



**SILVER TOUCH TECHNOLOGIES LIMITED**

Silver Touch Technologies Limited was originally incorporated as "Silver Touch Computers Private Limited" on February 2, 1995 under the Companies Act 1956 with a Certificate of Incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the "Silver Touch Computers Limited" was granted by ROC on February 5, 2004. Name of the Company was further changed to its present name Silver Touch Technologies Limited and fresh certificate of incorporation was issued by ROC on October 13, 2004. Company Incorporation Number (CIN) of the Company is U72200GJ1995PLC024465.

**Regd. Office:** 2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006; **Tel:** +91-79-2656 3158; **Fax:** +91-79-2656 1624;  
**E-mail:** cs@silvertouch.com; **Website:** www.silvertouch.com; **Contact Person:** Mr. Dipesh H. Solanki, Company Secretary & Compliance Officer  
For details of the change in the registered office, please refer section "History and Certain Corporate Matters" on page 105.

**PROMOTERS: MR. VIPUL H THAKKAR, MR. JIGNESH A PATEL, MR. MINESH V DOSHI AND MR. PALAK V SHAH**

**PUBLIC OFFER OF 33,24,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF SILVER TOUCH TECHNOLOGIES LIMITED (THE "COMPANY") FOR CASH AT A PRICE OF RS. 121 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 111 PER EQUITY SHARE) (THE "OFFER PRICE"), AGGREGATING TO RS. 4022.04 LACS ("THE OFFER") THROUGH AN OFFER FOR SALE COMPRISING OF 14,94,000 EQUITY SHARES BY MR. VIPUL H THAKKAR, 14,94,000 EQUITY SHARES BY MR. JIGNESH A PATEL. 70,080 EQUITY SHARES BY MR. MINESH V DOSHI AND 2,65,920 EQUITY SHARES BY MR. PALAK V SHAH, OF WHICH 1,74,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 121 PER EQUITY SHARE, AGGREGATING TO RS. 210.54 LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 31,50,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 121 PER EQUITY SHARE, AGGREGATING TO RS. 3811.50 LACS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.39% AND 25.01% RESPECTIVELY OF THE FULLY DILUTED POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE OFFER PRICE OF RS. 121 IS 12.10 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.**

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Offer 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 "Offer Procedure" beginning on page 251.

**THE OFFER 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 'Offer related Information' beginning on page 244.

**RISKS IN RELATION TO FIRST OFFER**

This being the first Offer of Equity shares of SILVER TOUCH TECHNOLOGIES LIMITED, there has been no formal market for the Equity Shares of the Company. **The face value of the Equity Shares is Rs. 10 and Offer price is 12.10 times of the face value.** The Offer price (as determined and justified by the Company in consultation with Lead Manager as stated in Chapter titled "Basis for Offer Price" on page 76) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of the Company or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of the Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled "Risk factors" on page 10.**

**COMPANY'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, 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 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. Further, each Promoter Selling Shareholder accepts responsibility that this Prospectus contains all information about itself as the Promoter Selling Shareholder in the context of the Offer and assumes responsibility for statements in relation to itself included in this Prospectus.

**LISTING**

The Equity shares offered through this Prospectus are proposed to be listed on SME platform of the National Stock Exchange of India Limited ("NSE") ("NSE EMERGE"). Our Company has received an in-principle approval letter dated October 16, 2017 from NSE for using its name in the offer document for listing of our shares on the NSE EMERGE. For the purpose of the Offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited

**LEAD MANAGER TO THE OFFER**

	<b>Chartered Capital And Investment Limited</b> 711, Mahakant, Opp V.S. Hospital, Ellisbridge, Ahmedabad-380 006 Tel: +91-79-2657 5337, 2657 7571, Fax: +91-79-2657 5731 E-mail: sttl.ipo@charteredcapital.net Investor Grievance Email: investor.relation@charteredcapital.net Website: www.charteredcapital.net Contact Person: Mr. Manoj Kumar Ramrakhyan/Mr. Sagar Bhatt SEBI Registration No.: INM000004018
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**REGISTRAR TO THE OFFER**

	<b>Link Intime India Private Limited</b> C-101, 1 <sup>st</sup> Floor, 247Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Tel: +91-22- 49186200, Fax: +91-22- 49186195 E-mail: silvertouch.ipo@linkintime.co.in Investor Grievance Email: silvertouch.ipo@linkintime.co.in Website: www.linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058
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**OFFER PROGRAMME**

<b>OFFER OPENS ON : NOVEMBER 20, 2017 (MONDAY)</b>	<b>OFFER CLOSSES ON : NOVEMBER 23, 2017 (THURSDAY)</b>
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## SECTION I- GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any Act, legislation or regulation shall be to such legislation, act or regulation as amended from time to time.

#### GENERAL TERMS

Term	Description
“Our Company” or “the Company” or “Silver Touch” or “STTL”	Silver Touch Technologies Limited, a company incorporated under the Companies Act, 1956, and having its Registered Office at 2 <sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad - 380006
“we” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.

#### COMPANY RELATED TERMS

Term	Description
Articles/ Articles of Association	The Articles of Association of our company.
Associate Companies/Associates	The associates of the companies as per Companies Act, 2013, namely, Lime Software Limited, Silver Touch Technologies SAS and Shark Identity Private Limited
Auditors	The statutory auditors of the Company, being M/s Ambalal Patel & Co., Chartered Accountants.
Board /Board of Directors	The Board of Directors of our company or a duly constituted committee thereof.
CFO	Chief Financial Officer
Equity Shares	The Equity Shares of our Company of face value of Rs.10 each
Group Companies/Entities	Companies as covered under the applicable accounting standards and also other companies as considered material by our Board For details of our Group Companies/Entities and the policy of materiality adopted by our Board, see “Group Companies/Entities” on page 131
Key management personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI Regulations and the Companies Act, 2013 disclosed in “Our Management” on page 112
Memorandum/ MOA/ Memorandum of Association	Memorandum of Association of our Company, as amended
Promoters	Mr. Vipul H Thakkar, Mr. Jignesh A Patel, Mr. Palak V Shah And Mr. Minesh V Doshi
Promoter Group	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations
Registered Office/ Registered office of the Company	The Registered Office of the Company at 2 <sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad - 380006
Registrar of Companies /ROC	Registrar of Companies, Gujarat, Dadra and Nagar Haveli
Restated Financial Statements	The restated audited financial information of our Company, which comprises of the restated audited standalone & consolidated balance sheet, the restated audited standalone & consolidated profit and loss information and restated audited standalone & consolidated cash flow information for fiscal 2013, 2014, 2015, 2016 and 2017 and for Three months period ended June 30, 2017, together with the annexure and notes thereto
Subsidiaries	The subsidiaries of the company namely, Silver Touch Technologies (UK) Limited and Silver Touch Technologies Inc

