present value of the amount payable determined based on actuarial valuation using "projected unit credit method".

The Company has provided for gratuity payable to Indian employees on the basis of actuarial valuation carried out by an independent actuary as per Projected Unit Credit Method carried out at the closed of the year. The Company makes annual contributions in respect of those employees who have completed five years in service, to the Group Gratuity Cash Accumulation Scheme of the LIC, which is a funded defined benefit plan.

**m. Taxation**

Provision for taxation is made on the basis of taxable profits computed for the current accounting period in accordance with the Income Tax Act 1961 for the holding company and as per the local laws for the subsidiary companies.

Deferred tax resulting from timing difference between Book Profits and Tax Profits is accounted for at applicable rate of tax to the extent the timing difference are expected to be crystallized. In case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax assets with virtual certainty that there would be adequate future income against which Deferred Tax Assets can be realized.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes total MAT credit balance available as an asset in a year when it is first actually utilized. Once the "MAT credit Entitlement" asset is recognized, the Company will review this asset at each reporting date and will be recognized only to the extent to which it will be utilized during the subsequent period.

**n. Leases**

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Rental charges over the term of such leases, after taking in to account the escalation clause, are charged to the Profit and Loss Account on a straight line basis over the extended lease term.

**o. Service Tax**

Service tax is accounted in accordance with the Guidance note on Accounting of Service Tax issued by ICAI. Accordingly input credit to the extent not utilized for payment of service tax accounted as asset as it would be available for adjustment against Service Tax payable in the future.

**IRIS BUSINESS SERVICES LIMITED**
**Note 3 - Restated Consolidated Summary Statement of Share Capital**

(Rupees in Lakhs)

**SHARE CAPITAL**

Share Capital	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015		As at 31st March 2014		As at 31 March 2013	
	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)
<b>Authorised</b>										
Equity Shares of Rs. 10 each	80.00	800.00	80.00	800.00	80.00	800.00	80.00	800.00	80.00	800.00
<b>Issued</b>										
Equity Shares of Rs. 10 each	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
<b>Subscribed &amp; Paid up</b>										
Equity Shares of Rs. 10 each fully paid up	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
<b>Total</b>	<b>69.38</b>	<b>693.76</b>	<b>69.38</b>	<b>693.76</b>	<b>69.38</b>	<b>693.76</b>	<b>69.38</b>	<b>693.76</b>	<b>69.38</b>	<b>693.76</b>

**Note 3.1 RECONCILIATION OF NUMBER OF SHARES**

Particulars	Equity Shares		Equity Shares		Equity Shares		Equity Shares		Equity Shares	
	No. of Shares held in Lakhs	(Rs. In Lakhs)	No. of Shares held in Lakhs	(Rs. In Lakhs)	No. of Shares held in Lakhs	(Rs. In Lakhs)	No. of Shares held in Lakhs	(Rs. In Lakhs)	No. of Shares held in Lakhs	(Rs. In Lakhs)
Shares outstanding at the beginning of the year	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76
Shares Issued during the year	-	-	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76	69.38	693.76

**Note 3.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.**

Name of Shareholder	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015		As at 31st March 2014		As at 31 March 2013	
	No. of Shares held in Lakhs	% of Holding	No. of Shares held in Lakhs	% of Holding	No. of Shares held in Lakhs	% of Holding	No. of Shares held in Lakhs	% of Holding	No. of Shares held in Lakhs	% of Holding
S Swaminathan	24.36	35.11%	24.36	35.11%	24.36	35.11%	24.36	35.11%	24.36	35.11%
Subhkam Growth fund	19.54	28.16%	19.54	28.16%	19.54	28.16%	19.54	28.16%	19.54	28.16%
Deepta Rangarajan	7.21	10.39%	7.21	10.39%	7.21	10.39%	7.21	10.39%	7.21	10.39%
K Balachandran	5.52	7.96%	5.52	7.96%	5.52	7.96%	5.52	7.96%	5.52	7.96%
	56.63	81.63%	56.63	81.63%	56.63	81.63%	56.63	81.63%	56.63	81.63%

**Rights, preferences and restrictions attached to equity shares**

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
<b>A. Securities Premium Account</b>					
Opening Balance	701.15	701.15	701.15	701.15	701.15
Add : Securities premium credited on Share issue					
Less : Premium Utilised for various reasons					
For Issuing Bonus Shares	-	-	-	-	-
Closing Balance	701.15	701.15	701.15	701.15	701.15
General Reserves	4.75	4.75	4.75	4.75	4.75
<b>B. Foreign Currency Transaction Reserve</b>	<b>-11.52</b>	<b>-12.21</b>	<b>-12.47</b>	<b>-13.02</b>	<b>-14.06</b>
<b>C. Minority Interest</b>	<b>-1.08</b>	<b>-1.20</b>	<b>-0.47</b>	<b>0.37</b>	<b>-0.60</b>
<b>B. Surplus</b>					
Opening balance	1,420.63	2,139.26	1,919.32	1,018.51	268.61
(+) Net Profit/(Net Loss) For the current year	-963.73	-753.39	296.14	888.92	709.78
(+) Other Adjustments	64.69	34.75	-2.20	11.89	40.12
(-) Transfer for Issue of Bonus Shares	-	-	-	-	-
(-) Adjustment in F.A as per Companies Act,2013	-	-	74.00	-	-
<b>Closing Balance</b>	<b>521.58</b>	<b>1,420.63</b>	<b>2,139.26</b>	<b>1,919.32</b>	<b>1,018.51</b>
<b>Total</b>	<b>1,214.88</b>	<b>2,113.11</b>	<b>2,832.22</b>	<b>2,612.56</b>	<b>1,709.75</b>

## NOTE - 5 Restated Consolidated Summary Statement of Long Term Borrowing

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>Secured</b>					
(a) Term loans					
<b>From Bank &amp; Financial Institutions</b>					
- Term Loan	983.62	1,212.72	397.36	808.35	935.09
For security and other details refer note 4.1	-	-	-	-	-
<b>Total</b>	<b>983.62</b>	<b>1,212.72</b>	<b>397.36</b>	<b>808.35</b>	<b>935.09</b>
<b>Unsecured</b>					
(b) Loans and advances from related parties	-	-	-	-	-
(c) Loans and Advances from Bank & Financial Institutions					
- Business Loans from Banks	-	-	-	-	-
- Business Loans from Financial Institutions	-	-	-	-	-
<b>Sub-total (b) + (c)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>983.62</b>	<b>1,212.72</b>	<b>397.36</b>	<b>808.35</b>	<b>935.09</b>

## Note 5.1

2016-17,2015-16,2014-15	2013-14	2012-13
<ul style="list-style-type: none"> <li>· (Secured against Property at T-231, 3rd Floor, Tower No. 2, International Infotech Park, Vashi, Navi Mumbai-400703)</li> <li>· Loan Sanctioned Rs.16,00,00,000 on 16th March 2015</li> <li>· Interest Rate -Base rate +1.15%p.a.(variable)</li> <li>· Current Interest Rate 11.35% (Previous year 11.35%)</li> <li>· Repayable in 84 months in 28 quarterly instalments</li> <li>· This loan is guaranteed by executive directors of the company</li> </ul>	<ul style="list-style-type: none"> <li>· #from Standard Chartered Bank</li> <li>· (Secured against Property at T-231, 3rd Floor, Tower No. 2, Vashi International Infotech Park, Sector 30A, Vashi – 400705)</li> <li>· Terms of Repayment 127months</li> </ul>	<ul style="list-style-type: none"> <li>· # from ICICI HFC Ltd</li> <li>· (Secured By Lien against Director's property)</li> <li>· Terms of Repayment 102 Months</li> <li>· # from Standard Chartered</li> <li>· (Secured against Property at T-</li> <li>· Terms of Repayment 127</li> </ul>

**IRIS BUSINESS SERVICES LIMITED**

**NOTE - 6 Restated Consolidated Summary Statement of Deferred Tax Liabilities (Net)**

**(Rupees In Lakhs)**

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
WDV as per Books	3,777.70	3,750.62	3,016.70	2,741.26	2,856.47
WDV as per IT	2,864.40	2,948.07	2,023.99	1,593.08	2,347.32
Time Difference	913.30	802.55	992.71	1,148.18	509.15
Depreciation	282.21	260.39	328.22	372.53	173.06
Gratuity Provision	(52.50)	(52.18)	(98.78)	(67.36)	
Provision for Bad Debts	(39.46)	(1.01)			(0.47)
Unpaid Bonus allowed on payment basis	(140.75)				
Diminution in investment value	0.00	(1.28)	(0.87)		
Credit available for MAT paid			0.67	0.83	1.05
Preliminary Expense W/O					
Disallowance u/s 43B					
Brough forward Unabsorbed Loss & Depreciation					
<b>Net Transfer to P &amp; L A/c</b>					
<b>Transfer to P &amp; L A/c</b>	<b>(156.43)</b>	<b>(23.31)</b>	<b>(76.76)</b>	<b>132.36</b>	<b>6.60</b>
<b>As per B/s</b>	<b>49.50</b>	<b>205.93</b>	<b>229.23</b>	<b>305.99</b>	<b>173.64</b>

**Minimum Alternative Tax (MAT) Credit**

In accordance with accounting policy of the company, the MAT credit balance is not recognised as an asset.

**(Rupees In Lakhs)**

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
MAT credit balance	375.55	375.55	375.55	375.55	248.01

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>Secured</b>					
(a) Working Capital Loans	542.70	329.42	275.84	78.88	301.87
(b) Buyers' Credit Facilities	-	-	-	-	-
<b>Total</b>	<b>542.70</b>	<b>329.42</b>	<b>275.84</b>	<b>78.88</b>	<b>301.87</b>

## Note 7.1

2016-17	2015-16	2014-15	2013-14	2012-13
<ul style="list-style-type: none"> <li>Loan Sanctioned ₹ 7,00,00,000 on 19th September 2016 by Federal Bank</li> <li>Interest Rate - Base rate + 2.01% p.a. (variable)</li> <li>Current Interest Rate 11.53% (Previous year 11.35%)</li> </ul>	<ul style="list-style-type: none"> <li>Loan Sanctioned ₹ 5,00,00,000 by Federal Bank</li> <li>Interest Rate - Base rate + 2.01% p.a. (variable)</li> <li>This loan is guaranteed by executive directors of the company</li> </ul>	<ul style="list-style-type: none"> <li>(Secured By Hypothecation of Receivables)</li> <li>ICICI Bank</li> <li>Loan Sanctioned ₹ 4,00,00,000 on 16th March 2013</li> </ul>		<ul style="list-style-type: none"> <li>(Secured By Hypothecation of Receivables with collateral security in the form of Fixed Deposit of ₹1,50,00,000/- with SBI &amp; WDV of freehold plant &amp; machinery, furniture &amp; fixtures &amp; office equipment valued at ₹ 2,80,38,000/-)</li> <li>from other parties</li> <li>(The above loan is guaranteed to the extent of ₹3,00,00,000/- by the Directors)</li> </ul>

This loan is guaranteed by executive directors of the company

Interest Rate -  
Base rate +  
3.25% p.a.

Current  
Interest Rate  
11.35%  
(Previous year  
NA)

Balance  
outstanding as  
on 31.03.2015  
is ₹ Nil

Balance  
outstanding as  
on 31.03.2014  
is ₹ 78,87,757

This loan was  
guaranteed by  
executive  
directors of the  
company

Federal Bank

Loan  
Sanctioned ₹  
5,00,00,000 on  
16th March  
2015

Interest Rate -  
Base rate +  
1.90% p.a.  
(variable)

Current Interest  
Rate 12.10%  
(Previous year  
NA)

Balance  
outstanding as  
on 31.03.2015  
is ₹  
2,73,87,449

Balance  
outstanding as  
on 31.03.2014  
is ₹ Nil

This loan is  
guaranteed by  
executive  
directors of the  
company

Standard  
Chartered Bank

Loan  
Sanctioned ₹  
5,00,00,000 on  
26th February  
2014

Interest Rate -  
Base rate +  
2.50% p.a.  
(variable)

Balance  
outstanding as  
on 31.03.2015  
is ₹ 1,96,790

Balance  
outstanding as  
on 31.03.2014  
is ₹ 2,50,000

This loan is  
guaranteed by  
executive  
directors of the  
company

(Secured By  
Hypothecation  
of Receivables  
with collateral  
security in the  
form of Fixed  
Deposit of ₹  
1,50,00,000/-  
with ICICI  
Bank)

## NOTE - 8 Restated Consolidated Summary Statement of Trade Payable

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(a) Micro, Small and Medium Enterprise	2.04	2.09	-	-	-
(b) Others	299.07	102.52	332.64	131.54	200.35
<b>Total</b>	<b>301.11</b>	<b>104.61</b>	<b>332.64</b>	<b>131.54</b>	<b>200.35</b>

## NOTE - 9 Restated Consolidated Summary Statement of Other Current Liabilities

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(i) Current maturities of Long Term Debt (i.e. Term Liability classified as current)	227.85	227.85	227.85	50.90	273.81
(ii) Statutory Remittance	33.36	19.68	30.62	44.55	72.89
(iii) Due against Capital Expenditure	-	-	-	-	-
(iv) Other Payables (Specify Nature) Others	499.79	153.25	179.63	421.67	683.65
<b>Total</b>	<b>760.99</b>	<b>400.78</b>	<b>438.10</b>	<b>517.12</b>	<b>1,030.35</b>

## NOTE - 10 Restated Consolidated Summary Statement of Short Term Provisions

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
<b>Provision For</b>					
<b>(a) Employee benefits</b>					
(i) Contribution to PF	3.04	3.60	8.65	0.50	1.15
(ii) Worker Salary Payable	484.05	358.61	70.42	134.23	88.02
(iii) Gratuity Provisions	141.38	117.63	298.76	207.60	155.83
<b>(b) Others (Specify nature)</b>					
(i) Income Tax	657.57	657.57	657.57	600.62	375.15
(ii) Other Expenses	137.63	55.38	85.56	32.25	24.99
<b>Total</b>	<b>1,423.66</b>	<b>1,192.78</b>	<b>1,120.95</b>	<b>975.20</b>	<b>645.15</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2013	Balance as at 31 March 2013	Balance as at 31 March 2012
<b>a. Tangible Assets</b>											
Building	-	1,070.94	-	1,070.94	-	9.13	-	-	9.13	1,061.81	-
Plant and Machinery	466.99	84.20	24.18	527.01	171.78	74.18	-	20.11	225.85	301.16	295.21
Furniture & Fixture	79.17	19.55	1.54	97.19	32.88	8.47	-	1.54	39.82	57.37	46.29
Office Equipments	41.63	31.84	1.60	71.86	10.75	3.22	-	0.72	13.25	58.61	30.88
Electricifications	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>587.79</b>	<b>1,206.53</b>	<b>27.32</b>	<b>1,767.00</b>	<b>215.41</b>	<b>95.00</b>	<b>-</b>	<b>22.37</b>	<b>288.05</b>	<b>1,478.95</b>	<b>372.38</b>
<b>Intangible Assets</b>											
Database	6.00	-	-	6.00	2.19	0.29	-	-	2.47	3.53	3.82
URL	5.00	-	-	5.00	3.93	0.46	-	-	4.39	0.61	1.07
Software developed in house	1,206.03	246.92	-	1,452.94	434.12	290.59	254.23	-	724.71	474.00	771.90
Computer Software	91.46	46.34	-	137.80	14.38	46.93	-	-	61.31	76.49	77.08
Intangible Assets under development	312.45	764.24	246.92	829.77	-	-	-	-	-	829.77	312.45
Patent	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,620.94</b>	<b>1,057.49</b>	<b>246.92</b>	<b>2,431.52</b>	<b>454.62</b>	<b>338.26</b>	<b>254.23</b>	<b>-</b>	<b>792.88</b>	<b>1,384.41</b>	<b>1,166.32</b>
<b>Total</b>	<b>2,208.73</b>	<b>2,264.02</b>	<b>274.24</b>	<b>4,198.52</b>	<b>670.04</b>	<b>433.26</b>	<b>254.23</b>	<b>22.37</b>	<b>1,080.93</b>	<b>2,863.35</b>	<b>1,538.70</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013
<b>a. Tangible Assets</b>											
Building	1,070.94	-	-	1,070.94	9.13	19.47	0.01	-	28.59	1,042.34	1,061.81
Plant and Machinery	527.01	37.27	25.36	538.93	225.85	75.82	8.28	24.64	285.32	253.62	301.16
Furniture & Fixture	97.19	1.27	-	98.46	39.82	7.61	0.84	-	48.27	50.19	57.37
Office Equipments	71.86	1.22	2.72	70.37	13.25	4.27	1.41	0.40	15.70	54.66	58.61
Electricifications	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,767.00</b>	<b>39.76</b>	<b>28.07</b>	<b>1,778.69</b>	<b>288.05</b>	<b>107.17</b>	<b>7.70</b>	<b>25.04</b>	<b>377.88</b>	<b>1,400.81</b>	<b>1,478.95</b>
<b>Intangible Assets</b>											
Database	6.00	-	-	6.00	2.47	0.29	0.00	-	2.76	3.25	3.53
URL	5.00	-	-	5.00	4.39	0.46	-	-	4.85	0.15	0.61
Software in house products	1,448.70	1,054.79	743.30	1,760.19	723.87	246.22	-	489.07	481.01	1,279.17	724.84
Computer Software	142.04	8.10	-	150.14	62.16	25.53	0.00	-	87.69	62.45	79.88
Intangible Assets under development	829.77	225.02	1,054.79	-	-	-	-	-	-	-	829.77
<b>Total</b>	<b>2,431.52</b>	<b>1,287.90</b>	<b>1,798.09</b>	<b>1,921.33</b>	<b>792.88</b>	<b>272.49</b>	<b>0.00</b>	<b>489.07</b>	<b>576.31</b>	<b>1,345.03</b>	<b>1,638.64</b>
<b>Total</b>	<b>4,198.52</b>	<b>1,327.66</b>	<b>1,826.16</b>	<b>3,700.02</b>	<b>1,080.93</b>	<b>379.66</b>	<b>7.71</b>	<b>514.12</b>	<b>954.19</b>	<b>2,745.84</b>	<b>3,117.58</b>