#### OFFER RELATED TERMS

Term	Description
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Allotment/ Allot/ Allotted	Unless the context otherwise requires, the Offer/allotment of Equity Shares pursuant to the Offer to successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchange.
Allottee	The successful applicants to whom the Equity Shares are allotted
Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which the Applicant shall make an application to subscribe to the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all Applicants to make application authorizing a SCSB to block the application amount in the ASBA Account maintained with such SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount
Banker(s) to the Offer	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Public Offer Account will be opened and in this case being Indusind Bank Ltd
Basis of Allotment	The basis on which the Equity Shares will be allotted as described in the section titled " <b>Offer Procedure - Basis of Allotment</b> " beginning on page 263.
Controlling Branch of SCSB	Such branches of the SCSBs which co-ordinate Applications under this Offer made by the Applicants with the Lead Manager, the Registrar to the Offer and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a>
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
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">http://www.sebi.gov.in</a>
Designated Date	The date on which funds are transferred from the ASBA Accounts to the Public Offer Account in terms of the Prospectus.
Designated Stock Exchange	NSE
Draft Prospectus	The Draft Prospectus dated September 21, 2017 issued in accordance with Section 32 of the Companies Act, 2013 and filed with NSE under SEBI ICDR Regulations
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares on the basis of the terms thereof.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
LM / Lead Manager	The Lead Manager for the Offer being Chartered Capital And Investment Ltd
Market Maker	Market Maker appointed by our Company from time to time, in this case being Beeline Broking Ltd 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 Making Agreement	Market Making Agreement dated October 17, 2017 between our Company, LM and Market Maker
Market Maker Reservation Portion	The reserved portion of 1,74,000 Equity Shares of Rs. 10 each at an Offer Price of Rs. 121 each to be subscribed by Market Maker.
MOU/ Offer Agreement	The Memorandum of Understanding dated August 4, 2017 between our Company, Selling Shareholders and Lead Manager.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.

Net Offer	The Offer (excluding the Market Maker Reservation Portion) of 31,50,000 Equity Shares of face value Rs. 10 each of Silver Touch Technologies Limited for cash at a price of Rs. 121 per Equity Share aggregating up to Rs. 3811.50 Lacs.
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
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI ICDR Regulations.
Offer/ Offer Size/ Initial Public Offer/ Initial Public Offering/ IPO	Public Offer of 33,24,000 Equity Shares of face value Rs. 10 each of Silver Touch Technologies Limited for cash at a price of Rs. 121 per Equity Share (the " <b>Offer Price</b> ") aggregating up to Rs. 4022.04 Lacs.
Offer Closing Date	November 23, 2017
Offer Opening Date	November 20, 2017
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Offer Price	The price at which Equity Shares will be offered and allotted by our Company being Rs. 121/- per Equity Share.
Other/ non retail Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Offer Account	The Bank Account opened with the Banker to this Offer to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	A mutual fund, venture capital fund alternative investment fund and foreign venture capital investor registered with the Board; a foreign portfolio investor other than Category III foreign portfolio investor registered with the Board; a public financial institution as defined in Section 4A of the Companies Act, 1956; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of twenty five crore rupees; a pension fund with minimum corpus of twenty five crore rupees; National Investment Fund set up by resolution F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India; insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India; SI NBFCs.
Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time
Registrar/ Registrar to this Offer/RTI	Link Intime India Private Limited
Retail Individual Investors/RIIs	Individual applicants who have applied for the Equity Shares for an amount not more than 200,000 (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Self Certified Syndicate Bank or SCSB	A Bank which is registered with SEBI under SEBI (Bankers to an Offer) Regulations, 1994 and offers services of ASBA including blocking of bank account, a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Underwriter	Chartered Capital And Investment Limited
Underwriting Agreement	The Agreement dated October 17, 2017 entered into amongst the Underwriter, Selling Shareholders and our Company.
Working Days	"Working Day" means all days, other than second and fourth Saturday of the

	month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays.
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#### TECHNICAL/INDUSTRY RELATED TERMS/ ABBREVIATIONS

Term	Description
FDI	Foreign Direct Investment
ESIC	Employee's State Insurance Corporation
ICAI	The Institute of Chartered Accountants of India
GDP	Gross Domestic Product

#### CONVENTIONAL TERMS/ ABBREVIATIONS

Term	Description
AGM	Annual General Meeting
AMC	Annual Maintenance Contract
ASBA	Application Supported by Blocked Amount
A.Y	Assessment Year
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
AIF or Alternative Investment Funds	Alternative Investment Funds as defined and registered under the SEBI AIF Regulations
BV / NAV	Book value / Net asset value
CAGR	Compounded Annual Growth Rate.
CDSL	Central Depository Services (India) Ltd.
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
DP	Depository Participant.
Depository	A body corporate registered under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time i.e. NSDL and CDSL.
Depositories Act	Depositories Act, 1996, as amended from time to time
Depository Participant /DP	A depository participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's identification number
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
ESOP	Employees Stock Option Plan
FCNR Account	Foreign Currency Non Resident Account.
FCRA	Foreign Contribution (Regulation) Act, 2010
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the rules and regulations framed thereunder.
FII	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board.
Financial Year /fiscal year/FY/ fiscal	Period of twelve months ended March 31 of that particular year, unless otherwise stated.
FMS	Facility Management Services

FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investor
Government/ GOI	The Government of India.
GAAP	Generally Accepted Accounting Principles
GAAR	General Anti Avoidance Rules
GIGW	Guidelines For Indian Government Websites
GST	Goods and Service Tax
HRMS	Human Resources Management System
HUF	Hindu Undivided Family
IAAS	Infrastructure As A Service
IFRS	International Financial Reporting Standards
IPO	Initial Public Offer
I.T.Act	Income-Tax Act, 1961
MAT	Minimum Alternate Tax
MICR	Magnetic Ink Character Recognition (nine digit code as appearing on a cheque leaf)
Mn, mn	Million
NAV	Net asset value.
N.A.	Not Applicable
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NR	Non-Resident
NRE Account	Non-Resident External Account.
NRI/Non-Resident Indian	A non-resident Indian as defined under the FEMA Regulations
NRO Account	Non-Resident Ordinary Account.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Ltd
OCB/ Overseas Corporate Body	A company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty percent by NRIs and includes an overseas trust in which not less than 60% beneficial interest is held by NRIs directly or indirectly but irrevocably and which was in existence on the date of commencement of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the relevant regulations issued under FEMA
P/E Ratio	Price/Earnings Ratio.
PAAS	Platform As A Service
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
QC	Quality Control
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India.
RONW	Return on Networth
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
STQC	Standardisation, Testing And Quality Certification
UK	United Kingdom
U.S./U.S.A.	United States of America
VAT	Value Added Tax



VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WCAG	Web Content Accessibility Guidelines

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Statement of Tax Benefits”, “Regulations and Policies”, “History and Certain Corporate Matters”, “Financial Information of the Company”, “Outstanding Litigation and Material Developments” and “Main Provisions of the Articles of Association” on pages 79, 100, 105, 136, 221 and 300, respectively, shall have the meanings given to such terms in these respective sections.

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page number of this Prospectus.

### Financial Data

Unless stated otherwise, the financial data in the Prospectus is derived from our Restated Financial Statements prepared for the financial year ended 2013, 2014, 2015, 2016, 2017 and the 3 (Three) month period ended June 30, 2017 in accordance with Indian GAAP, Accounting Standards, applicable provisions of the Companies Act, as stated in the reports of our Peer Reviewed Auditors and SEBI (ICDR) Regulations, 2009 included under the chapter titled “Financial Information of the Company” beginning on page 136. Our financial year commences on April 1 of every year and ends on March 31 of every next year.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 10, 86 and 215, respectively, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with the SEBI (ICDR) Regulations.

There are significant differences between Indian GAAP, U.S. GAAP and the IFRS. Accordingly, the degree to which the Indian GAAP, Financial Statements included in the Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting policies and practices, Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in the Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

### Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. 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 market and industry sources. Accordingly, investment decisions should not be based solely on such information. For further details, please refer to the section titled “*Risk Factors*” beginning on page 10.

In accordance with the SEBI (ICDR) Regulations, the chapter titled “*Basis for Offer Price*” on page 76 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

### Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or "Rs." are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the chapter titled "*Industry Overview*" throughout this Prospectus all figures have been expressed in rupees, lacs, million, crores and billions.

This Prospectus contains conversions of certain US Dollar, Pound, Euro and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar, Pound, Euro or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

### **Definitions**

For additional definitions used in the Prospectus, please refer to the chapter titled "Definitions and Abbreviations" beginning on page 1. In the section titled "Main Provisions of the Articles of Association" beginning on page 300, defined terms have the meaning given to such terms in the Articles of Association of our Company.

## FORWARD LOOKING STATEMENTS

We have included statements in this Prospectus, that contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions that are “forward-looking statements”. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements. These forward looking statements include statements as to our business strategy, planned projects and other matters discussed in this Prospectus regarding matters that are not historical fact. These forward-looking statements and any other projections contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward looking statements are subject to risks, uncertainties and assumptions about the company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the expectations include, among others:

- Our ability to hire, retain and attract trained employees;
- Changes in the value of the Rupee and other currency changes;
- General economic and business conditions in India and other countries;
- Our ability to successfully implement the strategy, growth, new projects and expansion plans;
- Changes in the Indian and international interest rates;
- Social or civil unrest or hostilities with neighboring countries or acts of international terrorism;
- Changes in laws and regulations that apply to our industry, including laws that impact our ability to enforce our collateral.
- Changes in political conditions in India.

For further discussion of factors that could cause actual results to differ, please refer the section entitled “Risk Factors” beginning on page 10. 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. Neither the Company, the Directors, any member of the LM team 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, we will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange.

## SECTION II- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information disclosed in this Prospectus, including the risks and uncertainties described below, before making an investment decision in the Equity Shares. The risks described below are not the only ones relevant to us or the Equity Shares, the industry in which we operate or India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations and financial condition. In order to obtain a complete understanding of our Company, businesses and operations, prospective investors should read this section in conjunction with “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 86 and 215, respectively, as well as the other financial and statistical information contained in this Prospectus. If anyone or a combination of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, prospects, financial condition and results of operations could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Offer.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. See the section entitled “Forward Looking Statements” on page 9.

In this section, unless the context otherwise requires, a reference to the “Company” is a reference to Silver Touch Technologies Limited, while any reference to “we”, “us” or “our” refers to Silver Touch Technologies Limited.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from the restated financial statements of our Company.

### A. RISKS INTERNAL TO THE COMPANY

#### 1) There are outstanding litigations involving our company. The outcome of such proceedings may materially affect our business and financial condition.

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to such person/entity’s interests may have an adverse effect on our business, results of operations, cash flows and financial condition.

A summary of all the outstanding litigations is as follows:

Particulars	Total No	Amount involved (Rs in lacs)
<b>Under Criminal Laws</b>		
Cases filed by the Company	1	26.43
<b>Under Tax laws</b>		
Cases filed by the Company	2	1.91
Cases filed against the Company	1	131.63
<b>Under Civil Laws</b>		
Cases filed by the Company	1	36.90 plus interest

For further details, please refer to section “Outstanding Litigations and Material Developments” on page no.221.



#### 2) We are required to obtain and maintain certain government and regulatory licenses and permits and the failure to obtain and maintain such licenses and permits in a timely manner, or at all, may adversely affect our business and operations.

We are required to obtain and maintain certain approvals, licenses, registrations and permits in connection with our business and operations. We do not have certain approvals and there can be no assurance that we will be able to obtain and maintain such approvals, licenses, registrations and permits in the future. An inability to obtain or maintain such registrations and licenses in a timely manner, or at all, and comply with the prescribed conditions in connection therewith may adversely affect our ability to carry on our business and operations, and consequently our results of operations and financial condition.

Some of the consents / approvals / licenses which may be required by us but we do not have are as follows:

### Pending Approvals

For the below mentioned details, we have applied for the approvals:

Sr. No.	Nature of Approval	Applicable Laws	Authority	Remarks
1	Registration under Uttar Pradesh Shops & Commercial Establishment Act, 1962 for the office situated at F2, First Floor, Padamichha Apartment, A12, Birbal Sahni Marg, Opp. Hanuman Mandir, Hanuman Setu, Lucknow.	Uttar Pradesh Shops & Commercial Establishment Act, 1962	Labour Commissioner Organization, Uttar Pradesh	
2	Unique Identification Number (UIN) for Overseas Direct Investment for the Wholly Own Subsidiary - SILVER TOUCH TECHNOLOGIES (UK) Ltd in UK	Foreign Exchange Management Act, 1999	Overseas Investment Division, Foreign Exchange Department, Reserve Bank of India	
3	Registration of Trademark of Logo Under Class 09,35,41,42 	The Trademark Act, 1999	Registrar of Trademark	Status: Objected
4	Registration of Trademark of Logo Under Class 42 	The Trademark Act, 1999	Registrar of Trademark	Status: Accepted & Advertised.