(Rupees in lakhs)



Fixed Assets	Gross Block			Accumulated Depreciation			Net Block			
	Balance as at 1 April 2014	Additions/ (Disposals)	Disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2015	Balance as at 31 March 2014
<b>a. Tangible Assets</b>										
Building	1,070.94	-	-	1,070.94	28.59	19.47	-	-	48.07	1,022.87
Plant and Machinery	538.93	19.48	2.45	555.96	285.32	131.89	58.53	2.45	473.29	82.67
Furniture & Fixture	98.46	-	0.69	97.77	48.27	14.23	-	0.72	61.78	253.62
Office Equipments	70.37	0.09	0.22	70.23	15.70	16.34	12.22	0.15	44.11	50.19
<b>Total</b>	<b>1,778.69</b>	<b>19.57</b>	<b>3.36</b>	<b>1,794.90</b>	<b>377.88</b>	<b>181.93</b>	<b>70.75</b>	<b>3.32</b>	<b>627.24</b>	<b>54.66</b>
<b>Intangible Assets</b>										
Database	6.00	-	-	6.00	2.76	-	-	-	6.00	-
URL	5.00	-	-	5.00	4.85	0.15	-	-	5.00	0.15
Computer Software	150.14	45.07	-	195.21	87.69	19.00	-	-	106.69	88.51
Software	1,760.19	-	-	1,760.19	481.01	352.89	-	-	833.90	926.29
Intangible Assets under development	-	836.35	-	836.35	-	-	-	-	-	-
<b>Total</b>	<b>1,921.33</b>	<b>881.41</b>	<b>-</b>	<b>2,802.74</b>	<b>576.31</b>	<b>372.04</b>	<b>3.25</b>	<b>-</b>	<b>951.60</b>	<b>1,851.15</b>
<b>Total</b>	<b>3,700.02</b>	<b>900.98</b>	<b>3.36</b>	<b>4,597.64</b>	<b>954.19</b>	<b>553.97</b>	<b>74.00</b>	<b>3.32</b>	<b>1,578.84</b>	<b>3,018.80</b>

(Rupees in lakhs)

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block			
	Balance as at 1 April 2015	Additions	Disposal/ Adjustment	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at 31 March 2016	Balance as at 31 March 2015
<b>a. Tangible Assets</b>										
Building	1,070.94	-	-	1,070.94	48.07	19.47	-	-	67.54	1,003.40
Plant and Machinery	555.96	26.94	-	582.91	473.29	39.99	-	1.59	514.87	68.04
Furniture & Fixture	97.77	-	-	97.77	61.78	11.00	-	-	72.78	24.99
Office Equipments	70.23	0.50	-	70.73	44.11	13.35	-	-	57.46	13.27
<b>Total</b>	<b>1,794.90</b>	<b>27.44</b>	<b>-</b>	<b>1,822.34</b>	<b>627.24</b>	<b>83.81</b>	<b>-</b>	<b>1.59</b>	<b>712.64</b>	<b>1,109.69</b>
<b>Intangible Assets</b>										
Software developed in house	1,760.19	-	-	1,760.19	835.59	350.35	-	-	1,185.94	574.24
URL	5.00	-	-	5.00	5.00	-	-	-	5.00	-
Database	6.00	-	-	6.00	6.00	-	-	-	6.00	-
Software	195.21	3.32	-	185.14	105.00	22.10	-	1.59	125.51	59.63
Intangible Assets under development	836.35	1,171.91	-	2,008.26	-	-	-	-	-	2,008.26
<b>Total</b>	<b>2,802.74</b>	<b>1,175.24</b>	<b>13.39</b>	<b>3,964.59</b>	<b>951.60</b>	<b>372.45</b>	<b>-</b>	<b>1.59</b>	<b>1,322.46</b>	<b>2,642.13</b>
<b>Total</b>	<b>4,597.64</b>	<b>1,202.67</b>	<b>13.39</b>	<b>5,786.93</b>	<b>1,578.84</b>	<b>456.26</b>	<b>-</b>	<b>-</b>	<b>2,035.10</b>	<b>3,751.82</b>

The Company has revised useful life of certain assets as per the useful life specified in the schedule II of the Companies Act, 2013 or as reassessed by the company.

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Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2016	Additions	Disposal/ Adjustment	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
<b>a. Tangible Assets</b>											
Building	1,070.94	-	-	1,070.94	67.54	19.47	-	-	87.01	983.93	1,003.40
Plant and Machinery	582.91	15.36	-	598.27	514.87	26.55	-	-	541.42	56.85	68.04
Furniture & Fixture	97.77	0.13	12.20	85.70	72.78	6.40	-	6.15	73.03	12.66	24.99
Office Equipments	70.73	0.22	-	70.95	57.46	9.01	-	-	66.47	4.48	13.27
<b>Total</b>	<b>1,822.34</b>	<b>15.72</b>	<b>12.20</b>	<b>1,825.85</b>	<b>712.64</b>	<b>61.44</b>	<b>-</b>	<b>6.15</b>	<b>767.93</b>	<b>1,057.92</b>	<b>1,109.69</b>
<b>Intangible Assets</b>											
URL	5.00			5.00	5.00				5.00	-	-
Database	6.00			6.00	6.00				6.00	-	59.63
Software	185.14	8.64	-	193.78	125.51	22.57	-	-	148.08	45.71	905.45
Software developed in house	1,760.19	753.62	-	2,513.81	1,185.94	378.64	43.77	-	1,608.35	905.45	574.24
Intangible Assets under development	2,008.26	514.20	753.62	1,768.83	1,322.46	401.20	43.77	-	1,767.43	1,768.83	2,008.26
<b>Total</b>	<b>3,964.59</b>	<b>1,276.46</b>	<b>753.62</b>	<b>4,487.43</b>	<b>1,322.46</b>	<b>401.20</b>	<b>43.77</b>	<b>-</b>	<b>2,719.99</b>	<b>2,719.99</b>	<b>2,642.13</b>
<b>Total</b>	<b>5,786.93</b>	<b>1,292.18</b>	<b>765.82</b>	<b>6,313.28</b>	<b>2,035.10</b>	<b>462.64</b>	<b>43.77</b>	<b>6.15</b>	<b>2,535.36</b>	<b>3,777.92</b>	<b>3,751.82</b>

(Rupees in lakhs)

## NOTE - 12 Restated Consolidated Summary Statement of Non Current Investments

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(a) Investment in Property	-	-	-	-	-
(b) Investment in Equity Instruments In Unquoted Fully paid up Equity Shares of	-	-	-	-	-
(c) Investment in Preference Shares	-	-	-	-	-
(d) Investments in Government or Trust Securities	-	-	-	-	-
(e) Investments in Debentures or Bonds	-	-	-	-	-
(f) Investments in Mutual Funds	-	-	-	-	-
(g) Investments in Partnership Firms	-	-	-	-	-
(h) Other Non Current Investments	-	-	-	-	-
<b>Aggregate amount of unquoted Investments</b>	-	-	-	-	-
Aggregate Cost of Quoted Investments	-	-	-	-	-
Aggregate Cost of Unquoted Investments	-	-	-	-	-
Aggregate Market Value of Quoted	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

## NOTE - 13 Restated Consolidated Summary Statement of Long Term Loans and Advances

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
<b>a. long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	-	-	-
<b>b. Other Long Term Loans &amp; Advances</b>					
Security Deposits	4.74	5.23	159.62	158.70	156.95
Advance against Capital Expenditure	-	-	-	-	-
Other Advances (recoverable in cash or kind or for value to be received)	-	-	-	-	-
<b>Total</b>	<b>4.74</b>	<b>5.23</b>	<b>159.62</b>	<b>158.70</b>	<b>156.95</b>

## NOTE - 14 Restated Consolidated Summary Statement of Other Non-current Assets

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
<b>a. Term Deposits with remaining maturity exceeding 12 months</b>	33.84	21.57	209.04	8.54	7.22
<b>b. Other non-current assets</b>	-	-	2.09	5.31	8.16
<b>Total</b>	<b>33.84</b>	<b>21.57</b>	<b>211.12</b>	<b>13.85</b>	<b>15.38</b>

## NOTE - 15 Restated Consolidated Summary Statement of Trade Receivables

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
(Unsecured and Considered Good)					
<b>a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies</b>					
Over Six Months	98.23	167.11	61.67	58.29	8.92
Others	-	-	-	-	-
<b>b. From Others</b>					
Over Six Months	88.98	137.83	208.03	30.68	87.63
Less than Six Months	586.34	264.00	861.02	1,491.81	866.33
<b>Total</b>	<b>773.55</b>	<b>568.94</b>	<b>1,130.73</b>	<b>1,580.78</b>	<b>962.88</b>

## NOTE - 16 Restated Consolidated Summary Statement of Cash and Bank Balances

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31
<b>a. Cash &amp; Bank Equivalent</b>					
Cash on hand*	0.14	1.03	2.11	3.77	1.71
Balances with banks - in current accounts	28.08	140.18	154.65	81.18	662.11
<b>b. Balance in Deposit Accounts</b>	2.15	477.78	101.06	364.31	310.91
<b>Total</b>	<b>30.37</b>	<b>618.99</b>	<b>257.82</b>	<b>449.26</b>	<b>974.73</b>

## NOTE - 17 Restated Consolidated Summary Statement of Short Term Loans and Advances

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31 March 2015	As at 31 March 2014	As at 31
(Unsecured and Considered Good)					
<b>a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	0.00	4.04	3.00
<b>b. Balance with Government Authorities</b>	-	-	-	-	-
<b>c. Others (specify nature)</b>					
Advance Tax & TDS	-	-	-	-	-
Prepaid Expenses	55.16	7.20	264.72	39.20	11.08
Others	0.72	0.58	14.89	10.58	5.41
<b>Total</b>	<b>55.88</b>	<b>7.78</b>	<b>279.61</b>	<b>53.82</b>	<b>19.49</b>

## NOTE - 18 Restated Consolidated Summary Statement of Other Current Assets

(Rupees In Lakhs)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
(Unsecured and Considered Good)					
<b>(a) Taxes on income</b>	959.31	923.77	888.51	708.77	393.42
<b>(b) Other current assets</b>	334.61	355.01	373.89	412.38	303.75
<b>Total</b>	<b>1,293.92</b>	<b>1,278.78</b>	<b>1,262.40</b>	<b>1,121.15</b>	<b>697.17</b>

**IRIS BUSINESS SERVICES LIMITED**
**NOTE - 19 Restated Consolidated Summary Statement of Revenue from operations**

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
<b>19. Revenue From Opertaion</b>					
<b>I. Sale of goods/services as applicable</b>					
(a) Sales of goods					
Sale of products	218.58	290.47	90.80	161.82	37.67
	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>218.58</b>	<b>290.47</b>	<b>90.80</b>	<b>161.82</b>	<b>37.67</b>
(b) Sale of services					
XBRL related projects and services	2,215.33	2,632.89	4,997.86	6,190.28	5,836.13
myiris.com, content and technology services	283.21	287.03	329.13	347.27	360.07
<b>Total</b>	<b>2,498.54</b>	<b>2,919.92</b>	<b>5,326.99</b>	<b>6,537.55</b>	<b>6,196.20</b>
<b>Total</b>	<b>2,717.12</b>	<b>3,210.39</b>	<b>5,417.79</b>	<b>6,699.37</b>	<b>6,233.87</b>
<b>II. Other Operating Revenue</b>					
	14.54	9.83	56.40	79.85	13.35
	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>14.54</b>	<b>9.83</b>	<b>56.40</b>	<b>79.85</b>	<b>13.35</b>
<b>Total</b>	<b>2,731.66</b>	<b>3,220.22</b>	<b>5,474.19</b>	<b>6,779.22</b>	<b>6,247.22</b>

**NOTE - 20 Restated Consolidated Summary Statement of other income**

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
<b>Other Income</b>					
(a) Type of income					
Interest income	7.60	40.33	84.43	48.10	25.51
Dividend income					
Net exchange gain/(loss)					
Other non-operating income(net of expenses directly attribut	14.95	30.41	74.37	18.22	13.67
	-	-	-	-	-
<b>Total</b>	<b>22.55</b>	<b>70.74</b>	<b>158.80</b>	<b>66.32</b>	<b>39.18</b>
(b) Other Non-Operating Revenue					
(i) Type of income	-	-	-	-	-
<b>Total</b>	<b>22.55</b>	<b>70.74</b>	<b>158.80</b>	<b>66.32</b>	<b>39.18</b>

**NOTE - 21 Restated Consolidated Summary Statement of Employee Benefit Expenses**

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
Salaries and wages	1,697.49	1,789.83	2,476.85	3,213.46	2,975.89
Contribution to provident and other funds	71.94	28.74	168.35	62.86	68.40
staff welfare expensee	6.93	10.69	22.66	36.28	91.45
<b>Total</b>	<b>1,776.36</b>	<b>1,829.26</b>	<b>2,667.86</b>	<b>3,312.60</b>	<b>3,135.74</b>

**NOTE - 22 Restated Consolidated Summary Statement of Finance Cost**

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
Interest expense	191.18	144.54	113.01	160.87	132.18
<b>Bank Charges/ Commission</b>	11.19	9.64	11.23	3.71	2.74
Other Finance costs	5.88	13.63	14.73	19.20	0.06
	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>208.25</b>	<b>167.81</b>	<b>138.97</b>	<b>183.78</b>	<b>134.98</b>

**Note -23 Restated Consolidated Sumamry of Depreciation and amortisation expenses**

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
Depreciation	462.64	456.26	553.97	379.66	433.26
Amortisation of preliminary Expenses	-	2.01	0.53	0.53	0.53
<b>Total</b>	<b>462.64</b>	<b>458.27</b>	<b>554.50</b>	<b>380.19</b>	<b>433.79</b>

## NOTE - 24 Restated Consolidated Summary Statement of Other Expenses

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
Legal, Professional and Consultancy Fees	342.83	218.68	208.09	209.94	143.51
Directors' Sitting Fees	-	3.00	3.60	5.30	5.40
Travelling and Conveyance	70.55	96.92	93.81	72.54	46.89
STPI - Annual Service Charges	-	2.25	2.25	2.25	2.50
Commission / Brokerage Charges	-	4.38	-	-	-
Postage, Telephone & Communication Charges	48.51	32.64	51.78	43.27	37.28
Advertisement Expenses	-	-	1.82	1.73	8.97
Printing & Stationery	3.85	6.01	10.41	7.70	5.75
Business Promotion Expenses	14.28	2.20	5.76	1.70	20.31
Foreign Travel Expenses including onsite project expenses	216.44	216.03	422.66	266.69	151.87
Onsite Marketing & Sales Expenses	-	-	-	-	-
Singapore Project Expenses	-	-	-	-	-
Retainership Charges	-	-	-	-	47.57
Software Development Expenses	9.44	3.78	26.21	62.61	68.82
Conference Expenses	14.51	4.64	26.43	13.55	41.35
Data Sourcing Expenses	6.47	9.42	11.88	35.21	45.65
Internet Co-Location Charges	60.75	96.60	112.86	112.46	111.43
Membership Fees	7.36	10.68	15.69	14.99	5.48
Net gain/ loss on sale of investments	-	-	-	-	-
Exchange Loss / (Gain)	(2.87)	12.51	(1.09)	112.77	50.88
Office Maintenance Expenses	22.36	31.89	61.43	75.99	57.42
Repairs & Maintenance Expenses	11.83	14.41	11.46	4.84	17.37
Staff Recruitment Charges	-	2.64	-	-	3.68
Kuwait Retention Expenses	-	-	-	-	-
Hire Changes	-	-	-	-	12.60
Software Licence & Hardware Fees	209.41	641.33	346.05	99.34	30.89
Bad debts written off	0.00	0.44	133.64	34.98	2.89
Saudi Arabia Zakat Expenses	-	-	-	7.92	-
Kuwati Retainion Expenses	12.60	-	-	-	-
Provision for Doubtful Debts	124.59	3.10	-	-	1.38
Sundry Balance Written-Off	39.72	-	-	-	-
Donation	-	-	-	-	-
Loss on Disposals of Fixed Assets	6.06	-	0.51	2.42	4.53
Interest/ Penalty in respect of Statutory Dues	-	-	4.46	3.95	5.08
Payment to auditors as	-	-	-	-	-
Auditor	6.25	6.25	6.25	5.95	5.75
For taxation matters	2.20	2.20	1.60	1.60	1.60
III For company law matters	-	-	-	-	-
For management services	-	-	-	-	-
For other services	0.65	4.15	0.50	0.40	0.50
Reimbursement of expenses	0.08	0.33	0.40	0.18	0.26
VII excess provision reversed	-	-	-	-	(0.25)
Prior year Adjustments (Net) Expense / (Income)	8.51	1.21	(85.43)	25.63	(2.08)
(a) Electricity & Water Charges	34.90	66.18	85.45	103.82	110.27
(b) Rent	60.39	170.57	333.61	323.59	291.58
(c) Repairs to buildings	-	-	6.08	3.55	-
(c) Repairs to machinery	8.47	9.80	11.45	15.62	10.74
(e) Insurance	5.80	4.30	4.23	3.69	2.95
(f) Rates and taxes, excluding, taxes on income	15.22	9.13	18.72	13.71	8.89
(g) Miscellaneous expenses	17.80	18.06	47.15	19.65	6.14
<b>Total</b>	<b>1,378.97</b>	<b>1,705.73</b>	<b>1,979.73</b>	<b>1,709.56</b>	<b>1,365.86</b>