### Approvals yet to be obtained:

For the below mentioned details, we have not made the applications:

Sr. No.	Nature of Approval	Applicable Laws
1	Registration under Bombay Shops & Establishment Act, 1948 for the following Office : B-2 Soham Avenue, Soham Park, Vastrapur, Ahmedabad	Bombay Shops & Establishment Act, 1948
2	Registration under Bombay Shops & Establishment Act, 1948 for the office situated at 1/933 SMC Tenement, Shop No. 01, Ground Floor, Summer Queen, Nanpura, Surat	Bombay Shops & Establishment Act, 1948
3	Registration for Shop & Establishment for office situated at 702, 7 <sup>th</sup> Floor, Nilkamal Apartment, C-Wing, Assucena Road, Moti Daman, Daman	The Goa, Daman and Diu Shops and Establishments Act, 1973
4	Registration for Shop & Establishment for office situated at Flat no. 1303, Elita Garden Vista, Tower-3, New Town, Action Area-III, Kolkata	West Bengal Shops & Establishments Act, 1963
5	Registration for Shop & Establishment for office situated at Viva-605, SJR Verity, Kasavanahalli, Off. Sarjapur Road, Bangalore – 560035	Karnataka Shops and Commercial Establishments Act, 1961
6	Registration under Bombay Shops & Establishment Act, 1948 for the following Offices : Office No. 301, 302 , 303 , 304 , 305, 306, 505, 806, 906, 1001 situated at saffron Tower, Nr. Panchwati Circle, Ahmedabad and 9, 10, Gokul	Bombay Shops & Establishment Act, 1948

	Apartment, Opp. L D Engineering College, Nr. Passport Office, University Road, Ahmedabad	
7	Registration under Delhi Shops & Establishment Act, 1954 for the office situated at Office No. 322, 323, 517,418, Somdutt Chambers-II,9 Bhikajicama Place, New Delhi - 110 066	Delhi Shops & Establishment Act, 1954

For further details, please refer to section "Government and Other Approvals" on page no.225.

**3) We have experienced negative cash flows in prior periods. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial condition.**

The details of the negative cash flows of the Company are as follows:

<b>Standalone</b> <span style="float: right;"><i>(Rs. in Lacs)</i></span>						
<b>Particulars</b>	<b>As at</b>					
	<b>30.06.17</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>	<b>31.03.13</b>
Net cash inflow/(outflow) from operating activities	(242.69)	1243.61	501.50	(142.13)	193.65	680.86
Net cash inflow/(outflow) from investing activity	(83.46)	(324.18)	(488.98)	(188.13)	(855.70)	(567.24)
Net cash inflow/(outflow) from Financing activity	365.55	(871.68)	(176.48)	457.24	730.99	156.71
<b>Net Cash changes in cash and cash equivalent</b>	<b>39.40</b>	<b>47.75</b>	<b>(163.97)</b>	<b>126.98</b>	<b>68.93</b>	<b>270.33</b>

<b>Consolidated</b> <span style="float: right;"><i>(Rs. in Lacs)</i></span>						
<b>Particulars</b>	<b>As at</b>					
	<b>30.06.17</b>	<b>31.03.17</b>	<b>31.03.16</b>	<b>31.03.15</b>	<b>31.03.14</b>	<b>31.03.13</b>
Net cash inflow/(outflow) from operating activities	(232.16)	1254.01	512.06	(89.49)	199.72	688.61
Net cash inflow/(outflow) from investing activity	(65.55)	(324.86)	(490.91)	(187.64)	(855.75)	(567.24)
Net cash inflow/(outflow) from Financing activity	357.82	(863.02)	(197.25)	428.51	728.76	156.71
<b>Net Cash changes in cash and cash equivalent</b>	<b>60.10</b>	<b>66.13</b>	<b>(176.10)</b>	<b>151.38</b>	<b>72.72</b>	<b>278.08</b>

Negative cash flows over extended periods, or significant negative cash flows in the short term, could have a material impact on our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

**4) Our Subsidiary Companies, Associates and Group Companies are engaged in the line of business similar to our Company and conflict of interest cannot be ruled out which may have adverse effect on our operations and financial conditions.**

Our Subsidiary Companies, Associates and Group Companies are engaged in the similar line of business of IT, as of our Company. Further, we have not entered into any non-compete agreement with any of said entities. We cannot assure that our Promoters who have common interest in said entities will not favour the interest of the said entities over our interest or that the said entities will not expand which may increase our competition and adversely affect business operations and financial condition of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Companies in circumstances where our respective interests conflict. In cases of conflict, our Promoters may favour their companies in which our Promoters have interest. There can be no assurance that our Promoters or our Group Companies or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely

affect our profitability and results of operations. For further details, please refer to “**Common Pursuits**” on page 132.

**5) Our Company and Promoters have unsecured debt that is repayable on demand.**

Our Company and Promoters have availed of certain unsecured loans that are repayable on demand and their details are mentioned hereunder in the table given below:

Name of the Company/Promoter/Entity	Amount Outstanding as on June 30, 2017 (Rs. in lacs)
Silver Touch Technologies Ltd	206.95 (Consolidated)
	206.95 (Standalone)
Mr. Vipul H. Thakkar	56.75
Mr. Jignesh A. Patel	35.48
Jignesh Amratlal Patel HUF	0.20

In the event that the lenders of such loans demands the repayment of these loans, Our Company and Promoters would need to find alternative sources of financing, which may not be available on commercially reasonable terms.

**6) There are Audit Qualifications in the restated financial statements disclosed in the Prospectus.**

The restated financial statements dated August 25, 2017 as mentioned in the Prospectus have following audit qualifications:

Sr. No.	Audit Qualification	Current Status	Management Response
1.	Financials of joint venture viz., Lime Software Ltd has not been consolidated for the year ended March 31, 2016, March 31, 2017 and 3 months period ended June, 2017	Financials of joint venture viz., Lime Software Ltd has not been consolidated in Restated Consolidated Financials for the year ended March 31, 2016, March 31, 2017 and 3 months period ended June, 2017	We have consolidated the financials of Lime Software Ltd (LSL) in the financials of STTL for the year 2014-15 but thereafter the JV Partner (Alexander Robin Andrew) has stopped providing the data and information about LSL including financial information despite our regular follow ups with him and hence we do not have any financial information of LSL after that period and consequently we are not able to consolidate the financials of LSL into STTL.
2.	Financials of joint venture viz., Silver Touch Technologies B.V. has not been consolidated for the year ended March 31, 2013, 2014, 2015 & 2016	Financials of joint venture viz., Silver Touch Technologies B.V. has not been consolidated in Restated Consolidated Financials	We have invested Rs. 5,562 only in October, 2007 in Silver Touch Technologies B.V. (STB). In the FY 2015-16, we have received some financial information from our JV partner; however such information were not sufficient to consolidate it into STTL. Since there were no commercial transactions in the company, based on that data and further discussion with JV Partner, we officially closed the Company on 1 <sup>st</sup> April, 2016.
3.	For the F.Y. 2012-13 & 2013-14, Where in the Company had made provision for Gratuity payable to Employees without Actuarial Valuation which is mandatory in nature as per Accounting Standard – 15 “Employee Benefits”.	No Change for FY 2012-13 & 2013-14	For the FY 2012-13 and 2013-14, Valuation Report was not taken because company was on the assumption that it was not compulsory to get that. However, From FY 2014-15, we have started taking Actuarial Valuation Report and accordingly making the provision of Gratuity based on that report.



Because of the above audit qualifications, the investor will not have complete information about the financials of the company. Total investment made by Silver Touch in Lime Software Ltd and Silver Touch Technologies B.V. is Rs. 48975 and Rs. 5562 respectively.

**7) We will not receive the proceeds from this offer.**

This Issue is only an Offer for Sale of 34,24,000 Equity Shares by the Promoter Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholders in proportion of the Equity Shares offered by the Promoter Selling Shareholders in the offer for Sale and we will not receive any proceeds from such Offer for Sale. For further details, refer to the Section titled "Object of the Offer" on Page 75.

**8) Our Associate and Subsidiary Companies have incurred loss during last 3 years.**

Following Associate and Subsidiary Companies have incurred loss during last 3 years:

Name of the Associates, Subsidiary Companies	Profit / Loss during last 3 years (Rs. In Lacs)		
	FY 2014-15	FY 2015-16	FY 2016-17
Silver Touch Technologies (UK) Ltd	(1.86)	4.59	(4.41)
Shark Identity Pvt Ltd	NA	NA	(25.82)

In Silver Touch Technologies (UK) Ltd, there is profit in respective currency i.e. GBP but due to foreign currency conversion, there is loss in Indian Rupees. Shark Identity Pvt Ltd is developing a product which is under initial phase and hence, currently it is under loss. Sustained financial losses by them may not be perceived positively by external parties such as customers, bankers, suppliers etc, which may affect our credibility and business operations. There can be no assurance that the group /Associate/Subsidiary Companies will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses.

**9) We have entered into certain agreements and transactions with related parties. There can be no assurance that the Company could not have achieved more favorable terms had such agreements and transactions not been entered into with related parties.**

The Company has entered into agreements and transactions with related parties. There can be no assurance that the Company could not have achieved more favorable terms had such agreements and transactions not been entered into with related parties. Further, it is likely that we may enter into related party transactions in the future.

For details on our related party transactions, see "Related Party Transactions" on page 134. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

**10) There have been instances of delay in compliances, filing of various forms, as well as non-compliances under various provisions of applicable Companies Act for which penal action can be taken against the company and its officers which would adversely affect financial position of the Company to that extent.**

Some of the instances of non compliances/delay in compliances of the provisions of the companies act are as under for which penal action can be taken against the company and its officers which would adversely affect financial position of the Company to that extent:

The Company has not complied with the provisions of Section 383A of the Companies Act, 1956 during the period November 1, 2007 to December 31, 2009 and September 1, 2012 to February 24, 2013 as the Company had not appointed any Company Secretary during that period. No show cause notice in respect of the above has been received by the Company from the office of Registrar of the Companies till date.

Our Company has made some clerical mistakes in documents and form filed in registrar of Companies, for instance, in Annual Returns filed by our Company in past years, have some errors inadvertently made by Company in disclosure in respect of share transfers. Further, our Company has belatedly complied with the provisions of Section 129(3) of the Companies Act, 2013 in relation to preparing

Consolidated Financial Statements. Also there are some cases where forms have been filed belatedly in Registrar of Companies for which requisite additional fees was paid by the Company.

In addition, there are various mistakes /errors in various ROC forms filed by the Company and resolutions and explanatory statements attached thereto.

Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be adversely affected.

**11) Some of our historical corporate secretarial records relating to certain transfers of our Equity Shares are not traceable.**

The share transfer deeds executed in relation to transfer of Equity Shares between our Promoters/Promoter group for the dates 01.09.2004 and 16.02.2009 are not available in our corporate records. Accordingly, for information in this regard, contained in this Prospectus, we have relied on our Company's statutory register of members, register of share transfers, Board resolutions and minutes as well as the relevant Annual Returns. We cannot assure you that these documents will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

**12) Any increase in or materialization of our contingent liabilities could adversely affect our business, results of operation, cash flows and financial condition.**

As at June 30, 2017, we had certain contingent liabilities, as described in on our Restated Standalone Financial Statements:

Particulars	As on 30/06/2017 (Rs. In Lacs)
<b>a) Bank Guarantee</b>	
Bank of India	2277.63
ICICI Bank	146.72
IDBI Bank	44.14
<b>b) Income tax Demand :</b>	
U/s 143(3) (AY 2010-11) - Pending with ITAT	131.63
U/s 143(3) (AY 2013-14) - Pending with CIT(A)	0.94
U/s 143(3) (AY 2014-15) - Pending with CIT(A)	0.98
<b>Total</b>	<b>2602.03</b>

In the event any such contingencies described were to materialize or if our contingent liabilities were to increase in the future, our business, results of operation, cash flows and financial condition could be adversely affected. For further details, see the section entitled "**Financial Information of the Company**" on page 136.

**13) We have not made some of the provision for decline in value of investment of the Company.**

Our Company has made the investments in shares of following companies:

Sr. No.	Name of the Company	Amount as on 30.06.2017 (Rs. In Lacs)
1.	Silver Touch Technology (UK) Ltd	0.41
2.	Silver Touch Technology Inc	0.33
3.	Lime Software Ltd	0.49
4.	Shark Identity Pvt Ltd	15.19
5.	Silver Touch Technologies SAS	12.65

We have not made provision for decrease in the value of abovementioned investments. So if provision is made in future on account of permanent decrease in value of these investments, our profits would reduce to the extent of such provision. This may have an impact on our results of operations and financial conditions.