## NOTE - 24A Restated Consolidated Summary Statement of Exceptional items

(Rupees In Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31 March 2013
Write back of provision for Gratuity Liability	-	-180.67	-	-	-
Loss on disposal of fixed assets	-	-	-	-	-
Write back of old deposits received from channel partners	-	-6.50	-	-	-
Electricity Tarrif revision claim accepted by MSED	-	-27.23	-	-	-
Service tax refund claims not accepted	-	19.53	-	-	-
VAT refund claims not accepted	-	0.56	-	-	-
Provision for dimunition in the value of Investments	-	-	-	-	-
Provision for Gratuity Liability Previous Years	-	-	-	-	-
Marketing Expenses on Software Products written off	-	-	-	-	-
Write-off of prior years TDS and Withholding tax	-	-	-	-	-
Impairments On Fixed Assets	43.77	-	-	-	254.23
<b>Total</b>	<b>43.77</b>	<b>-194.30</b>	<b>0.00</b>	<b>0.00</b>	<b>254.23</b>

Particulars	As at 31st March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
<b>(a) Contingent Liabilities</b>					
<b>a. Claims against the company not acknowledged as debts</b>					
Claim under Central Excise Act, 1944	-	-	23.58	77.90	77.90
( Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)					
<b>b. Guarantees</b>	33.84	21.57	436.28	-	-
<b>c. Other Money for which the company is contingently liable</b>	-	-	-	-	-
<b>(b) Commitments</b>	31.10				1.06
<b>Total</b>	<b>64.94</b>	<b>21.57</b>	<b>459.86</b>	<b>77.90</b>	<b>78.96</b>

IRIS BUSINESS SERVICES LIMITED

Note 26: Earning Per Share

(Rupees In Lakhs)

Particulars	For the year ended March 31, 2017	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
Net profit for the period / year before extraordinary items as restated	(963.63)	(754.19)	295.29	889.91	710.04
Net profit for the period / year after extraordinary items as restated	(963.63)	(754.19)	295.29	889.91	710.04
Weighted average number of equity shares	69.38	69.38	69.38	69.38	69.38
Par value per share	10.00	10.00	10.00	10.00	10.00
Earnings per share excluding extraordinary items - basic and diluted (in Rupees)	(13.89)	(10.87)	4.26	12.83	10.23
Earnings per share including extraordinary items - basic and diluted (in Rupees)	(13.89)	(10.87)	4.26	12.83	10.23

In terms of our report attached



**IRIS BUSINESS SERVICES LIMITED**

**Note 27: Related Party Transactions**

(Rupees In Lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2016-17	Amount outstanding 31.03.2017 (Payable)/Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/Receivable
FinX Solutions(UAE)	Entities over which the promoters exercise significant influence/control	Services rendered	-	85.91	189.48	160.86
FinX Solutions(UAE)	Entities over which the promoters exercise significant influence/control	Promotional expenses incurred	-	-	-	-
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Services rendered	3.41	12.32	-	1.85
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Loans/Advances given	-	-	-	-
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Loans/advances recoverable	-	-	-	-
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Security deposit	-	0.90	-	0.90
S. Swaminathan	Promoters/Key Management Personnel	Loans/Advances given	14.93	-	12.82	-
S. Swaminathan	Promoters/Key Management Personnel	Reimbursement of expenses	0.00	-	0.00	-
S. Swaminathan	Promoters/Key Management Personnel	Remuneration paid	-	-	-	-
S. Swaminathan	Promoters/Key Management Personnel	Payable against services availed	-	(21.63)	-	-

**IRIS BUSINESS SERVICES LIMITED**

**Note 27: Related Party Transactions**

(Rupees In Lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2016-17	Amount outstanding 31.03.2017 (Payable)/Receivable	Amount of Transaction during 2015-16	Amount Outstanding as on 31.03.16 (Payable)/Receivable
Deepta Rangarajan	Promoters/Key Management Personnel	Loans/Advances given				
Deepta Rangarajan	Promoters/Key Management Personnel	Loans/Advances recoverable		0.13		
Deepta Rangarajan	Promoters/Key Management Personnel	Reimbursement of expenses	16.13		5.23	
Deepta Rangarajan	Promoters/Key Management Personnel	Payable against services availed		(2.56)		
Deepta Rangarajan	Promoters/Key Management Personnel	Remuneration paid	24.00		24.00	
K. Balachandran	Promoters/Key Management Personnel	Loans/Advances given				
K. Balachandran	Promoters/Key Management Personnel	Reimbursement of expenses	15.27		1.28	
K. Balachandran	Promoters/Key Management Personnel	Remuneration paid	24.00		24.00	
K. Balachandran	Promoters/Key Management Personnel	Payable against services availed		8.32		
Anand Padmanabhan	Key Management Personnel	Managerial remuneration	130.65	7.52	100.76	8.54
Anand Padmanabhan	Key Management Personnel	Payable				
Littlemore Innovation Labs PL	Entities over which the directors exercise significant influence/control	Services rendered	5.81		4.48	
Rakesh S Kathoia	Director	Sitting Fees	-	-	-	-
Ullal Ravindra Bhat	Director	Sitting Fees	-	-	0.80	-
Partho Sarthy Datta	Director	Sitting Fees	-	-	1.00	-
Narayan Sheshadri	Director	Sitting Fees	-	-	0.60	-
Pradip Mallick	Director	Sitting Fees	-	-	-	-
Sanjoy Bhattacharya	Director	Sitting Fees	-	-	0.60	-
Ullal Ravindra Bhat	Director	Reimbursement of expenses	-	-	-	-
Partho Sarthy Datta	Director	Reimbursement of expenses	-	-	-	-
Narayan Sheshadri	Director	Reimbursement of expenses	-	-	-	-

**IRIS BUSINESS SERVICES LIMITED**  
**Note 27: Related Party Transactions**

(Rupees In Lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.2015 (Payable)/Receivable	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.2014 (Payable)/Receivable	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.2013 (Payable)/Receivable
FinX Solutions(UAE)	Entities over which the promoters exercise significant influence/control	Services rendered	34.47	34.42	36.86	35.46	64.18	64.18
FinX Solutions(UAE)	Entities over which the promoters exercise significant influence/control	Promotional expenses incurred						
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Services rendered	11.45	27.25	30.12	26.88	10.79	8.92
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Loans/Advances given	0.00	0.00	1.83		6.94	
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Loans/advances recoverable		0.00		NIL		3.00
IRIS Knowledge Foundation	Entities over which the promoters exercise significant influence/control	Security deposit		0.90				
S. Swaminathan	Promoters/Key Management Personnel	Loans/Advances given	36.68		3.63			
S. Swaminathan	Promoters/Key Management Personnel	Reimbursement of expenses	0.00		0.00	(0.00)	36.28	
S. Swaminathan	Promoters/Key Management Personnel	Remuneration paid				(0.00)		(9.94)
S. Swaminathan	Promoters/Key Management Personnel	Payable against services availed				(1.12)		

IRIS BUSINESS SERVICES LIMITED  
Note 27: Related Party Transactions

(Rupees In Lakhs)

Name	Nature of relationship	Nature of Transaction	Amount of Transaction during 2014-15	Amount Outstanding as on 31.03.2015 (Payable/Receivable)	Amount of Transaction during 2013-14	Amount Outstanding as on 31.03.2014 (Payable/Receivable)	Amount of Transaction during 2012-13	Amount Outstanding as on 31.03.2013 (Payable/Receivable)
Deepika Rangarajan	Promoters/Key Management Personnel	Loans/Advances given	-	-	-	-	-	-
Deepika Rangarajan	Promoters/Key Management Personnel	Loans/Advances recoverable	-	-	-	-	-	-
Deepika Rangarajan	Promoters/Key Management Personnel	Reimbursement of expenses	28.84	-	8.25	-	-	-
Deepika Rangarajan	Promoters/Key Management Personnel	Payable against services availed	-	(0.00)	-	(14.93)	36.28	(23.46)
Deepika Rangarajan	Promoters/Key Management Personnel	Remuneration paid	30.00	-	36.00	(6.00)	-	-
K. Balachandran	Promoters/Key Management Personnel	Loans/Advances given	-	-	-	-	-	-
K. Balachandran	Promoters/Key Management Personnel	Reimbursement of expenses	4.31	-	12.83	-	-	-
K. Balachandran	Promoters/Key Management Personnel	Remuneration paid	30.00	-	36.00	(6.00)	36.00	(23.51)
K. Balachandran	Promoters/Key Management Personnel	Payable against services availed	-	-	-	(14.56)	-	-
Anand Padmanabhan	Key Management Personnel	Managerial remuneration	104.01	20.64	100.99	7.99	88.45	28.38
Anand Padmanabhan	Key Management Personnel	Payable	-	-	-	-	-	-
Littlemore Innovation Labs PL	Entities over which the directors exercise significant influence/control	Services rendered	0.87	-	-	-	-	-
Rakesh S Kathotia	Director	Sitting Fees	-	-	0.40	-	0.20	-
Ullal Ravindra Bhat	Director	Sitting Fees	1.60	-	1.65	-	1.00	-
Partho Sartyr Data	Director	Sitting Fees	0.80	-	1.25	-	0.80	-
Narayan Sheshadri	Director	Sitting Fees	1.20	-	1.65	-	0.60	-
Pradip Mallik	Director	Sitting Fees	-	-	-	-	0.40	-
Sanjoy Bhattacharya	Director	Sitting Fees	-	-	-	-	-	-
Ullal Ravindra Bhat	Director	Reimbursement of expenses	0.20	-	-	-	-	-
Partho Sartyr Data	Director	Reimbursement of expenses	0.15	-	-	-	-	-
Narayan Sheshadri	Director	Reimbursement of expenses	0.15	-	-	-	-	-

**IRIS BUSINESS SERVICES LIMITED**

Note 28 The Company has determined the liability for Employee Benefits in accordance with the revised Accounting Standard 15 on "Employee Benefits".

(Rupees In Lakhs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
(A) Change in Present Value of Obligation –					
<b>PV of Obligations as at the beginning of the year</b>	189.56	380.60	253.52	200.58	34.15
Interest Cost	14.84	29.64	22.61	17.93	2.73
Current Service Cost	31.35	31.98	102.13	77.33	3.31
Benefits Paid	(50.12)	(15.81)	(4.49)	(2.63)	(3.60)
Actuarial loss on obligations	8.83	(236.84)	6.83	(39.69)	0.79
<b>PV of Obligations as at the close of the year</b>	<b>194.46</b>	<b>189.56</b>	<b>380.60</b>	<b>253.52</b>	<b>37.37</b>

(B) Change in Fair Value of plan assets					
<b>FV of Assets as at the beginning of the year</b>	71.94	81.83	45.91	44.75	37.48
Expected Return	4.76	5.78	5.57	3.80	3.39
Contributions	28.47	0.46	36.50	-	7.47
Benefits Paid	(50.12)	(15.81)	(4.49)	(2.63)	(3.60)
Actuarial loss on plan assets	(1.97)	(0.33)	(1.66)	(0.00)	-
<b>FV of Assets as at the close of the year</b>	<b>53.08</b>	<b>71.94</b>	<b>81.83</b>	<b>45.91</b>	<b>44.75</b>

(C) Amount recognized in the Balance Sheet					
<b>PV of Obligations as at the close of the year</b>	194.46	189.56	380.60	253.52	-
Fair value of Plan Assets as at close of the year	53.08	71.94	81.83	45.91	-
Funded Status	141.38	117.63	(298.76)	(207.60)	-
Unrecognised Actuarial Gain / (Loss)	-	-	-	-	-
Unrecognised Past Service Cost-Non Vested	-	-	-	-	-
<b>Net Asset / (Liability) recognised in the Balance sheet</b>	<b>141.38</b>	<b>(117.63)</b>	<b>(298.76)</b>	<b>(207.60)</b>	<b>-</b>

(D) Net Gratuity Cost at the close of the year					
Interest Cost	14.84	29.64	22.61	17.93	2.73
Current Service Cost	31.35	31.98	102.13	77.33	3.31
Actuarial Loss	10.79	(236.51)	8.49	(39.69)	0.79
Expected Return on Plan Assets	(4.76)	(5.78)	(5.57)	(3.80)	(3.39)
<b>Total</b>	<b>52.22</b>	<b>(180.67)</b>	<b>127.65</b>	<b>51.78</b>	<b>3.44</b>

(E) Assumptions used in accounting for gratuity costs					
Discount Rate	7%	8%	9%	9.00%	8.00%
Salary escalation rate	7%	7%	12%	12%	5.00%
Expected rate of return on plan assets	7.00%	7.79%	9%	8.75%	
Employee Attrition Rate (Past Service (PS))					
PS : - 0 to 5	23.00%	18.00%	26.00%	26%	
PS : - 5 to 42		1.00%	-1.00%	-1.00%	
Expected average remaining Service				12.64	
Mortality	IALM (2006-08)	IALM (2006-08)			
Retirement age	Ultimate	Ultimate			
	60 years	60 years			

**IRIS BUSINESS SERVICES LIMITED**  
**Note 29. Segment Reporting**  
**FY2017**

(Rupees In Lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	1,787.11	661.34	0.00	283.21	2,731.66
Allocated expenses	1,634.95	986.13	323.86	306.79	3,251.74
Segmental operating income	152.16	(324.79)	(323.86)	(23.58)	(520.07)
Depreciation and other non-cash expenses					462.64
Unallocable expenses					208.25
Other income, net					22.55
Profit before exceptional item and tax					(1,168.41)
Exceptional item					43.77
Profit before tax					(1,212.18)
Tax expense					(152.15)
Minority Interest					0.11
Profit after taxes and exceptional item					(1,060.14)
<b>Segment Assets:</b>					
Sundry Debtors	526.35	171.43	0.00	75.77	773.55
Intangible assets under development	-	164.08	1,604.75	-	1,768.83
Un-allocated Assets					3,427.83
<b>Total Assets</b>	<b>526.35</b>	<b>335.52</b>	<b>1,604.75</b>	<b>75.77</b>	<b>5,970.22</b>

**FY2016**

(Rupees In Lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	2,061.99	868.90	0.00	289.33	3,220.22
Allocated expenses	1,565.54	1,065.77	327.31	600.99	3,559.61
Segmental operating income	496.44	(196.87)	(327.31)	(311.65)	(339.39)
Depreciation and other non-cash expenses					458.28
Unallocable expenses					167.81
Other income, net					70.75
Profit before exceptional item and tax					(894.73)
Exceptional item					218.94
Profit before tax					(675.79)
Tax expense					(18.03)
Minority Interest					(0.80)
Profit after taxes and exceptional item					(656.97)
<b>Segment Assets:</b>					
Sundry Debtors	363.67	176.74	-	28.53	568.94
Intangible assets under development	122.05	604.00	1,282.21	-	2,008.26
Un-allocated Assets					3,772.33
<b>Total Assets</b>	<b>485.71</b>	<b>780.74</b>	<b>1,282.21</b>	<b>28.53</b>	<b>6,349.53</b>

**FY2015**

(Rupees In Lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	2,171.16	2,973.90	0.00	329.13	5,474.19
Allocated expenses	2,143.32	1,916.68	305.86	281.73	4,647.59
Segmental operating income	27.84	1,057.22	(305.86)	47.41	826.61
Depreciation and other non-cash expenses					554.51
Unallocable expenses					138.98
Other income, net					158.80
Profit before exceptional item and tax					291.93
Exceptional item					0.00
Profit before tax					291.93
Tax expense					(3.36)
Minority Interest					(0.85)
Profit after taxes and exceptional item					296.13
<b>Segment Assets:</b>					
Sundry Debtors	882.71	137.35	-	110.66	1,130.73
Intangible assets under development	0.00	301.33	535.02	-	836.35
Un-allocated Assets					4,353.04
<b>Total Assets</b>	<b>882.71</b>	<b>438.68</b>	<b>535.02</b>	<b>110.66</b>	<b>6,320.11</b>

FY2014

(Rupees In Lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	762.73	5,669.22	-	347.27	6,779.22
Allocated expenses	1,261.67	3,214.30	131.57	414.61	5,022.15
Segmental operating income	(498.94)	2,454.92	(131.57)	(67.34)	1,757.07
Depreciation and other non-cash expenses					380.19
Unallocable expenses					183.77
Other income, net					66.32
Profit before exceptional item and tax					1,259.43
Exceptional item					155.83
Profit before tax					1,103.60
Tax expense					369.51
Minority Interest					0.99
Profit after taxes and exceptional item					733.10
<b>Segment Assets:</b>					
Sundry Debtors	169.71	1,322.92	-	88.15	1,580.78
Intangible assets under development		225.02			225.02
Un-allocated Assets					4,317.59
<b>Total Assets</b>	<b>169.71</b>	<b>1,547.94</b>	<b>0.00</b>	<b>88.15</b>	<b>6,123.40</b>

FY2013

(Rupees In Lakhs)