- 14) Our revenues could be significantly affected if the governments in countries in which our customers or business partners are based, restrict companies from outsourcing work to non-domestic corporations.**

Any downturn or reversal of existing industry trends toward offshore outsourcing might be a deterrent to compete effectively. Measures aimed at limiting or restricting offshore outsourcing have been enacted in a few countries and there is currently legislation pending in several countries. The measures that have been enacted to date generally have restricted the ability of government entities to outsource work to offshore business process service providers. Though, we have not been significantly adversely affected by aforementioned restrictions, however, pending or future legislation in other countries could significantly affect our business. For further details for business of our Company, Kindly refer section “**Business Overview**” beginning on Page 86.

- 15) We face intense competition, and competition may have a negative impact on our business prospects, future performance and financial condition.**

The market for our business is intensely competitive and characterised by rapid changes in technology, user requirements, industry standards and frequent new product introductions and improvements. We expect competition in product and pricing terms to increase. Competitive pressures could also lead to increases in expenses such as advertising and sales promotion expenses, R&D expenses, product rebates, product placement fees, continuous product service and marketing support provided to our business partners. Our current and potential competitors may also establish co-operative relationships among themselves or with third parties that may further enhance their resources. Current or potential competitors may be acquired by third parties with greater available resources. As a result of such acquisitions, our current or potential competitors might be able to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their solutions, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their offerings more quickly than we do.

- 16) Our business is substantially dependent on limited number of customers for a significant portion of our revenues. The loss of any significant clients or an adverse change in the customer relationship may have a material and adverse effect on our business and results of operations.**

The Company is largely dependent on single and few customers, as the top one and top ten customers constitutes around 24.94% and 48.02% of the total income for the year 2016-17 on a standalone basis. While we are constantly working to increase our customer base so as to enable us to reduce dependence limited number of customers, there is no assurance that we will be able to broaden our customer base in a particular time frame in future. Our business or results of operations could be adversely affected by a reduction in demand or change in preference for our product or cessation of our relationship with any such major customers.

- 17) Our Company’s success depends largely upon its skilled professionals and its ability to attract and retain these personnel. The Industry where our Company operates is a highly employee intensive industry.**

Our Company’s ability to execute projects and to obtain new clients depends largely on their ability to attract, train, motivate and retain highly skilled professionals, particularly project managers and other mid-level professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labour market in India. We invest in training professionals that we hire to perform the services we provide. These professionals are often targeted by the lateral recruitment efforts of our competitors. The performance of our Company will be benefited on the continued service of these persons or replacement of equally competent persons from the domestic or global markets. We may have difficulty in redeploying and retraining our professionals to keep pace with continuing changes in technology, evolving standards and changing customer. For further details for employees of our Company, Kindly refer section titled “**Business Overview**” beginning on Page 86.

- 18) We do not currently have long term contracts or exclusive supply arrangements with any of our vendors. Any major disruption to the timely and adequate supplies of our raw materials could adversely affect our business, results of operations and financial condition.**

We do not currently have long term contracts or exclusive supply arrangements with any of our vendors. Further, we will be dependent on adequate and timely deliveries of necessary raw materials or equipment. In the event of a delay, inadequacy or default in deliveries by any of our vendors, we may

not be able to obtain substitutes on an adequate and timely basis or on commercially acceptable terms. A major disruption to the timely and adequate supplies of our raw materials could adversely affect our business, results of operations and financial condition.

**19) Significant security breaches in our computer systems and network infrastructure and fraud could impact our business.**

We seek to protect our computer systems and network infrastructure from physical break-ins as well as security breaches and other disruptive problems. Computers break-in and power disruptions could affect the security of information stored in and transmitted through these computers systems and networks. To address these issues and to minimize the risk of security breaches we employ security systems. However, these systems may not guarantee prevention of frauds, break-ins, damage and failure. A significant failure in security measures could have an effect on our business. For further details for business of our Company, Kindly refer section titled "**Business Overview**" beginning on Page 86.

**20) Exchange rate fluctuations in various currencies in which we do business could negatively impact our business, financial condition and results of operations.**

Although our reporting currency is in Rupees, we transact a portion of our business in several other currencies, primarily USD, Euro and Pound Sterling. In Financial Years 2017, 2016 and 2015, respectively, we derived Rs. 782.73 Lacs, Rs. 1157.63 Lacs and 1475.91 Lacs earnings from foreign exchange. However, a portion of our costs are in Rupees. The exchange rate between the Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. Any significant appreciation of the Rupee against foreign currencies in which we do business can fundamentally affect our competitiveness in the long-term. As our financial statements are presented in Rupees, such fluctuations could have a material impact on our reported results. Our clients generally demand that all risks associated with such fluctuations are borne by us.

In order to mitigate our foreign exchange risks, we do not hedge the major currencies in which we transact business by entering into forward contracts. If the currencies in which we transact business fluctuate then our business, financial condition and results of operations may be adversely impacted.

**21) Our Company has during the preceding one year from the date of the Prospectus, allotted Equity Shares at a price which is lower than the Issue Price.**

Our Company has in the last 12 months, prior to the filing of this Prospectus, allotted Equity Shares pursuant to preferential allotment of shares on August 9, 2017, which is lower than the Issue Price. For details relating to number of shares issued, date of allotment etc. please refer to the chapter titled "Capital Structure" beginning on page 56 of this Prospectus.

**22) Our operations could be adversely affected by strikes or lockout or any other kind of disputes with our employees.**

Our operations depend upon the productivity of our workforce, which may be affected by disputes involving our employees. While we have not experienced any strike or lockout till date, we cannot guarantee that we will not experience any strike, lockout or any other dispute with our employees in the future and any such event could adversely affect our business, results of operation and financial condition.

**23) Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows.**

Our operations involve extending credit to our customers. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. For the Fiscal Years ended 2016-17, 2015-16 & 2014-15, our trade receivables were Rs. 3403.30 Lacs, Rs. 6039.54 Lacs and Rs. 3673.50 Lacs, respectively, which constituted 28.39%, 43.43% and 31.71% respectively of our total revenues for the same periods respectively as per restated standalone financial statements. Any delay or default in payment from any of our customers could result in the reduction of our profits and affect our cash flows.

**24) Our Promoters, Directors and Key Managerial Personnel (KMPs) may have interest in our Company, other than reimbursement of expenses incurred or remuneration.**

Our Promoters, Directors and KMPs may be deemed to be interested in our Company to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship in our Company. Our Promoters, Directors & Key Managerial Personnel are interested in the certain transactions entered into between our Company and themselves as well as between our Company and our Group Entities. There can be no assurance that our Promoters, Directors and KMPs will exercise their rights as shareholders to the benefit and best interest of our Company. For further details, please refer to the chapters titled “**Our Management**” and “**Our Promoters and Promoter Group**”, beginning on page 112 and 129 respectively and the “**Related Party Transactions**” on page 134.