Particulars	Collect: Regulatory Platform	Create: Enterprise Reporting	Consume: Data Consumption Platform	Others	Total
Income from software services and products	329.75	5,601.26	0.00	316.21	6,247.22
Allocated expenses	1,120.43	2,891.30	3.70	446.68	4,462.11
Segmental operating income	(790.69)	0.03	(0.00)	(0.00)	1,785.10
Depreciation and other non-cash expenses					433.79
Unallocable expenses					134.98
Other income, net					39.18
Profit before exceptional item and tax					1,255.51
Exceptional item					254.23
Profit before tax					1,001.28
Tax expense					255.40
Minority Interest					0.26
Profit after taxes and exceptional item					745.62
<b>Segment Assets:</b>					
Sundry Debtors	245.69	654.10	0.00	63.09	962.88
Intangible assets under development		829.77			829.77
Un-allocated Assets					3,897.30
<b>Total Assets</b>	<b>245.69</b>	<b>1,483.87</b>	<b>0.00</b>	<b>63.09</b>	<b>5,689.95</b>

**IRIS BUSINESS SERVICES LIMITED****Note 30 Movement in Provisions****FY 2012-13**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2012	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2013
Provision for Income Tax	120.50	263.80	-	384.30
Provision for Deferred Tax (Asset)/ Liability	167.04	6.60	-	173.64
Provision for Gratuity	111.00	45.00	-	156.00
Provision for Other Expenses Payable	13.46	24.99	13.46	24.99
Contingent Liabilities	77.90	-	-	77.90

**FY2013-14**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2013	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2014
Provision for Income Tax	384.30	272.92	5.58	651.64
Provision for Deferred Tax (Asset)/ Liability	173.64	184.64	-	358.28
Provision for Gratuity	156.00	51.60	-	207.60
Provisions in respect of Employee Benefits	103.02	93.00	(100.42)	296.44
Provision for Other Expenses Payable	24.99	32.25	24.99	32.25
Contingent Liabilities	77.90	-	-	77.90

**FY2014-15**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2014	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2015
Provision for Income Tax	609.77	66.37	9.42	666.72
Provision for Deferred Tax (Asset)/ Liability	305.99	-	76.76	229.23
Provision for Gratuity	207.60	127.65	36.50	298.75
Provision for leave encashment	38.63	29.19	-	67.82
Provisions in respect of Employee Benefits	95.60	-	93.00	2.60
Provision for Other Expenses Payable	32.25	85.53	32.23	85.55
Contingent Liabilities	83.77	453.99	77.90	459.86



**FY 2015-16**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2015	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2016
Provision for Income Tax	666.72	-	-	666.72
Provision for Deferred Tax (Asset)/ Liability	229.23	-	23.30	205.93
Provision for Gratuity	298.76	-	181.13	117.63
Provision for leave encashment	67.87	-	24.69	43.18
Provisions in respect of Employee Benefits	2.60	312.82	-	315.42
Provision for Bad & Doubtful Debts				-
Provision for Other Expenses Payable	85.55	-	30.18	55.37
				-
(a) Movements in Contingent Liabilities				-
				-
Contingent Liabilities	459.86	-	438.29	21.57

**FY 2016-17**

(Rupees In Lakhs)

Nature of Provision	Opening Balance as on 01.04.2016	Additions during the year	Reversal/ adjustments	Closing Balance as on 31.03.2017
Provision for Income Tax	666.72	NIL	NIL	666.72
Provision for Deferred Tax (Asset)/ Liability	205.93		146.95	58.97
Provision for Gratuity	117.63	50.33	26.57	141.38
Provision for leave encashment	43.18	-	14.65	26.91
Provisions in respect of Employee Benefits	315.43	140.09	-	455.52
Provision for Bad & Doubtful Debts	3.10	124.80	0.21	127.69
Provision for Other Expenses Payable	55.38	136.43	54.18	137.63
(a) Movements in Contingent Liabilities				
Contingent Liabilities	21.57	12.27	NIL	33.84

**IRIS BUSINESS SERVICES LIMITED****Note 31. Leases**

In accordance with the Accounting Standard 19 on 'Leases' issued by the Institute of Chartered Accountants of India, the following disclosure in respect of Operating Leases is made:

## (a) Leave &amp; License Agreements for Office Premises

The Company has entered into multiple leave & license arrangements for its office premises generally for a period of 60 months. The Company has also entered into a lease agreement for 9 years for the Company's Office at Airoli, with a minimum lock-in period of 5 years. As per the terms of the agreements, maintenance charges and municipal levies are borne by the Licensor, except in the case of the Airoli Office, where the maintenance charges are to be borne by the Company.

The total future minimum lease payments under the leave & license arrangements classified as operating lease for each of the periods is given below:

Particulars	(Rupees in Lakhs)				
	2016-17	2015-16	2014-15	2013-14	2012-13
In less than a year	31.10	28.17	203.31	196.88	190.28
In 1 year to 5 years	2.61	30.75	227.15	765.70	834.06
In greater than 5 years	NIL	NIL	NIL	176.12	304.65

The terms of renewal and escalation clauses are those normally prevalent in similar agreements

## (a) Fit-Out Rent

As part of the rent agreement for the premises at Airoli, the Company has to pay fit-out rent for movable and immovable items. The total future minimum lease payments under the said agreement in respect of the fit-out rent classified as operating lease for each of the periods is given below:

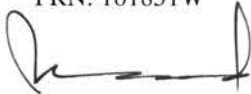
Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
In less than a year	NIL	NIL	60.81	57.04	52.88
In 1 year to 5 years	NIL	NIL	NIL	257.16	244.27
In greater than 5 years	NIL	NIL	NIL	103.15	173.09

32. Previous periods / year's figures have been re grouped/ classified wherever necessary to correspond with the current period classification / disclosure.

For **M. P. Chitale & Co.**

Chartered Accountants

FRN: 101851W



**Viraj Londhe**

Partner

Membership No. 45761

Mumbai

Date : September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**

Director

DIN: 01185930

Date : 11th September, 2017



**K Balachandran**

Director

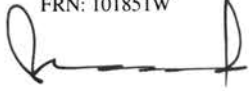
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**IRIS BUSINESS SERVICES LIMITED****Restated Consolidated Adjustment for Restatement of Profit and Loss**Annexure - V  
(Rupees In Lakhs)


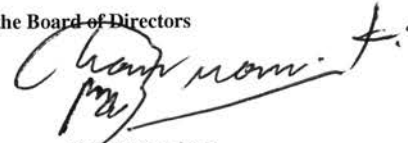
Adjustments for	2016-17	2015-16	2014-15	2013-14	2012-13
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	(1,060.03)	(621.36)	303.66	689.31	745.88
<b>Adjustments for:</b>					
Prior period expenses adjusted	96.41	(96.41)	0.00	155.83	(45.00)
Prior period income adjusted	-	(36.41)	(8.37)	44.78	-
Deferred Tax Liability / Asset Adjustment	-	-	-	-	-
Increase in expenses	-	-	-	-	-
Taxes adjusted in Current period	-	-	-	-	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>(963.62)</b>	<b>(754.18)</b>	<b>295.29</b>	<b>889.92</b>	<b>700.88</b>

In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W

**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

September 14, 2017

On behalf of the Board of Directors


**S Swaminathan**  
Director  
DIN: 01185930

**K Balachandran**  
Director  
DIN:00080055

Date : 11th September, 2017



**IRIS BUSINESS SERVICES LIMITED**  
**Restated Consolidated statement of Capitalisation**

**Annexure - VI**

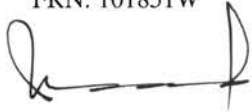
(Rupees In Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	770.55	770.55
Long Term Debt (B)	983.62	983.62
<b>Total debts (C)</b>	<b>1,754.17</b>	<b>1,754.17</b>
<b>Shareholders' funds</b>		
Equity share capital	1,387.52	1,887.92
Reserve and surplus - as restated	521.12	1,705.71
<b>Total shareholders' funds</b>	<b>1,908.64</b>	<b>3,593.63</b>
<b>Long term debt / shareholders funds</b>	0.52	0.27
<b>Total debt / shareholders funds</b>	0.92	0.49

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at last audited period.
2. Since 31st March, 2017 (which is the last date as of which financial information has been given) Share Capital was increased from Rs. 693.75 Lakhs to Rs. 1387.52 Lakhs by the issue of bonus shares in the ratio of one share for every one share.
3. Short term Debts includes current maturities of long term debt.
4. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO.

Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing in last audited period has only been considered for post issue debt calculation.

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W



**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai  
Date : September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930

Date : 11th September, 2017



**K Balachandran**  
Director  
DIN:00080055



**IRIS BUSINESS SERVICES LIMITED**  
Restated Consolidated Statement of Accounting Ratios

Annexure - VII  
(Rupees In Lakhs)

Ratios	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Restated PAT as per P& L Account	(963.63)	(754.19)	295.29	889.91	710.04
Weighted Average Number of Equity Shares at the end of the Year/Period	69.38	69.38	69.38	69.38	69.38
Impact of issue of Bonus Shares before stub period	0.00	0.00	0.00	0.00	0.00
Impact of issue of Bonus Shares after 31st March, 2017	69.38	69.38	69.38	69.38	69.38
Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of bonus shares	138.75	138.75	138.75	138.75	138.75
No. of equity shares at the end of the year/period	69.38	69.38	69.38	69.38	69.38
Impact of issue of Bonus Shares before stub period	0.00	0.00	0.00	0.00	0.00
Impact of issue of Bonus Shares after March 31, 2017	69.38	69.38	69.38	69.38	69.38
No. of equity shares at the end of the year/period after adjustment for issue of bonus shares	138.75	138.75	138.75	138.75	138.75
Net Worth	1,908.64	2,806.87	3,523.96	3,303.78	2,400.43
<b>Earnings Per Share</b>					
Basic & Diluted - before bonus	(13.89)	(10.87)	4.26	12.83	10.23
Basic & Diluted - after bonus	(6.94)	(5.44)	2.13	6.41	5.12
<b>Return on Net Worth (%)</b>	(0.50)	(0.27)	0.08	0.27	0.30
<b>Net Asset Value Per Share (Rs) - before bonus</b>	27.51	40.46	50.80	47.62	34.60
<b>Net Asset Value Per Share (Rs) - after bonus</b>	13.76	20.23	25.40	23.81	17.30
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

**Footnote**

**1) Formulas for accounting ratios**

Basic Earnings per share

Net profit as restated, attributable to equity shareholders

Weighted average number of equity shares at the end of the year/period

*Diluted Earnings per share*

Net profit as restated, attributable to equity shareholders

Weighted average number of dilutive equity shares at the end of the year/period

*Return on net worth*

Net profit after tax as restated (excluding extraordinary items)

Net worth as restated at the end of the year/period

*Net Asset Value (NAV) per equity share*

Net worth as restated at the end of the year/period

Number of equity shares outstanding at the end of the year/period

*EPS is determined considering bonus for all years*

2) Since 31st March, 2017 (which is the last date as of which financial information has been given) Share Capital was increased from Rs. 693.75 Lakhs to Rs. 1387.52 Lakhs by the issue of bonus shares in the ratio of one share for every one share.

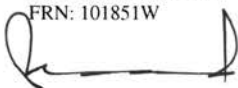
3) If figures for stub period are not annualised a note to that effect

4) Changes in capital structure post last audited period which have an impact on accounting ratios such as bonus, split, etc.

5) EPS is determined considering bonus for all years

In terms of our report attached

For **M. P. Chitale & Co.**  
Chartered Accountants  
FRN: 101851W



**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

Date: September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930

Date: 11th September, 2017



**K Balachandran**  
Director  
DIN:00080055



## Annexure - VIII

## Restated standalone Statement of Dividend Paid

( In Lakhs)

Particulars	For the year ended March 2017	For the year ended March 2016	For the year ended March 2015	For the year ended March 2014	For the year ended March 2013
Number of equity shares outstanding	69.38	69.38	69.38	69.38	69.38
Proposed/Interim Dividend	NIL				
Rate of dividend					
Dividend per equity share					

In terms of our report attached

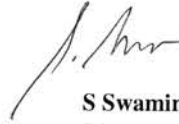
For M. P. Chitale & Co.  
Chartered Accountants  
FRN: 101851W



**Viraj Londhe**  
Partner  
Membership No. 45761  
Mumbai

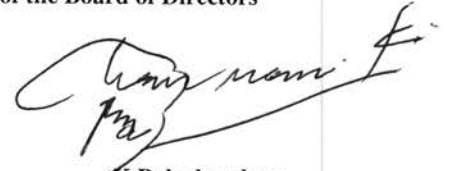
Date : September 14, 2017

On behalf of the Board of Directors



**S Swaminathan**  
Director  
DIN: 01185930

Date : 11th September, 2017



**K Balachandran**  
Director  
DIN:00080055



## 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 for the financial years ended March 31, 2017, 2016, and 2015 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements*" on page 157 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" beginning on pages 17 and 16, of this Prospectus beginning respectively.

Our Company was incorporated on October 03, 2000 and has completed around seventeen years since incorporation. The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the financial years ended March 31, 2017, 2016 and 2015.

### OVERVIEW

Incorporated in 2000, our Company, IRIS Business Services Limited is a global provider of software products for compliance, data and analytics. We have developed a name for ourselves in the global RegTech Industry with a range of products that straddle the length of the information supply chain.

We cater to Regulators including Central Banks, Business Registries, Capital Market Regulators and Stock Exchanges. We also provide solutions to the regulated, including Corporates, Banks, Mutual Funds. We are operating in the domestic as well as overseas markets.

Our Company was founded by Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan and Ms. Deepta Rangarajan in the year 2000. Initially we focused on providing XBRL (eXtensible Business Reporting Language – an XML based information standard) related services and consultancy to our domestic and overseas clients. We changed our business model from a services provision model to a product based model in the year 2015, we also ventured beyond XBRL into other information standards such as JSON etc, which for example, is used by for GST filings in India.

Our business is made up of three segments which we call Collect, Create and Consume. Most of our revenues today come from three products: iFile, the flagship product of the "Collect" division deployed to help regulators collect data from those that they regulate; iDeal and Carbon, the two main products of the "Create" Division, used by banks and enterprises respectively to generate ready to file submissions to regulators.

We have recently launched IRIS GST to help businesses comply with the GST regime. Under development is a data repository which we call DCP, off which, products of the "Consume" segment of our firm will be built.

The company headquartered in Mumbai, India with subsidiaries in United States, Singapore and Italy.

We are active in the global XBRL community. We have over eighteen years of experience in the financial information management space, providing customized technology solutions for data and content management, for the dissemination of information to investors and stock exchanges, and for effective content management to institutional clients. Over the last ten years, the company has been very closely involved in the XBRL space, in taxonomy creation, software solutions and in the conversion of

structured and unstructured data into XBRL for regulatory filing across the world. IRIS has multidisciplinary skills, taxonomy experts, software engineers, business analysts, accountants and data scientists have come together to provide a complete range of products and services across the length of the information supply chain.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen 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.

### **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 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Product uptake in the market.
- Sustained customer engagement.
- Change in government compliance regulations.

### **DISCUSSION ON RESULT OF OPERATIONS**

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the financial years ended March 31, 2017, 2016 and 2015.

### **OVERVIEW OF REVENUE & EXPENDITURE**

#### **Revenues**

Revenue: Our revenue comprises of revenue from operations by sale of services, sale of products and other incomes

Revenue from operations: Our revenue from operations comprises of revenue from XBRL product and project income, XBRL related service and content & technology services

Other Income: Our other income comprises of interest income, rental income and MSEB discount.

*Amount (Rs. In Lakhs)*

Particulars	Till March 31,		
	2017	2015	2016
<b>Income</b>			
Revenue from Operations	2731.66	3220.22	5474.19
As a % of Total Revenue	99.18%	97.85%	97.18%
Other Income	22.55	70.75	158.80
As a % of Total Revenue	0.82%	2.15%	2.82%
<b>Total Revenue</b>	<b>2,754.21</b>	<b>3,290.96</b>	<b>5,632.99</b>

#### **Expenditure**

Expenses: Our expenses comprise of cost of employee benefit expenses, finance cost, depreciation and amortisation expenses and other expenses.

Employee benefit expense: Our employee benefit expense consists of salary, contribution to provident fund expense and other expense, gratuity expense and staff welfare expense. {Our salary & wages are net of capitalization}

Finance costs: Our finance costs comprises of interest on term loan and working capital loan and other finance cost.



Depreciation and amortisation expenses: Tangible and intangible assets are depreciated and amortised over periods corresponding to their estimated useful lives. See “Significant Accounting Policies – Depreciation” on Annexure 23 on page 157 of this Prospectus.

Other expenses: Our other expenses primarily include legal, professional and consultancy fees, travelling and conveyance, postage, telephone & communication charges, foreign travel expenses including onsite project expenses, onsite marketing & sales expenses, internet co-location charges, exchange loss / (gain), office maintenance expenses, software licence & hardware fees, provision for doubtful debts, electricity & water charges, rent. etc. {Our rent, facility software licences fees and outsourced software development expenses are net of capitalisation}

### Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company’s audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	For the Year Ended March 31,		
	2017	2016	2015
<b>INCOME</b>			
Revenue from operations/ Operating income	2731.66	3220.22	5474.19
As a % of Total Revenue	99.18%	97.85%	97.18%
Other income	22.55	70.74	158.80
As a % of Total Revenue	0.82%	2.15%	2.82%
<b>Total Revenue (A)</b>	<b>2,754.21</b>	<b>3,290.96</b>	<b>5,632.99</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	-	-	-
As a % of Total Revenue	-	-	-
Changes in inventories of finished goods, traded goods and work-in-progress	-	-	-
As a % of Total Revenue	-	-	-
Operating Expenses	-	-	-
As a % of Total Revenue	-	-	-
Employee benefit expenses	1,776.36	1,829.26	2,667.86
As a % of Total Revenue	64.50%	55.58%	47.36%
Finance costs	208.25	167.81	138.97
As a % of Total Revenue	7.56%	5.10%	2.47%
Depreciation and amortization expense	462.64	458.27	554.50
As a % of Total Revenue	16.80%	13.93%	9.84%
Other expenses	1,378.97	1,705.73	1,979.73
As a % of Total Revenue	50.07%	51.83%	35.15%
<b>Total Expenses (B)</b>	<b>3826.22</b>	<b>4161.06</b>	<b>5341.06</b>
As a % of Total Revenue	138.92%	126.44%	94.82%
<b>Profit before exceptional, extraordinary items and tax</b>	<b>-1072.00</b>	<b>-870.11</b>	<b>291.94</b>
As a % of Total Revenue	-38.92%	-26.44%	5.18%
Exceptional items	43.77	-194.30	-
Profit before extraordinary items and tax	-1115.77	-675.80	291.94
As a % of Total Revenue	-40.51%	-20.53%	5.18%
Extraordinary items	-	-	-
<b>Profit before tax</b>	<b>-1115.77</b>	<b>-675.80</b>	<b>291.94</b>
PBT Margin	-40.51%	-20.53%	5.18%
Tax expense :			
(i) Current tax	4.28	5.28	73.41
(ii) Deferred tax	(156.43)	(23.31)	(76.76)

Particulars	For the Year Ended March 31,		
	2017	2016	2015
(iii)MAT Credit			
(iv)Tax Expenses of Earlier Year	-	96.41	-
<b>Total Tax Expense</b>	<b>-152.15</b>	<b>78.39</b>	<b>-3.36</b>
% of total Revenue	-5.52%	2.38%	-0.06%
<b>Profit for the year/ period</b>	<b>-963.62</b>	<b>-754.19</b>	<b>295.29</b>
PAT Margin	-34.99%	-22.92%	5.24%
<b>Non Controlling Interest</b>	<b>0.11</b>	<b>-0.80</b>	<b>-0.85</b>

## COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

### INCOME

#### *Income from Operations*

(Rs. In lakhs)

	2016-17	2015-16	Variance in %
Operating Income	2,731.66	3,220.22	(15.17)%

The operating income of the Company for the year ending March 31, 2017 is Rs 2731.66 lakhs as compared to Rs.3220.22 lakhs for the year ending March 31, 2016, showing a decrease of 15.17%. The decrease was mainly due to change in the business model of our company.

#### *Other Income*

Our other income decreased by 68.12% to Rs.22.55 lakhs in FY 2016-17 from Rs.70.75 lakhs in FY 2015-16. The decrease in income was primarily due decrease in our interest income.

### EXPENDITURE

#### **Administrative and Employee Costs**

(Rs. In lakhs)

Particulars	2016-17	2015-16	Variance in %
Employee Benefit Expenses	1,776.36	1,829.26	(2.89)%
Other Expenses	1,378.97	1,705.73	(19.16)%

Employee benefit expenses decreased from Rs.1829.26 lakhs in financial year 2015-16 to Rs.1776.36 Lakhs in financial year 2016-17 due to decrease in salary and staff welfare expenses decrease in salary was due to decrease in number of staff.

Our other expenses decreased by 19.16% from Rs.1705.73 lakhs in financial year 2015-16 to Rs.1378.97 lakhs in financial year 2016-17. The decrease was mainly due to decrease in our rent expenses, electricity & water charges, software licence & hardware fees, office maintenance expenses, business promotion expenses, STPI - Annual Service Charges, doubtful debts etc.

#### **Finance Costs**

Our finance costs have increased from Rs167.81 lakhs in financial year 2015-16 to Rs.208.25 lakhs in financial year 2016-17. This shows a increase of 24.10% as compared to last financial year. The increased in finance cost was on account of increase in interest paid to banks and other bank charges & commission.

#### **Depreciation**

Depreciation expenses for the Financial Year 2016-2017 have increased to Rs.462.64 lakhs as compared to Rs.458.27 lakhs for the Financial Year 2015-2016 showing a increase of 0.95%.

#### **Profit before Tax**

(Rs. In lakhs)

Particulars	2016-17	2015-16	Variance in %
Profit Before Tax	(1072.00)	(870.11)	23.20

Loss before tax has changed from Rs.870.11 lakhs in financial year 2015-16 to Rs.1072.00 lakhs in financial year 2016-17. The increase was in line with our business operations.

#### Provision for Tax and Net Profit

(Rs. In lakhs)

Particulars	2016-17	2015-16	Variance in %
Taxation Expenses	(152.15)	78.39	294.09%
Profit after Tax	(963.63)	(754.19)	(27.77)%

Our Loss after tax changed from Rs.754.18 lakhs in Financial Year 2015-16 to Rs.963.63 lakhs in Financial Year 2016-17 showing an change of 27.77%.

### COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

#### INCOME

##### Revenue from Operations

(Rs. in lakhs)

Particulars	2015-16	2014-15	Variance in %
Operating Income	3,220.22	5,474.19	(41.17)%

The operating income of the Company for the financial year 2015-2016 was Rs.3220.22 lakhs as compared to Rs.5474.19 lakhs for the financial year 2014-2015 showing an decrease of 41.17%. This decrease was mainly due to change in our business model.

##### Other Income

Our other income of the Company for the financial year 2015-2016 was Rs70.74 lakhs as compared to Rs.158.80 lakhs during the financial year 2014-15. This was majorly due to decrease in our interest income and other non-operating income.

#### EXPENDITURE

##### Administrative and Employee Costs

(Rs. in lakhs)

Particulars	2015-16	2014-15	Variance in %
Employee Benefit Expenses	1,829.26	2,667.86	(31.43)%
Other expenses	1,705.73	1,979.73	(13.84)%

Employee benefit expenses decreased from Rs.2667.86 lakhs in financial year 2014-15 to Rs.1829.26 lakhs in financial year 2015-16 due to reduction in our staff.

Our other expenses decreased by 13.84% from Rs.1979.73 lakhs in financial year 2014-15 to Rs.1705.73 lakhs in financial year 2015-16. The decrease was mainly due to increase in rent, bad debts, office maintenance expenses, internet co-location charges, membership fees, conference expenses, software development expenses, foreign travel expenses including onsite project expenses postage, telephone & communication charges etc.

##### Finance Costs

The finance costs for the Financial Year 2015-2016 increased to Rs.167.81 lakhs as compared to Rs.138.97 lakhs in the financial year 2014-15. Increase in interest cost was due to increase in interest paid to banks.

##### Depreciation

Depreciation for the year financial year 2015-16 has decreased to Rs.458.27 lakhs as compared to Rs.554.50 lakhs for the financial year 2014-15.

## Profit Before Tax

Our profit before tax changed to loss of Rs.675.80 lakhs in financial year 2015-16 from profit of Rs.291.94 lakhs. The decrease was in line with our business operations.

## Provision for Tax and Net Profit

(Rs. in lakhs)

Particulars	2015-16	2014-15	Variance in %
Taxation Expenses	78.39	(3.36)	2433.04%
Profit after Tax	(754.17)	295.28	355.41%

Profit after tax changed to loss of Rs.754.17 lakhs in the financial year 2015-16 as compared to profit of Rs.295.28 lakhs in the financial year 2014-15.

## 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 17 of this Prospectus to our knowledge there are no significant economic changes that materially affected or are likely to affect income of our Company from continuing operations.

### 3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Other than as disclosed in the section titled "Risk Factors" beginning on page 17 of this Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### 4. Future relationship between Costs and Income.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies, global market situation and salary paid.

### 5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased prices.

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

### 6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in Information Technology industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 99 of this Prospectus.

### 7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus. For details of our products please refer to the chapter titled "Our Business" beginning on page 103 of this Prospectus.

### 8. The extent to which the business is seasonal

Our Company's business is not seasonal in nature.

### 9. Any significant dependence on a single or few suppliers or customers

The % of contribution of our Company's customer and supplier vis a vis the total revenue from operations and raw materials cost respectively as March 31, 2017 is as follows:

	Customers	Suppliers
--	-----------	-----------

Top 5 (%)	57.34%	36.70%
Top 10 (%)	82.51%	45.18%

**10. Competitive Conditions**

We face competition from existing and potential organised and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “Our Business” on page 103 of this Prospectus.

**11.** There is no change in accounting policy in the last 3 years. For further details, please refer to chapter titled “Financial Statements as Restated” on page 157.

## FINANCIAL INDEBTNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on August 31, 2017, our Company has total outstanding secured borrowings from banks and financial institutions aggregating to Rs. 1,754.17 lakhs

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions on a consolidated basis as of March 31, 2017:

- Loan of Rs. 2,950.00 Lakhs from The Federal Bank Limited as per the Loan Agreement dated March 31, 2015 and Sanction letter dated September 30, 2016.

*(Rs. in Lakhs)*

Particulars				
Nature of facility	Sanctioned Amount	Rate Of Interest	Period	Purpose
Term Loan	1600.00	At a rate of 1.15% over Base Rate subject to minimum of 11.35% p.a.	84 Months	The original loan from Standard Chartered Bank which was availed for purchase of commercial premises
Cash Credit	700.00	1 year MCLR + 2.01% (11.53% p.a.)	12 Months	Working Capital Requirement
Bank Guarantee	450.00	Card Rates	12 Months	For bidding of new orders
Forward Contract	200.00	Card Rates	12 Months	-

Securities	
<b>Primary</b>	Exclusive Charge on Equipment & Machinery (such as back up storage server, LAN Cables & fittings, & IP switches, & hard disk drives etc. and fixtures, office equipment/ computers & accessories, installed in company's locations/ offices) & hypothecation of software work in progress/ software completed.
	Exclusive Charge by way of EM on leasehold rights on premises bearing No. VAT 231, Tower No. 2, in the 3 <sup>rd</sup> Floor admeasuring about 13465.40 Sq Ft Built up area, situated at The International Infotech Park, Vashi Station Complex, Vashi, Navi Mumbai, leased to IRIS Business Services Limited (Lease period 60 years)
Additional	-ECIB (WT-PC) of ECGC for PCUPCFC and ECGC buyer wise policy for Post shipment facility. -Exclusive Charge by way of assignment on the entire cash flows of the

	company. -Pledge of shares by promoters to the extent of 30% of the equity.*
Guarantors	S Swaminathan K Balachandran Deepta Rangarajan

**Restrictive Covenants:**

- a) During the currency of the Bank's credit facilities, the Proprietary concern/firm/company will not without prior approval of the Bank:
- i. Effect any change in the Proprietary concern's/firm's/Company's capital structure.
  - ii. Effect any change in the constitution.
  - iii. Effect any change in the Management set up.

This is an indicative list and there may be additional terms that may amount to an event of default under the various loan facilities availed by our Company.

**Unsecured Borrowings**

In addition to the secured borrowings availed by us from banks, we have also availed certain Unsecured loans. We have availed a loan from Charter Finance and Leasing Limited vide an agreement dated August 29, 2017 amounting to Rs. 300.00 lakhs for general business purpose.

**Tenor/Re-payment:**

The Unsecured loan taken from Charter Finance and Leasing Limited is repayable after six months from the date of agreement.

**Interest Rate**

Interest rate for the loan from Charter Finance and Leasing Limited is 12%.

## **SECTION VI- LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT**

Except as stated in this section, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences, involving the Company, Directors, Promoters, Group Companies and Subsidiaries.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Our Board has adopted a policy on determination of materiality of event. Our Board in its meeting held on 13<sup>th</sup> September, 2017 determined that any pending litigation where amount exceeds Rs. 5 Lakhs individually apart from litigations mentioned in point X(A)(1)(i),(ii),(iii) of schedule VIII of SEBI (ICDR) Regulation, 2009, are considered as material pending litigation and accordingly are disclosed in the Draft Prospectus. Further, due owed by our Company which exceeds Rs. 20 Lakhs as at 31<sup>st</sup> March, 2017 have been considered as material dues for the purpose of disclosure in this Draft Prospectus

Except as stated below there are no (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertaking and other creditors.

Our Board in its meeting held on 13<sup>th</sup> September, 2017 determined that outstanding due to creditors in excess of Rs. 20 Lakhs as per last audited financial statements can be considered as material dues ("Material Dues").

Accordingly, disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

### **I. LITIGATIONS INVOLVING THE COMPANY**

#### **A. Litigations Against the Company**

1. Litigation Involving Criminal Proceedings: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation Involving Taxation Matters:

- (i) *Direct tax matters:* There are 5 direct tax matters involving the Company which are pending before various forums such as Assessment Officer, CIT (Appeals), involving an aggregate amount of ₹ 88,78,529/- in relation to, *inter alia*,



disallowance of various deductions, disallowance under Section 14A of the Income Tax Act, 1961, disallowance of unabsorbed depreciation, set-off of losses of ineligible units against profits of eligible units, increase in taxable amount owing to transfer pricing adjustment.

- (ii) *Indirect tax matters:* There are 2 indirect tax matters involving our Company are pending before various forums such as the Assistant Commissioner of Service Tax and Commissioner of Service Tax. The notice received for the one of the matter has made a demand on the Company for a NIL amount. The Company has filed its reply and requested for closure as no demand is made for any amount and the matter is pending. Another show Cause Notice No.Y/ST-11/Dn.Y/Gr.YI/IRIS/2014 dated 23.09.2014 for Rs.I,45,99,671/- was issued on the ground that the service provided by the Company are not covered under the export of service. The Company has represented that it is contesting the matter as in another matter for the same period, service has been treated as export by Commissioner of Appeals and refund claim of cenvat credit was allowed.

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

#### B. Litigations By the Company

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters:* Nil.

(ii) *Indirect tax matters:* Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

## II. **LITIGATIONS INVOLVING THE DIRECTORS**

#### A. Litigations Against the Directors

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters:* Nil.

(ii) *Indirect tax matters:* Nil

4. Other Pending Litigations: Nil
5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

B. Litigations By the Directors

1. Litigation Involving Criminal Proceedings: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation Involving Taxation Matters:
  - (i) *Direct tax matters*: Nil.
  - (ii) *Indirect tax matters*: Nil
4. Other Pending Litigations: Nil
5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

**III. LITIGATIONS INVOLVING THE PROMOTERS**

A. Litigations Against the Promoters

1. Litigation Involving Criminal Proceedings: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities in last five years: Nil
3. Litigation Involving Taxation Matters:
  - (i) *Direct tax matters*: Nil.
  - (ii) *Indirect tax matters*: Nil
4. Other Pending Litigations: Nil
5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

B. Litigations By the Promoters

1. Litigation Involving Criminal Proceedings: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation Involving Taxation Matters:
  - (i) *Direct tax matters*: Nil.

(ii) *Indirect tax matters*: Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

#### **IV. LITIGATIONS INVOLVING THE GROUP COMPANIES**

##### **A. Litigations Against the Group Companies**

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters*: Nil.

(ii) *Indirect tax matters*: Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

##### **B. Litigations By the Group Companies**

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters*: Nil.

(ii) *Indirect tax matters*: Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

#### **V. LITIGATIONS INVOLVING THE SUBSIDIARIES**

##### **A. Litigations Against the Subsidiaries**

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters*: Nil.

(ii) *Indirect tax matters:* Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

**B. Litigations By the Subsidiaries**

1. Litigation Involving Criminal Proceedings: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation Involving Taxation Matters:

(i) *Direct tax matters:* Nil.

(ii) *Indirect tax matters:* Nil

4. Other Pending Litigations: Nil

5. Recent development/ proceeding under the Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and the Income Declaration Scheme Rule, 2016: Nil

**VI.** Details of any inquiry and inspection or investigation initiated under present or previous company laws in last 5 years against the Company, its subsidiaries and group companies: NIL

**VII. OUTSTANDING DUES TO SMALL SCALE UNDERTAKING OR ANY OTHER CREDITORS**

As at March 31, 2017 our Company has 72 creditors to whom a total amount of Rs. 291.27 Lakhs is outstanding. Out of that the details of the Material Dues to the creditor and dues to small scale undertaking are as follows:

<b>Creditors</b>	<b>Amount (Rs. in Lakhs)</b>
Tech Mahindra Limited	89.55
Fahad Al-Ghunaim & Partners General Trading Co.	40.26
Softcell Technologies Limited	33.42

Further, Rs. 2.03 Lakhs is due to Modern V R Security Force (India) Pvt. Ltd. who have been identified as micro enterprises and small scale undertakings by our Company based on available information.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

The Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/certification bodies required for its business and no other material approvals are required by it for carrying on its present business activities. It must, however, be distinctly understood that in granting the above approvals, the Government and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed.

The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable the Company to carry out its activities.

In view of the approvals listed below, the Company can undertake its current business activities and no further material approvals from any statutory authority are required to continue those activities.

The following statement sets out the details of licenses, permissions and approvals taken by the Company under various central and state laws for carrying out its business.

### APPROVALS FOR THE OFFER

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on 11<sup>th</sup> September, 2017 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held with a shorter notice on 13<sup>th</sup> September 2017 authorized the Issue.
3. In-principle approval dated September 22, 2017 from the BSE for listing of the Equity Shares issued by the Company pursuant to the Issue.
4. The Company's International Securities Identification Number ("ISIN") is ~~INE864K01010~~ INE864K01010.