**25) Some of the reports referred to in this Prospectus were commissioned by our Company.**

We have obtained certain market data, industry forecasts and data used throughout this Prospectus from reports, data, websites, Industry publications report as well as Government Publications. We have also commissioned the Report made by Nasscom.

Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Similarly, while we believe these industry data to be reliable, we have not independently verified this information and do not make any representation as to the accuracy of this information.

**26) Our insurance coverage may not adequately protect us against all losses. To the extent that we suffer loss or damage which is not covered by insurance or exceeds our insurance coverage, our results of operations and financial performance could be adversely affected.**

Our Company has obtained insurance coverage in respect of certain risks. While we believe that the insurance coverage we maintain would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. The Company has not taken any insurance for protecting us from future business losses and in the event of such losses occurring, the operations of our Company may be affected significantly. Furthermore, there can be no assurance that we will be able to maintain adequate insurance coverage in the future at acceptable costs. To the extent that we suffer loss or damage for which we do not obtain or maintain insurance or exceeds our insurance coverage, the loss would have to be borne by us and our results of operations and financial performance could be adversely affected. For more details regarding insurance taken by us, please refer section “**Business Overview**” on page 86.

**27) We require substantial capital for our business operations, and the failure to obtain additional financing in the form of debt or equity may affect our ability to grow and our future profitability.**

Our business is capital intensive, requiring substantial capital to do business. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, unforeseen delays or cost overruns, change in business plans due to prevailing economic conditions, unanticipated expenses, regulatory and engineering design changes. To the extent our planned expenditure requirements exceed our available resources; we will be required to seek additional debt or equity financing. Additional financing could increase our cost, in case of debt increase in interest cost and additional restrictive covenants and in case of equity dilution of our earnings per share. We cannot assure that in future, we will be able to raise additional financing on acceptable terms in a timely manner or at all. For more information, regarding financial assistance please refer chapter titled “**Financial Information of the Company**” beginning on page 136.

**28) The conditions and restrictions imposed by our financing agreements could adversely affect our ability to conduct our business and operations.**

Certain of our debt financing agreements contain restrictive covenants and/or events of default that limit our ability to undertake certain types of transactions. These agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities. These debt financing agreements also require us to maintain certain financial covenants.

We cannot assure you that we have complied with all such restrictive covenants in a timely manner, or at all, or that we will be able to comply with all such restrictive covenants in the future. Further, during

any period in which we are in default, we may be unable to raise, or may face difficulties raising further financing. In such eventuality, other third parties may have concerns over our financial position. Any of these circumstances could adversely affect our business, credit ratings, prospects, results of operations and financial condition. Additionally, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

**29) Our Company has made applications for registration of trademarks, which are under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.**

We have made an applications with 'The Registrar of Trade Marks, Trade Marks Registry for

Registration of our trademark  "on May 24, 2017, whose current status is "Objected"



and " Business Live E-Data Synchronise System " on June 16, 2017, whose current status is "Accepted & Advertised". The registration for the said trademarks in our name is important to retain our brand equity. If our applications for registration are not accepted or if the oppositions filed against our trademark applications, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending applications would be granted registration or if granted registration, will not be invalidated or circumvented. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

**30) Any dispute in relation to use of the leased premises or title of the owned premises would have a material effect on our business and results of operations.**

We do not own some of the branch and support offices from where we operate. The said offices are taken on rent by our Company For further details regarding details of our branch and support offices, please refer to the section titled "**Business Overview**" on page 86. If we are unable to renew the agreements under which we occupy or use the premises, on terms and conditions acceptable to us, or at all, we may suffer a disruption in our operations. In addition to the above, any failure to renew the said agreement could force us to procure new premises, including substantial time and cost of relocation. Any of the aforesaid could have a material effect on our business, results of operation and financial condition.

Further, certain of our lease agreements may have not been registered with local authorities or may not be duly registered as per applicable law. Consequently, we may not be able to enforce these leases in the event of default on behalf of the lessor. We may also be required to make additional stamp duty or similar payments for certain of our lease agreements that may currently be insufficiently stamped, which could have an adverse effect on our business, results of operations, cash flows and financial condition.

Moreover, we may be subject to restrictive provisions regarding our property under municipal zoning or other property-related laws and regulations, or under our lease agreements, or our properties may be subject to legal proceedings with regard to such restrictions on use involving local municipal corporations or regulatory authorities. Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. In addition to title uncertainties, there may be other irregularities, defects, noncompliance, or unsettled claims in relation to the properties that we lease from time to time, including issues that we may not be aware of.

Any such factors may affect the peaceful and uninterrupted possession and use of our properties or require us to incur significant additional compliance costs or rental expenses, or may curtail our future expansion, which may adversely affect our business, financial condition, results of operations and prospects.

**31) Our Group Company i.e. Semaphore Infotech Pvt Ltd has been struck off in past year.**

Our Promoter Group Company i.e. Semaphore Infotech Pvt Ltd with which our Promoters were associated as Directors and shareholders has struck off its name from the Registrar of Companies, Ahmedabad. Semaphore Infotech Pvt Ltd was not carrying on any business, not being in operation and not intending to carry on any business in the future and hence has struck off its name from the Registrar of Companies, Ahmedabad. Further, we cannot assure that any other company in which our promoters are directors and/or promoter will not struck off their names from respective Registrar of Companies. For more information, regarding our other group Companies refer section titled “**Our Promoters and Promoter Group**” beginning on page 129.

**32) Our ability to pay dividends in the future will depend on our results of operations and financial condition, capital requirements, contractual restrictions (including the terms of some of our financing arrangements that restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders.**

Although our Company has consistently paid dividends in last five financial years, our ability to pay dividends in the future will depend upon a number of factors, including our results of operations and financial condition, capital requirements, contractual restrictions (including the terms of some of our financing arrangements that restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders. There is no assurance that our Company will declare and pay, or have the ability to declare and pay, any dividends on Equity Shares at any point in the future.

**33) Our revenues are dependent upon our meeting specific customer requirements largely on a case-to-case basis. Any failure or limitation on our ability to provide customised software solutions may detrimentally affect our future growth.**

Our assignments for providing services largely involve us providing business and software solutions on a case to-case basis, depending upon the needs of each customer. Our inability to provide customised software solutions could lead to erosion of our market image and brand value, which could lead to customers discontinuing their work with us and stagnation of our customer base, which in turn could harm our business and profitability. Our future growth will depend on our continued evolution of specific sets of customised services to deal with the rapidly evolving and diverse needs of our customers in a cost competitive and effective manner. For further details for business of our Company, Kindly refer section titled “**Business Overview**” beginning on Page 86.