### INCORPORATION AND OTHER DETAILS

1. The certificate of incorporation dated October 3, 2000 was issued by Registrar of Companies, Maharashtra in the name of "IRISBUSINESS.COM (INDIA) PRIVATE LIMITED".
2. Fresh certificate of incorporation dated October 27, 2003 consequent to change of name was issued by Registrar of Companies, Maharashtra in the name of "IRISBUSINESS SERVICES (INDIA) PRIVATE LIMITED".
3. Fresh certificate of incorporation dated July 13, 2009 consequent to change of name was issued by Registrar of Companies, Maharashtra in the name of "IRIS BUSINESS SERVICES PRIVATE LIMITED".
4. Fresh certificate of incorporation dated June 29, 2010 on account of conversion from private company into public company was issued by Registrar of Companies, Maharashtra in the name of "IRIS BUSINESS SERVICES LIMITED".
5. The Corporate Identification Number of the Company is U72900MH2000PLC128943
6. 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: -

S. No	Particulars	Granting Authorities	Registration/ Approval/ Code No	Date of Issue/ Application	Period of validity if specified
1.	Permanent Account Number	Income Tax Department	AAACI9260R		Valid until cancelled
2.	Tax Deduction Account	Income Tax	MUMI06286A		Valid until

S. No	Particulars	Granting Authorities	Registration/ Approval/ Code No	Date of Issue/ Application	Period of validity if specified
	Number (TAN)	Department			cancelled
3.	Goods and Service Tax (Provisional)	Government of India and Government of Maharashtra	27AAACI9260 R1ZV	June 28, 2017	Valid until cancelled
4.	Central Excise Registration Certificates	Central Board of Excise and Custom	AAACI9260R XM001	September 26, 2005	Valid until cancelled
5.	Service Tax Registration	Central Board of Excise and Custom	AAACI9260RS T001	January 30, 2008	Valid until cancelled
6.	Service Tax Registration	Central Board of Excise and Custom	AAACI9260RS D002	May 16, 2013	Valid until cancelled
7.	Maharashtra VAT Taxpayer's Identification Number (TIN)	Maharashtra Sales Tax Department	27810645377V	June 24, 2008	Valid until cancelled
8.	Maharashtra CST Taxpayer's Identification Number (TIN)	Maharashtra Sales Tax Department	27810645377C	June 24, 2008	Valid until cancelled
9.	Professional Tax Employer Registration Certificate	Professional Tax Officer	P.T.R.C. No. 27810645377P	January 21, 2013	Valid until cancelled
10.	Professional Tax Enrolment Registration Certificate	Professional Tax Officer	P.T.E.C No. 99760035008P	January 21, 2013	Valid until cancelled
11.	Employees Provident Fund Code	Employees Provident Fund Organisation	MH./VASHI/11 7342	July 3, 2007	Valid until cancelled
12.	Employees State Insurance Code	Employees State Insurance Corporation	34-4220-90	June 13, 2008	Valid until cancelled
13.	Shops and Establishment	Inspector under the Maharashtra Shops and Establishments Act, 1948	161020031031 8982	August 18, 2017	August 18, 2018
14.	Certificate of Importer-Exporter Code (IEC)	DGFT, Ministry of Commerce & Industry	304062987	December 3, 2004	Valid until Cancelled
15.	Certificate of registration with STPI	Software Technology Park of India (under Ministry of Electronics and Information Technology)	STPIM/MUM/ ESG/NSTP/Reg. 2016-17/373	April 19, 2017	April 18, 2020
16.	IT Service Unit registration (DIC Certificate)	Directorate of Industries, Government of Maharashtra	DICT/IT/SV/15 /61776	April 23, 2015	April 22, 2018
17.	Entrepreneurs Memorandum	Government of Maharashtra,	27-021-22-01694	April 10, 2015	

S. No	Particulars	Granting Authorities	Registration/ Approval/ Code No	Date of Issue/ Application	Period of validity if specified
		District Industries Centre			

The Company is yet to apply for the change in name and/or address in Central Excise Certificate, Certificate of registration of PTEC & PTRC, Registration certificate of Employees Provident Fund Code and Employees State Insurance Code.

Certificate of Maharashtra VAT & CST TIN is in the name of IRIS Business (India) Service Pvt Ltd having old address. However, name has been updated in governments records and company is yet to apply for change in the address.

#### APPROVALS RELATING TO INTELLECTUAL PROPERTY

The Company has also obtained registration of its following trademarks which add significant value and are important to the Company's business:

S. No.	Trade Mark Name	Trade Mark Type	Trade Mark Number	Class	Current Status	Date of Renewal
12.	E Passbook	Label	1621855	9	Registered. Due for renewal	18.11.2017
13.	Ifile Enabling E-Filing	Label	1629693	9	Registered. Due for renewal	10.12.2017
14.	Iservices (Device of Arrow)	Label	1629694	9	Registered. Due for renewal	10.12.2017
15.	M3 My Money Manager	Label	1619561	9	Registered. Due for renewal	07.11.2017
16.	MY Iris Plus	Label	1629691	9	Registered. Due for renewal	10.12.2017
17.	Me My Iris Plus	Label	1621856	9	Registered. Due for renewal	18.11.2017
18.	Fin	Label	1629692	9	Registered. Due for renewal	10.12.2017
19.	IRIS Portfolio Pulse	Label	1950611	9	Registered.	14.04.2020
20.	MYIRIS	Label	2431439	9	Registered.	21.11.2022
21.	myiris	Word	2431440	16	Registered.	21.11.2022
22.	Eximfo	Word	3489914	9	Registered.	21.02.2027

Certificate of Registration of Trademark Number- 1621855, 1621856, 1619561, 1629691, 1629692, 1629693 and 1629694 are in the old name i.e. IRIS Business (India) Service Pvt Ltd. However, the name in the registry data has been updated. The Company is yet to apply for change in address.

The Company has applied for the following Trade Marks:

<b>S. No.</b>	<b>Trade Mark Name</b>	<b>Trade Mark Type</b>	<b>Application Number</b>	<b>Class</b>	<b>Current Status</b>	<b>Date of Application</b>
1.	iDeal	Word	2512067	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
2.	iDeal	Word	2512068	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
3.	IRIS iDeal	Word	2512069	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
4.	IRIS iDeal	Word	2512070	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
5.	IRIS iDeal	Label	2512071	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
6.	IRIS iDeal	Label	2512072	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
7.	IRIS Proton	Label	2512073	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
8.	IRIS Proton	Label	2512074	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
9.	IRIS Proton	Word	2512075	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
10.	IRIS Proton	Word	2512076	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013



11.	Proton	Word	2512077	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
12.	Proton	Word	2512078	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
13.	IRIS	Word	2512088	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
14.	IRIS	Word	2512089	16	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
15.	IRIS	Word	2512090	35	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
16.	IRIS	Word	2512091	36	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
17.	IRIS	Word	2512092	41	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
18.	IRIS	Word	<u>2512093</u>	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	12.04.2013
19.	IRIS Carbon	Device	2893696	42	Advertised before acceptance.	06.02.2015
20.	Carbon	Word	2893697	42	Advertised before acceptance.	06.02.2015
21.	IRIS Carbon	Word	2893698	42	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	06.02.2015
22.	IRIS Carbon	Word	2893699	9	Advertised before acceptance.	06.02.2015
23.	Carbon	Word	2893700	9	Reply to Examination Report filed. Ready for	06.02.2015

					Show Cause Hearing. Date of Hearing will be notified by Registry.	
24.	IRIS Carbon	Device	2893701	9	Reply to Examination Report filed. Ready for Show Cause Hearing. Date of Hearing will be notified by Registry.	06.02.2015
25.	Eximfo	Word	3489913	42	Reply to Examination Report and TM-M e-filed on 17.08.2017 (for amendment of description of services). Request for amendment is Pending for processing.	22.02.2017

Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc..

## 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 September 11, 2017 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 EGM of our Company held on September 13, 2017 at registered office of the Company.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither Company, nor our Directors, our Promoters or the relatives (as defined under the Companies Act) of Promoters, our Promoter Group, and our Group Companies have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoters, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 106(M)(2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than ten crore and we shall hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “BSE SME”)

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred per cent underwritten and that the Lead Manager to the Issue will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 60 of this 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 working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
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, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the arrangement of market making please refer to the chapter titled “*General Information*” beginning on page 60 of this Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1,057.71 lakhs and Rs. 1,057.92 lakhs as per the latest audited standalone and consolidated financial results respectively.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1,992.34 lakhs and 1,908.64 lakhs as per the latest audited standalone and consolidated financial results respectively.
7. “The Company does not have track record of distributable profit In terms of section 123 of the Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months. However, the net worth of our Company is more than 5 Crore.”
8. The Distributable Profit of the Company as per the restated financial statements for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 is as set forth below:

(Rs. In lakhs)

*Based on Standalone Restated Financials*

Particulars	March 31, 2017	March 31,2016	March 31,2015	March 31, 2014	March 31, 2013
Distributable Profits*	-904.09	-671.16	338.15	797.73	695.93
Net Tangible Assets**	1,057.71	1,108.49	1,165.55	1,396.23	1,472.06
Net Worth***	1,992.34	2,992.85	3,567.60	3,303.45	2,504.97

*Based on Consolidated Restated Financials*

(Rs. In lakhs)

Particulars	March 31, 2017	March 31,2016	March 31,2015	March 31, 2014	March 31, 2013
Distributable Profits*	-963.62	-754.18	295.28	889.92	710.03
Net Tangible Assets**	1,057.92	1,109.69	1,167.65	1,400.81	1,478.95
Net Worth***	1,908.64	2,806.88	3,525.97	3,306.32	2,403.50

\* “Distributable profits” have been computed in terms section 123 of the Companies Act, 2013.

\*\*Net tangible assets’ means the sum of all net assets of our Company excluding deferred taxes and intangible assets as defined in Accounting Standard 26 as defined under Companies (Accounting Standards) Rules, 2014 (as amended).

\*\*\* “Net Worth” has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

9. The Post-issue paid up capital of the Company shall be at least Rs. 3 crore. The post issue paid up capital of the Company shall be Rs. 1,887.92 lakhs.
10. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with CDSL while is in the process of entering into an agreement with NSDL
11. The Company has not been referred to Board for Industrial and Financial Reconstruction.

12. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
13. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
14. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
15. The Company has a website [www.irisbusiness.com](http://www.irisbusiness.com)

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of regulations 6(1), 6(2), 6(3), regulation 8, regulation 9, regulation 10, regulation 25, regulation 26, regulation 27 and sub-regulation (1) of regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO 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, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, 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, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 AFTER FILING OF PROSPECTUS WITH ROC AND BEFORE OPENING OF ISSUE.**

**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, 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 EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE 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 COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. - NOTED FOR COMPLIANCE**
- 5. WE CERTIFY THAT WRITTEN CONSENTS FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF HIS 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 PROMOTERS 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. – COMPLIED TO THE EXTENT APPLICABLE**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALIZED FORM ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**

**14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

**15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

**16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**

**17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”- COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

**(1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE 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 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.**



**(6) WE CONFIRM THAT UNDERWRITING 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.**

**(7) WE CONFIRM THAT 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 this Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(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 the 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, Maharashtra, Mumbai, in terms of Section 26, 30, 32 and 33 of the Companies Act, 2013.

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.irisbusiness.com](http://www.irisbusiness.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 September 15, 2017, the Underwriting Agreement dated September 15, 2017, entered into among the Underwriter and our Company and the Market Making Agreement dated September 15, 2017, entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by M/s. Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer “Annexure A” to this Prospectus and the website of the Lead Manager at [www.pantomathgroup.com](http://www.pantomathgroup.com)

### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The 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 him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus has been filed with BSE SME for its observations and BSE will 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, legislations and Prospectus in each jurisdiction, including India.

### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

BSE Limited (“BSE”) has given vide its letter dated September 22, 2017 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Ltd does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

## **FILING**

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M) (3). However, a copy of the Prospectus will be filed with SEBI at SEBI Office, Plot No. C 4-A, G Block, Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051. 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 situated at 100 Marine Drive, Mumbai, Maharashtra 400002, India.

## **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE. However application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE has given its in-principle approval for using its name in our Prospectus *vide* its letter dated September 15, 2017.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within six Working Days from the Issue Closing Date.

## **CONSENTS**

Consents in writing of: (a) the Directors, the Promoters, CEO, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditor, the Peer Reviewed Auditor, the Banker(s) to the Company; and (b) Lead Manager, Underwriters, Advisors to the Issue, Market Maker, Registrar to the Issue, Lenders, Public Issue Banker/ Refund Banker, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus/ Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Peer Reviewed Auditor have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

## **EXPERT TO THE ISSUE**

Except as stated below, our Company has not obtained any expert opinions:

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

## **EXPENSES OF THE ISSUE**

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 87 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 issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 15, 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 if any.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and selling commission for this Offer is as set out in the Underwriting Agreement to entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2014

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 66 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 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

## **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this 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 years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center 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 Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on September 13, 2017. For further details, please refer to the chapter titled “*Our Management*” beginning on page 131 of this Prospectus.

Our Company has appointed Rajesh Singh as Company Secretary and Compliance Officer and she may be contacted at the following address:

**Rajesh Singh**

**IRIS Business Services Limited**

T-231, Tower 2, 3rd Floor, International Infotech Park,

Vashi Station, Vashi Thane,

Maharashtra 400703, India

**Tel:** 022-67231000

**Fax:** 022- 27814434

**Email:** cs@irisindia.net

**Website:** [www.irisbusiness.com](http://www.irisbusiness.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 or unblocking of funds, *etc.*

#### **CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

There has been no change in auditors of the Company during the last three financial years

#### **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 70 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

#### **PURCHASE OF PROPERTY**

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 there under.

#### **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## **SECTION VII- ISSUE INFORMATION TERMS OF THE ISSUE**

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### **RANKING OF EQUITY SHARES**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 248 of this Prospectus.

### **MODE OF PAYMENT OF DIVIDEND**

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 156 of this Prospectus.

### **FACE VALUE AND ISSUE PRICE PER SHARE**

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 32/- per Equity Share.

At any given point of time there shall be only one denomination of Equity Shares.

### **COMPLIANCE WITH SEBI ICDR REGULATIONS**

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the

Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 248 of this Prospectus.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement amongst NSDL, our Company and the Registrar to the Issue is in process; and
- Agreement amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 4,000 Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful applicants.

#### **MINIMUM NUMBER OF ALLOTTEES**

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

#### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued 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 issued 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 issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such**



**jurisdiction.**

**JOINT HOLDER**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

**NOMINATION FACILITY TO BIDDERS**

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

**WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

**BID/ ISSUE OPENING DATE**

Bid / Issue Opening Date	Friday, September 29, 2017
Bid / Issue Closing Date	Wednesday, October 4, 2017

The above timetable is indicative and does not constitute any obligation on our Company, and the LM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Prospectus is Indian Standard Time.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

#### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **MIGRATION TO MAIN BOARD**

Our company may migrate to the Main Board of BSE from the SME Platform at a later date subject to the following condition and/or such other conditions as applicable from time to time:

- If the Paid up Capital of our Company is likely to increase above Rs. 2,500 Lacs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

- If the Paid up Capital of our company is more than Rs. 1,000 Lacs and upto Rs. 2,500 Lacs, our Company may still apply for migration to the Main Board if the Company fulfils the eligible criteria for listing laid down by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

#### **MARKET MAKING**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing of shares offered through the Prospectus. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 60 of this Prospectus.

#### **ARRANGEMENT FOR DISPOSAL OF ODD LOT**

The trading of the equity shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

#### **OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the

dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

#### **APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S**

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 70 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 248 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital exceeds ten crore rupees but does not exceed twenty five crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the BSE SME). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 190 and 199 of this Prospectus.

### Following is the issue structure:

Initial Public Issue of 50,04,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 32/- (including a premium of Rs. 22/-) aggregating to Rs. 1,601.28 lakhs. The Issue comprises a Net Issue to the public of 47,44,000 Equity Shares (the "Net Issue"). The Issue and Net Issue will constitute 26.51% and 25.13% of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of 2,60,000 Equity Shares of Rs. 10/- each for subscription by the designated Market Maker ("the Market Maker Reservation Portion").

Particulars	Net issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	47,44,000 Equity Shares	2,60,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.80% of Gross Issue Size	5.20% of Gross Issue Size
<b>Basis of Allotment / Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 4,000 equity shares and further allotment in multiples of 4,000 equity shares each. For further details please refer to the section titled " <i>Issue Procedure</i> " beginning on page 199 of the Prospectus	Firm allotment
<b>Mode of Bid cum Application</b>	All Applicants/Bidders shall make the application (Online or Physical through ASBA Process only)	Through ASBA Process only
<b>Minimum Bid Size</b>	<b><i>For QIB and NII</i></b> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application size exceeds Rs 2,00,000 <b><i>For Retail Individuals</i></b> 4,000 Equity shares	2,60,000 Equity Shares of Face Value of Rs. 10/- each
<b>Maximum Bid Size</b>	<b><i>For Other than Retail Individual Investors:</i></b> For all other investors the maximum application size is the Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. <b><i>For Retail Individuals:</i></b> 4,000 Equity Shares	2,60,000 Equity Shares of Face Value of Rs 10 each

Particulars	Net issue to Public*	Market Maker Reservation Portion
<b>Mode of Allotment</b>	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode
<b>Trading Lot</b>	4000 Equity Shares	4000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
<b>Terms of payment</b>		

\*allocation in the net offer to public category shall be made as follows:

- (a) minimum fifty per cent. to retail individual investors; and
- (b) remaining to:
- (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- (c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

For the purpose of sub-regulation 43 (4), *if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

*Under subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue*

In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

#### **BID/ ISSUE OPENING DATE**

Bid / Issue Opening Date	Friday, September 29, 2017
Bid / Issue Closing Date	Wednesday, October 4, 2017

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., all trading days of stock exchanges 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 (the “General Information Document”) included below under section “**Part B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

### FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

### APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals	Blue



Category	Colour of Application Form
bidding under the QIB Portion), applying on a repatriation basis (ASBA )	

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- i)* an SCSB, with whom the bank account to be blocked, is maintained
- ii)* a syndicate member (or sub-syndicate member)
- iii)* a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv)* a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v)* a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- vi)* Closure time of the Stock Exchange bidding platform for entry of applications.
- vii)* Applications not uploaded by bank, would be rejected.
- viii)* In case of discrepancy in the data entered in the electronic book viz. a viz. the data contained in the physical bid form, for a particular bidder, the details as per physical application form of that bidder may be taken as the final data for the purpose of allotment.
- ix)* Standardization of cut-off time for uploading of application on the issue closing date.
- x)* A standard cut-off time of 3.00 PM for acceptance of applications.
- xi)* A standard cut-off time of 4.00 PM for uploading of applications received from non retail applicants i.e. QIBs, HNIs and employees (if any).
- xii)* A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Exchange within half an hour of such closure

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Registered Office of the Lead Manager to the Issue and registered office of the Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE limited i.e. [www.bseindia.com](http://www.bseindia.com)

### **WHO CAN APPLY?**

In addition to the category of Applicants set forth under “*General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

### **PARTICIPATION BY ASSOCIATED / AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS**

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

### **APPLICATIONS BY ELIGIBLE NRI'S / RFPI's ON REPATRIATION BASIS**

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

**As per the current regulations, the following restrictions are applicable for investments by FPIs:**

1. foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b) Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - iv. Any other transaction specified by the Board.

- c) No transaction on the stock exchange shall be carried forward;
- d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
  - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - viii. Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:
 

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

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 (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATIONS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability

Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company*: The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. *The entire group of the investee company*: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. *The industry sector in which the investee company operates*: not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

#### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their

SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

#### **APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

#### **INFORMATION FOR THE APPLICANTS**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
6. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who

may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

## **METHOD AND PROCESS OF APPLICATIONS**

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
  - i) an SCSB, with whom the bank account to be blocked, is maintained
  - ii) a syndicate member (or sub-syndicate member), if any
  - iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
  - iv) a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
  - v) a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Application Collecting intermediaries. Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

2. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
3. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.



5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **APPLICATIONS BY BANKING COMPANIES**

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **APPLICATIONS BY SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 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.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant

#### **TERMS OF PAYMENT**

##### **Terms of Payment**

The entire Issue price of Rs. 32/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism for Applicants**

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.
4. Neither the Lead Manager nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Numbers of Equity Shares Applied for;
  - Bank account number.
7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

#### **ALLOCATION OF EQUITY SHARES**

1. The Issue is being made through the Fixed Price Process wherein 2,60,000 Equity Shares shall be reserved for Market Maker. Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual

Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.

2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible OFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) Our Company has entered into an Underwriting agreement dated September 15, 2017
- b) A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act.

#### **PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

#### **ISSUANCE OF ALLOTMENT ADVICE**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

#### **GENERAL INSTRUCTIONS**

##### ***Do's:***

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.
- Investors shall note that persons banned from accessing capital market are ineligible of investing in the offer.

***Dont's:***

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Application Collecting Intermediaries. Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than five Application Forms per ASBA Account.

Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

**Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

**Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **SUBMISSION OF APPLICATION FORM**

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days respectively of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

#### **IMPERSONATION**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*“Any person who—*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*shall be liable for action under Section 447.”*

#### **UNDERTAKINGS BY THE COMPANY**

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth working day from issue closure date;
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by us;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

#### **UTILIZATION OF THE ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

## **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement among NSDL, the Company and the Registrar to the Issue is in process;
- b. Agreement among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE864K01010



## PART B

### GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus /Prospectus before investing in the Issue.*

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

#### SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

##### 2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under chapter XB of the SEBI (ICDR) Regulations, wherein as per:

- Regulation 106M (1): An issuer whose post-issue face value Capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M(2) of Chapter XB of SEBI (ICDR) Regulation.

## 2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1,992.34 lakhs and 1,908.64 lakhs as per the latest audited standalone and consolidated financial results respectively.
- (f) The Company does not have track record of distributable profit In terms of section 123 of the Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months. However, the net worth of our Company is more than 5 Crore.
- (g) The Distributable Profit of the Company as per the restated financial statements for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 is as set forth below:

(Rs. In lakhs)

*Based on Standalone Restated Financials*

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Distributable Profits*	-904.09	-671.16	338.15	797.73	695.93
Net Tangible Assets**	1,057.71	1,108.49	1,165.55	1,396.23	1,472.06
Net Worth***	1,992.34	2,992.85	3,567.60	3,303.45	2,504.97

*Based on Consolidated Restated Financials*

(Rs. In lakhs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Distributable Profits*	-963.62	-754.18	295.28	889.92	710.03
Net Tangible Assets**	1,057.92	1,109.69	1,167.65	1,400.81	1,478.95
Net Worth***	1,908.64	2,806.88	3,525.97	3,306.32	2,403.50

\* “Distributable profits” have been computed in terms section 123 of the Companies Act, 2013.

\*\*Net tangible assets’ means the sum of all net assets of our Company excluding deferred taxes and intangible assets as defined in Accounting Standard 26 as defined under Companies (Accounting Standards) Rules, 2014 (as amended).

\*\*\* “Net Worth” has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

- (h) The Post-issue paid up capital of the Company shall be at least Rs. 3 crore. The post issue paid up capital of the Company shall be Rs. 1,887.92 lakhs.
- (i) The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with CDSL while is in the process of entering into an agreement with NSDL
- (j) The Company has not been referred to Board for Industrial and Financial Reconstruction.
- (k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (l) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- (m) There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
- (n) The Company has a website [www.irisbusiness.com](http://www.irisbusiness.com)

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M(2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital exceeds Rs. 1,000 lakhs but does not exceed Rs 2,500 lakhs. Company also complies with the eligibility conditions laid by the BSE SME for listing of our Equity Shares.

## 2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all

newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

## **2.4 ISSUE PERIOD**

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period.

Details of Issue Period are also available on the website of Stock Exchange(s).

## **2.5 MIGRATION TO MAIN BOARD**

Our company may migrate to the Main Board of BSE from the SME Platform at a later date subject to the following condition and/or such other conditions as applicable from time to time:

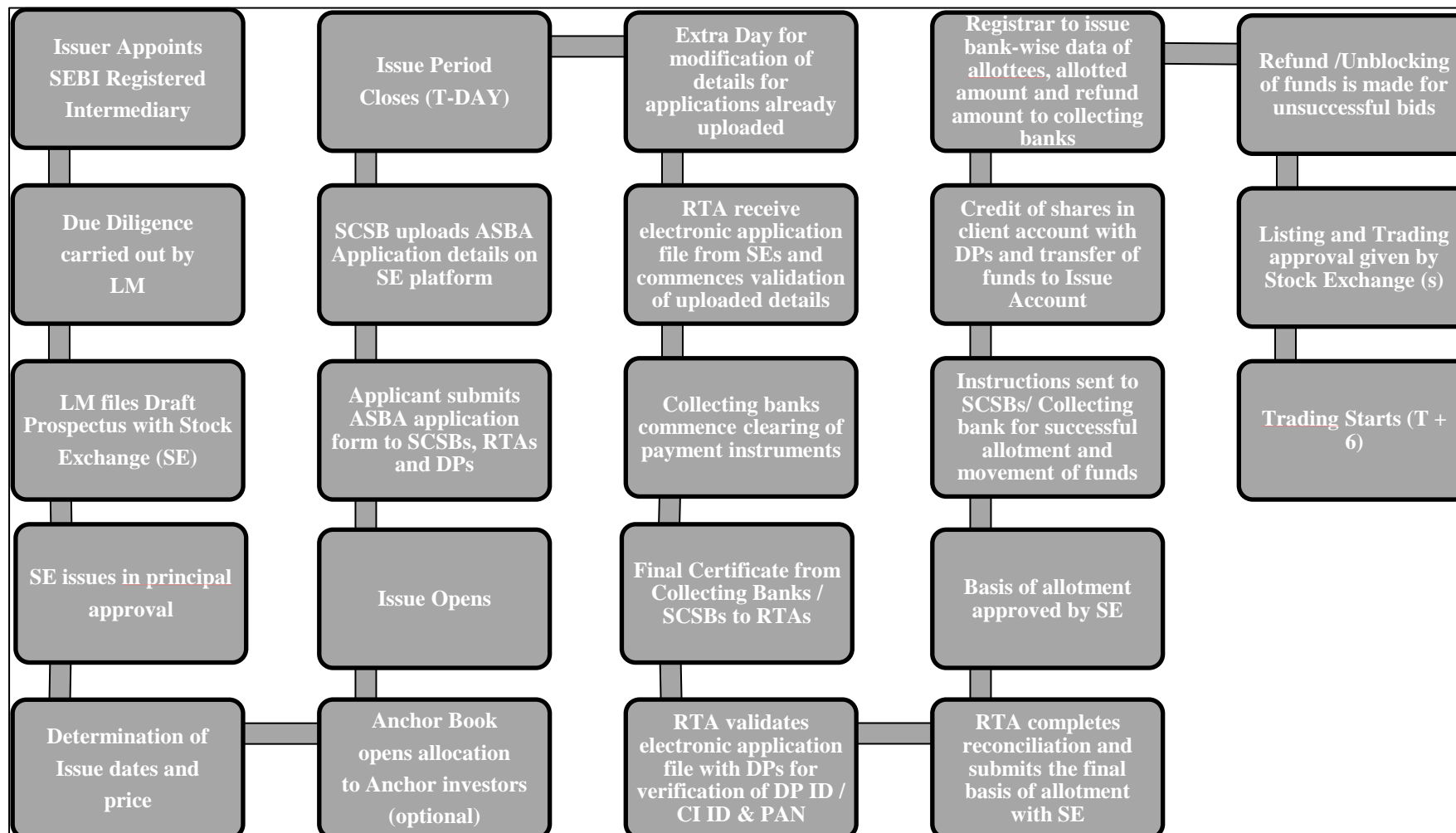
If the Paid up Capital of our Company is likely to increase above Rs. 2,500 Lacs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

If the Paid up Capital of our company is more than Rs. 1,000 Lacs and upto Rs. 2,500 Lacs, our Company may still apply for migration to the Main Board if the Company fulfils the eligible criteria for listing laid down by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## 2.1 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows



### **SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE**

*Each Applicant should check whether it is eligible to apply under applicable law.* Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Eligible Employees of the Company;
5. Mutual Funds registered with SEBI;
6. 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;
7. 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);
8. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
9. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
10. State Industrial Development Corporations;
11. 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;
12. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
13. Insurance Companies registered with IRDA;
14. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
15. Multilateral and Bilateral Development Financial Institutions;
16. 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;
17. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
18. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

### **SECTION 4: APPLYING IN THE ISSUE**

**Fixed Price Issue:** Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the

Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the registered office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

#### **4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

# Application Form R

<b>COMMON APPLICATION FORM</b>	<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R</b> Registered Office: T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi Thane, Maharashtra 400703, India; CIN No.:U72900MH2000PLC128943 Tel. No.: 022-6723 1000; Fax No.:022-2781 4434; Email: cs@irisindia.net; Website: www.irisbusiness.com;	<b>FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs, ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
	<b>To, The Board of Directors</b> <b>IRIS BUSINESS SERVICES LIMITED</b>	<b>FIXED PRICE SME ISSUE</b> <b>ISIN: INE864K01010</b>
	Date: _____ Application Form No. _____	
BROKER'S / SCSB / DP / RTA STAMP & CODE SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB / BANK BRANCH STAMP & CODE SCSB / BANK BRANCH SERIAL NO.	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Age _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____
<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians (Non-Repatriation Basis) - NRI <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please Specify) - OTH
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		
<b>4. APPLICATION DETAILS</b> No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 32/- per share <sup>1 &amp; 2</sup> (In Figures) _____ (In Words) _____		<b>5. CATEGORY</b> <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
<sup>1</sup> Please note that applications must be made in minimum of 4000 shares and further multiples of 4000 shares accordingly. <sup>2</sup> Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.		
<b>7. PAYMENT DETAILS</b> Amount Blocked (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____		PAYMENT OPTION : Full Payment
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.		
<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b> _____ Date: _____, 2017		<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____
		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
TEAR HERE		
<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R</b>		Acknowledgement Slip for Broker/SCSB/DP/RTA Application Form No. _____ PAN of Sole/First Bidder _____
DPID / CLID _____ Amount Blocked (₹ in figures) _____ Bank & Branch _____ ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____		Stamp & Signature of SCSB Branch _____
TEAR HERE		
IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R	In Figures _____ In Words _____ No. of Equity Shares _____ Amount Blocked (₹) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____	Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____

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# NR Application Form

COMMON APPLICATION FORM	<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - NR</b> Registered Office: T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi Thane, Maharashtra 400703, India; CIN No.:U72900MH2000PLC128943 Tel. No.: 022-6723 1000; Fax No.:022-2781 4434; Email: cs@irisindia.net; Website: www.irisbusiness.com;	FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS
 <b>To,</b> The Board of Directors IRIS BUSINESS SERVICES LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN: INE864K01010	Date: _____ Application Form No. _____
BROKER'S / SCSB / DP / RTA STAMP & CODE SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB / BANK BRANCH STAMP & CODE SCSB / BANK BRANCH SERIAL NO.	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Age _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____
<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Non-Resident Indians (Repatriation basis)    NRI <input type="checkbox"/> FII or Sub Account not a Corporate / Foreign Individual    FII <input type="checkbox"/> FII Sub Account Corporate/ Individual    FII SA <input type="checkbox"/> Foreign Venture Capital Investor    FVCI <input type="checkbox"/> Foreign Portfolio Investors    FPI <input type="checkbox"/> Others (Please Specify)    OTH
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		
<b>4. APPLICATION DETAILS</b> No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 32/- per share <sup>1 &amp; 2</sup> (In Figures) _____ (In Words) _____		<b>5. CATEGORY</b> <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
<sup>1</sup> Please note that applications must be made in minimum of 4000 shares and further multiples of 4000 shares accordingly. <sup>2</sup> Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.		
<b>7. PAYMENT DETAILS</b> PAYMENT OPTION : Full Payment Amount Blocked (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.		
<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b> _____ Date: _____, 2017	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Application in Stock Exchange System)
TEAR HERE		
<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - NR</b>		Acknowledgement Slip for Broker/SCSB/DP/RTA    Application Form No. _____
DPID / CLID _____    PAN of Sole/First Bidder _____		
Amount Blocked (₹ in figures) _____    Bank & Branch _____ ASBA Bank A/c No. _____	Stamp & Signature of SCSB Branch	
Received from Mr./Ms. _____ Telephone / Mobile _____    Email _____		
TEAR HERE		
IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - NR	In Figures    In Words No. of Equity Shares _____ Amount Blocked (₹) _____ ASBA Bank A/c No.: _____ Bank & Branch: _____	Stamp & Signature of Broker / SCSB / DP / RTA Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____

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#### **4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT**

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of the said Act.

- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### **4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT**

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### **4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS**

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

#### **4.1.4 FIELD NUMBER 4: APPLICATION DETAILS**

- (a) The Issuer may mention Price in the Prospectus. However a prospectus registered with RoC contains one price.

##### **(b) Minimum And Maximum Application Size**

##### **i. For Retail Individual Applicants**

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

##### **ii. For Eligible Employee Applicants**

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Eligible Employee Applicants cannot exceed Rs. 5,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

##### **iii. 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 4,000 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 the Prospectus.

- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (e) The following applications may not be treated as multiple Applications:
  - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
  - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
  - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application

Form.

- (d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD 7: PAYMENT DETAILS**

- (a) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

##### **4.1.7.1 Payment instructions for Applicants**

- (a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one Bank Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case Applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

##### **4.1.8 Unblocking of ASBA Account**

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each

Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### **4.1.8.1 Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

#### **4.1.8.2 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications made in the Issue should be addressed as under:
  - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
  - ii. In case of applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries -

- iv. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application And ASBA Account Number and Name.
- v. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise/withdraw their applications till closure of the Issue period
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

**Revision Form – R**

<b>COMMON APPLICATION FORM</b>	<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R</b> Registered Office: T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi Thane, Maharashtra 400703, India; CIN No.:U72900MH2000PLC128943 Tel. No.: : 022-6723 1000; Fax No.:022-2781 4434.; Email: cs@irisindia.net; Website: www.irisbusiness.com;	<b>FOR RESIDENT INDIANS &amp; QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS</b>
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**To, The Board of Directors IRIS BUSINESS SERVICES LIMITED**
Date : \_\_\_\_\_

FIXED PRICE SME ISSUE
ISIN: INE864K01010
Application Form No. \_\_\_\_\_

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ _____ _____ Age _____ Tel. No (with STD code) / Mobile _____
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____ <b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL _____ <small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>

PLEASE CHANGE MY APPLICATION  PHYSICAL

Options	No. of Equity Shares applied (Application must be in multiples of 4000 equity shares)								Price per Equity Share (₹) 32/- (In Figures)											
	(In Figures)								Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	0	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																				
(OR) Option 2				NOT APPLICABLE																
(OR) Option 3				NOT APPLICABLE																

**5. TO (Revised Application)**

Options	No. of Equity Shares applied (Application must be in multiples of 4000 equity shares)								Price per Equity Share (₹) 32/- (In Figures)											
	(In Figures)								Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	0	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																				
(OR) Option 2				NOT APPLICABLE																
(OR) Option 3				NOT APPLICABLE																

**7. PAYMENT DETAILS** **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) \_\_\_\_\_ (₹ in words) \_\_\_\_\_

ASBA Bank A/c No. \_\_\_\_\_

Bank Name & Branch \_\_\_\_\_

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2017	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Application in Stock Exchange System)
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TEAR HERE

<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA	Application Form No. _____
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DPID / CLID		PAN	
Additional Amount Blocked (₹ in figures)		Bank & Branch	
ASBA Bank A/c No.			
Received from Mr./Ms.			
Telephone / Mobile		Email	

TEAR HERE

IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - R		Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares	Option 1	Option 2	Option 3
Issue Price	NOT APPLICABLE		
Additional Amount Blocked (₹)			
ASBA Bank A/c No.:			
Bank & Branch:			

Application Form No. \_\_\_\_\_



Revision Form – NR

<b>COMMON APPLICATION FORM</b>	<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b> Registered Office: T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi Thane, Maharashtra 400703, India; CIN No.:U72900MH2000PLC128943 Tel. No.: : 022-6723 1000; Fax No.:022-2781 4434; Email: cs@irisindia.net; Website: www.irisbusiness.com;	<b>FOR NRIs, FIIs, FVCI ETC. APPLYING ON A REPATRIATION BASIS</b>
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To, **The Board of Directors**  
**IRIS BUSINESS SERVICES LIMITED**

Date: \_\_\_\_\_

**FIXED PRICE SME ISSUE**  
**SIN: INE864K01010**

Application Form No. \_\_\_\_\_

<b>BROKER'S /SCSB / DP / RTA STAMP &amp; CODE</b>	<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Age _____ Tel. No (with STD code) / Mobile _____
<b>SCSB / BANK BRANCH STAMP &amp; CODE</b>	<b>SCSB / BANK BRANCH SERIAL NO.</b>	
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL. For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION  PHYSICAL

4. FROM (as per last Application or Revision)		No. of Equity Shares applied (Application must be in multiples of 4000 equity shares)												Price per Equity Share (₹) 32/- (In Figures)											
Options		In Figures								Issue Price				Discount, if any				Net Price							
		7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1					
Option 1																									
(OR) Option 2																									
(OR) Option 3																									

5. TO (Revised Application)		No. of Equity Shares applied (Application must be in multiples of 4000 equity shares)												Price per Equity Share (₹) 32/- (In Figures)											
Options		In Figures								Issue Price				Discount, if any				Net Price							
		7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1					
Option 1																									
(OR) Option 2																									
(OR) Option 3																									

<b>7. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : Full Payment</b>
Amount Blocked (₹ in Figures)	_____ (₹ in words)	
ASBA Bank A/c No.	_____	
Bank Name & Branch	_____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: _____, 2017	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA	Application Form No. _____
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DPID / CLID	_____	PAN	_____
Additional Amount Blocked (₹ in figures)	_____		<b>SCSB Branch Stamp &amp; Signature</b>
ASBA Bank A/c No.	_____		
Received from Mr./Ms.	_____		
Telephone / Mobile	_____	Email	

TEAR HERE

<b>IRIS BUSINESS SERVICES LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b>		Option 1	Option 2	Option 3	<b>Stamp &amp; Signature of Broker / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>
No. of Equity Shares						
Issue Price						
Additional Amount Blocked (₹)						
ASBA Bank A/c No.:	_____					
Bank & Branch:	_____					
<b>Acknowledgment Slip for Applicant</b>						
<b>Application Form No.</b>						

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### **4.2.2 FIELD 4 & 5: APPLICATION REVISION ‘FROM’ AND ‘TO’**

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- (a) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

### **4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

#### **4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-**

<b>Mode of Application</b>	<b>Submission of Application Form</b>
All Investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

### **SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

#### **5 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other

category.

## **6 GROUNDS OF REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depository);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;

- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by BSE.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

**APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being Fixed Price Issue, this section is not applicable for this Issue.

#### **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

##### **7.1 BASIS OF ALLOTMENT**

Allotment will be made in consultation with the BSE SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- 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).
- 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).
- For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be made as follows:
  - Each successful Applicant shall be allotted 4,000 equity shares; and
  - 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.
- If the proportionate allotment to an Applicant works out to a number that is not a multiple of 4,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 4,000 equity shares subject to a minimum allotment of 4,000 equity shares.
- If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4,000 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.
- The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

- i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- ii. The balance net offer of shares to the public shall be made available for allotment to
  - individual applicants other than retail individual investors and
  - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
- iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 5 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 5 Working Days of the Issue Closing Date.

### 8.2 GROUNDS FOR REFUND

#### 8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is

sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

### **8.2.2 MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at a rate prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

## **8.3 MODE OF REFUND**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **8.3.1 Mode of making refunds**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

## **8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.

## SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Manager, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	<ul style="list-style-type: none"> <li>i) an SCSB, with whom the bank account to be blocked, is maintained</li> <li>ii) a syndicate member (or sub-syndicate member)</li> <li>iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')</li> <li>iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> <li>v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> </ul>
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount

<b>Term</b>	<b>Description</b>
	of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/ Public Issue Bank and Refund Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue/ Public Issue Bank and Refund Banker with whom the Public Issue Account(s) and Refund Account may be opened, and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Eligible Employee	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the Prospectus
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Bid Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the



<b>Term</b>	<b>Description</b>
	Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extent notified)
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on- <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may allot Equity Shares to successful Applicants in the Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the

<b>Term</b>	<b>Description</b>
	Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information

<b>Term</b>	<b>Description</b>
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated

<b>Term</b>	<b>Description</b>
	from time to time.
Underwriters	The Lead Manager
Underwriting Agreement	The agreement dated September 15, 2017 entered into between the Underwriter and our Company
Working Day	<ol style="list-style-type: none"> <li>1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday</li> <li>2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India</li> </ol>

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**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. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The DIPP has issued Consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current consolidated FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, subject to fulfillment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum

capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. *Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.* Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

#### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FIIs under Portfolio Investment Scheme (PIS):**

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro-Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

#### **Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme**

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special

resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.

#### **Investment by NRI on repatriation and non-repatriation basis under PIS:**

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5 % of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5 % of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10 % of the paid up capital of the company and in the case of purchase of convertible debentures
- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10 % of the paid-up value of each series of convertible debentures;

However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

#### **Investment by NRI on Non-repatriation basis**

As per current Consolidated FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

- **The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

**Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.**

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.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 and do not exceed the applicable limits under the laws and regulations.



**SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

<b>Sr. No</b>	<b>Particulars</b>	
<b>1.</b>	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
	<b>Interpretation Clause</b>	
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(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.	<b>Articles</b>
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) *"The Company” shall mean IRIS Business Services Limited	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and “Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) “Meeting” or “General Meeting” means a meeting of members.	<b>Meeting or General Meeting</b>

<b>Sr. No</b>	<b>Particulars</b>	
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	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.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
<b>4.</b>	The Company may in General Meeting from time to time	<b>Increase of capital by the</b>

Sr. No	Particulars	
	by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.	<b>Company how carried into effect</b>
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non Voting Shares</b>
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions- shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

Sr. No	Particulars	
	<p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
10.	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
11.	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
12.	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>	<b>Issue of Sweat Equity Shares</b>
13.	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name</p>	<b>ESOP</b>

Sr. No	Particulars	
	called.	
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	<b>Buy Back of shares</b>
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	<b>Consolidation, Sub-Division And Cancellation</b>
16.	Subject to compliance with applicable provision of the Act and rules framed there under the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
17.	Subject to compliance with applicable provision of the Act and rules framed there under the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under.	<b>Issue of Securities</b>
	<b>MODIFICATION OF CLASS RIGHTS</b>	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
19.	Subject to the provisions of Section 62 of the Act and these	<b>Shares at the disposal of the</b>

Sr. No	Particulars	
	Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Directors.</b>
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or	<b>Liability of Members.</b>

Sr. No	Particulars	
	legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one	<b>Share Certificates.</b>

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	<p>of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
<p><b>29.</b></p>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>
<p><b>30.</b></p>	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share</p>	<p><b>The first named joint holder deemed Sole holder.</b></p>



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	shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	<b>Directors may make calls</b>
36.	Fifteen days' notice in writing of any call shall be given by	<b>Notice of Calls</b>

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	the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a	<b>Proof on trial of suit for money due on shares.</b>

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	quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The	<b>Company to have Lien on shares.</b>

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	Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	<b>As to enforcing lien by sale.</b>
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice maybe given.</b>
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at	<b>Terms of notice.</b>

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	<p>which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	
50.	<p>If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p>	<b>On default of payment, shares to be forfeited.</b>
51.	<p>When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.</p>	<b>Notice of forfeiture to a Member</b>
52.	<p>Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p>	<b>Forfeited shares to be property of the Company and maybe sold etc.</b>
53.	<p>Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p>	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
54.	<p>The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.</p>	<b>Effect of forfeiture.</b>
55.	<p>A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.</p>	<b>Evidence of Forfeiture.</b>
56.	<p>The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application</p>	<b>Title of purchase and allottee of Forfeited shares.</b>

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	of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
	<b>TRANSFER AND TRANSMISSION OF SHARES</b>	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form	<b>Transfer Form.</b>

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	approved by the Exchange;	
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders..</b>

Sr. No	Particulars	
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be	<b>Titles of Shares of deceased Member</b>



Sr. No	Particulars	
	<p>from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>	
73.	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>	<p><b>Notice of application when to be given</b></p>
74.	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>	<p><b>Registration of persons entitled to share otherwise than by transfer.(transmission clause).</b></p>
75.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>	<p><b>Refusal to register nominee.</b></p>
76.	<p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p>	<p><b>Board may require evidence of transmission.</b></p>
77.	<p>The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer,</p>	<p><b>Company not liable for disregard of a notice prohibiting registration of transfer.</b></p>

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	and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80.	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and</p>	<b>Transmission of Securities by nominee</b>

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	<p>other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	<b>DEMATERIALIZATION OF SHARES</b>	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to	<b>Power to issue share warrants</b>

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	time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
<b>86.</b>	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	<b>Deposit of share warrants</b>
<b>87.</b>	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
<b>89.</b>	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>
<b>91.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if	<b>Rights of stockholders.</b>

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	they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	<b>Regulations.</b>
	<b>BORROWING POWERS</b>	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation	<b>Securing payment or repayment of Moneys borrowed.</b>

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	undertaken by the Company or any person or Company as the case may be.	
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
	<b>MEETINGS OF MEMBERS</b>	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(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.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not	<b>Chairman of General Meeting</b>

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	present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
104.	<p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>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.</p> <p>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.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<b>Chairman with consent may adjourn meeting.</b>
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a	<b>Number of votes each member entitled.</b>

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	poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
114.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	<b>Votes of joint members.</b>
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any	<b>Representation of a body corporate.</b>



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	Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death	<b>Validity of votes given by proxy notwithstanding death</b>

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	or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>of a member.</b>
<b>123.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125.</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
<b>128.</b>	The Board may appoint an Alternate Director to act for a	<b>Appointment of alternate</b>

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	Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<b>Director.</b>
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the	<b>Chairperson</b>

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	<p>Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
138.	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.	<b>Committee Meetings how to be governed.</b>
139.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	<b>Chairperson of Committee Meetings</b>
140.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	<b>Meetings of the Committee</b>
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>

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	had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
	<b>POWERS OF THE BOARD</b>	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for	<b>To erect &amp; construct.</b>

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	the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	
(4)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or 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.	<b>To insure properties of the Company.</b>
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or	<b>To conduct legal proceedings.</b>

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	demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and	<b>Transfer to Reserve Funds.</b>

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	<p>maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, manager, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p><b>To appoint and remove officers and other employees.</b></p>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by</p>	<p><b>To appoint Attorneys.</b></p>



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	<p>the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</b>
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim	<b>To assist charitable or benevolent institutions.</b>

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	to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	
	<p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p> <p>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p>	
	<p>(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) 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>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or</p>	

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	<p>otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
145.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors so appointed shall not be liable to retire by rotation, however whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment Whole-time Director.</p>	<b>Powers to appoint Managing/ Whole time Directors.</b>
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the	<b>Remuneration o Managing or Whole time Director.</b>

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	Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	
147.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Powers and duties of Managing Director or Whole-time Director.</b>
	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
148.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company</p>	<b>Board to appoint Chief Executive Officer/ Manager/</b>

Sr. No	Particulars	
	<p>secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
<b>149.</b>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>150.</b>	<p>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>	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	
<b>151.</b>	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but</p>	<b>Division of profits.</b>

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	if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
153.	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
155.	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.	<b>Debts may be deducted.</b>
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
159.	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	<b>No Member to receive dividend whilst indebted to the company and the</b>

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	the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
<b>163.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
<b>164.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>165.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes</p>	<b>Capitalization.</b>

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	<p>of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	<b>Fractional Certificates.</b>
167.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>



Sr. No	Particulars	
168.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
172.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
<b>INDEMNITY</b>		
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and	<b>Directors' and others right to indemnity.</b>

Sr. No	Particulars	
	damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
	<b>SECRECY</b>	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company	<b>Access to property information etc.</b>

Sr. No	Particulars	
	<p>without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing this Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### Material Contracts

1. Issue Agreement dated September 15, 2017 between our Company and the Lead Manager.
2. Agreement dated September 15, 2017 between our Company and Link Intime Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated September 15, 2017 between our Company and Underwriter.
4. Market Making Agreement dated September 15, 2017 between our Company, Market Maker and the Lead Manager.
5. Banker to the Issue Agreement dated September 21, 2017 amongst our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 21, 2017.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated February 19, 2010.

#### Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated September 11, 2017 authorizing the Issue
3. Special Resolution of the shareholders passed at the EGM dated September 13, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated September 14, 2017 issued by Peer Review Auditor, M/s M P Chitale & Co., Chartered Accountants.
5. Report of the Peer Review Auditor, M/s M P Chitale & Co., Chartered Accountants dated September 14, 2017 the Restated Standalone Financial Statements and Restated Consolidated Financial Statements for the year ended as on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.
6. Consents of Promoters, Directors, CEO, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors of our Company, Peer Reviewed Auditor, Legal Advisor to the Issue, the Lead Manager, Advisors to the Issue, Registrar to the Issue, Underwriter, Lenders, Bankers to the Issue/ Public Issue Bank and Refund Bank, Banker to the Company and Market Maker to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated September 22, 2017, to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Limited.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

**Signed by all the Directors of our Company**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Swaminathan Subramaniam <i>Promoter, Whole Time Director and CEO</i>	Sd/-
Mr. Balachandran Krishnan <i>Promoter, Whole Time Director and CFO</i>	Sd/-
Ms. Deepta Rangarajan <i>Promoter and Whole Time Director</i>	Sd/-
Mr. Partho Datta <i>Independent Director</i>	Sd/-
Mr. Narayan Seshadri <i>Independent Director</i>	Sd/-
Mr. Sanjoy Bhattacharyya <i>Independent Director</i>	Sd/-

*Place: Navi Mumbai*

*Date: September 22, 2017*

**Annexure A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED**

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	Bohra Industries Limited	25.15	55	April 05, 2017	56.20	-0.82% (1.02%)	-6.36% (3.78%)	Not Applicable
2.	Creative Peripherals and Distribution Limited	13.50	75	April 12, 2017	75.75	72.67% (2.62%)	78.13% (6.42%)	Not Applicable
3.	Panache Digilife Limited	14.58	81	April 25, 2017	84.00	14.20% (0.58%)	26.73% (7.09%)	Not Applicable
4.	Zota Health Care Limited	58.50	125	May 10, 2017	140.40	6.64% (2.25%)	5.84% (6.91%)	Not Applicable
5.	Gautam Exim Limited	3.32	40	July 11, 2017	40.00	5.00% (-0.68%)	Not Applicable	Not Applicable
6.	Bansal Multiflex Limited	6.2	31	July 12, 2017	34.00	50.00% (0.04%)	Not Applicable	Not Applicable
7.	Shrenik Limited	21.6	40	July 18, 2017	41.90	101.88% (0.71%)	Not Applicable	Not Applicable
8.	Jigar Cables Limited	5.59	30	July 28, 2017	33.15	50.00% (-2.21%)	Not Applicable	Not Applicable
9.	Vaishali Pharma Limited	14.23	72	August 22, 2017	71.90	Not Applicable	Not Applicable	Not Applicable
10.	Lexus Granito (India) Limited	25.92	45	August 23, 2017	53.00	Not Applicable	Not Applicable	Not Applicable

Note:- Worth Peripherals Limited, Shree Tirupati Balajee FIBC Limited, R M Drip & Sprinklers Systems Limited, Poojawestern Metaliks Limited, Goldstar Power Limited, Tirupati Forge Limited and Airolam Limited have filed their Red Herring Prospectus and Prospectus as applicable with respective Registrar of Companies.

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

### SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	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			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <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%
15-16	***9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	****24##	204.56	-	-	5	6	3	9	-	1	5	8	1	5
17-18	*****10\$\$	188.59	-	-	1	3	1	3	-	-	-	-	-	-

\*\*\*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

\*\*\*\*The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcruz Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016, December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

##The Scripts of Chemcruz Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited have not completed 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

\*\*\*\*\*The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited and Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017, July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017 and August 23, 2017 respectively.

\$\$ The scripts of Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited have not completed, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.