**34) Wage increases in India may reduce our profit margins.**

Our wage costs in India have historically been lower than wage costs in the developed countries for comparably skilled employees. However, wage increases in India may affect our profit margins. We may need to increase the levels of our employee compensation more rapidly than in the past to retain talent. Unless we are able to continue to increase the efficiency and productivity of our employees over the long term, wage increases may reduce our profit margins. Furthermore, increases in the proportion of employees with less experience, or sources of talent from other low cost locations could also negatively affect our profits.

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

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

**36) Our Head, branch and Support offices are located at various locations in India. Our results of operations could be materially and affected if such facilities are disrupted.**

Majority of our employees are based in Ahmedabad & Delhi in India. These offices are the one of the main locations from where we provide our services / products and solutions to our clients. Because of the concentration of our people and other resources at these facilities, our results of operations could be materially and adversely affected if one or more of those facilities are damaged as a result of a natural disaster, including an earthquake, flood, fire, or other event that disrupts our business or causes material damage to our property. Also, our operations in these centres may be interrupted due to discontinuation / non-renewal or cancellation of the existing rent agreements on these places. Although we have back-up facilities for some of our operations, It could be difficult for us to maintain or resume our operations quickly in the aftermath of such a disaster / event if occur at our site offices and location from where we operate our business. For further details for locations of our Company, Kindly refer section titled “**Business Overview**” beginning on Page 86.

**37) Our work with government clients exposes us to additional risks inherent in the government contracting environment.**

We are empanelled as IT Solution provider in government sector, therefore our clients include governmental entities. Our government work carries various risks inherent in the government contracting process, which may affect our operating profitability. These risks include, but are not limited to, the fact that the Government contracts are often subject to more extensive scrutiny and publicity than contracts with commercial clients, there may be delays in payment due to time taken to complete internal processes, political and economic factors such as pending elections, changes in leadership among key governmental decision makers, revisions to governmental tax policies and reduced tax revenues can affect the number and terms of new government contracts signed, terms and conditions of government contracts tend to be more onerous and are often more difficult to negotiate than those for commercial contracts.

**38) Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and the industries on which we focus.**

The IT services market is characterized by rapid technological changes, evolving industry standards and new product and service introductions that could result in product obsolescence and short product life cycles. Our future success will depend on our ability to anticipate these advances, enhance our existing offerings or develop new service offerings to meet client needs, in each case, in a timely manner. We may not be successful in anticipating or responding to these advances on a timely basis, or at all. If we do respond, the services or technologies we develop may not be successful in the marketplace. We may also be unsuccessful in stimulating customer demand for new and upgraded services, or seamlessly managing new service introductions or transitions.

Our failure to address the demands of the rapidly evolving IT environment, particularly with respect to emerging technologies, and technological obsolescence, could have a material adverse effect on our business, results of operations and financial condition. Additionally, during the regular course of operating our business, we may adjust our future plans as a result of our research, experience, technology evolution and market demand. Accepting unforeseen business opportunities may also result in a business model change. We cannot guarantee that any adjustment in our future plans will become successful or be more successful than our current business model. A shift in our plans may result in the use of other technologies. Other technologies may in the future prove to be more efficient and/or economical to us than our current technologies. We cannot guarantee that any change in technology will become successful or be more successful than our current technology.

**39) Changes in market trends and consumer preferences and increase in competitors that are largely beyond our control could adversely affect our business, financial condition, results of operations and prospects.**

IT business is very sensitive to change in the market trend and customer preferences. Any change in the latest trend or customer preference can render the old stock obsolete and increase in competition with for close competitors will reduce the demand. Also Factors such as change in trend and customer preference are generally beyond our control. Some or all of our products and services may become less attractive in light of changing consumer preferences or better options given by competitors, and we may be unable to adapt to such changes in a timely manner. Any change in consumer preferences that decreases demand could adversely affect our business, financial condition, results of operations and prospects.



**40) Our inability to manage our growth strategy could disrupt our business and reduce our profitability.**

The success of our business will depend greatly on our ability to implement our business strategies effectively. For details, see “**Business Overview**” on page 86. There can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of our targeted clients. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition and profitability.

**41) There may be further equity offerings in the Company which will dilute the shareholding of existing shareholder.**

The Company may require further infusion of funds to satisfy its capital needs and future growth plans, which the Company may not be able to procure. Any future equity offerings by the Company may lead to dilution of equity and may affect the market price of the Equity Shares.

**42) The Company may continue to be controlled by our promoter group following this Offer and our other shareholders may not be able to affect the outcome of shareholder voting.**

After the completion of the Offer, our promoter group will collectively hold approximately 62.45% of the outstanding Equity Shares. Consequently, our Promoter Group, if acting jointly, may exercise substantial control over us and *inter alia* may have the power to elect and remove a majority of our Directors and/or determine the outcome of proposals for corporate action requiring approval of our Board of Directors or shareholders, such as lending and investing policies, revenue budgets, capital expenditure, dividend policy and strategic acquisitions/joint ventures.

**43) The Offer price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer and the market price of our Equity Shares may decline below the Offer price and you may not be able to sell your Equity Shares at or above the Offer Price.**

The Offer Price of our Equity Shares has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled “Basis for Offer Price” beginning on page 76) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer 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;
- Successful and timely completion of the projects;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

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

**B. EXTERNAL RISK FACTORS BEYOND THE CONTROL OF THE COMPANY**

**Certain factors beyond the control of the Company could have a negative impact on the Company's performance, such as:**

**45) Changes in Government Policies and political situation in India could adversely affect our business operations.**

Since 1991, the Government of India has pursued policies of economic liberalization, including relaxing restrictions on the private sector. We cannot assure you that these liberalization policies will continue in future. Protest against liberalization could slowdown the pace of economic development. The rate of economic liberalization could change, specific laws and policies could change, and foreign investment, currency exchange rates and other matters affecting investing in our securities could change as well.

Any adverse change in Government policies relating to our Industry in general may have an impact on the profitability of the industry.

**46) Changes in regulations could adversely affect our business operations.**

Changes in regulatory environment relating to IT Industry will significantly impact the business of the Company.

**47) Changes in taxation policies could adversely affect our business operations & results of operations.**

Statutory taxes and other levies may affect our margin in the event of our inability to factor such expense in our trading margin. Any increase in taxes and/ or levies, or the imposition of new taxes and/ or levies in the future, may have a material adverse impact on our business, results of operations and financial condition.

**48) Terrorist attacks, civil unrests and other acts of violence or war in India and around the world could adversely affect the financial markets, result in a loss of business confidence and adversely affect our business, results of operations, financial condition and cash flows.**

Terrorist attacks, civil unrests and other acts of violence or war in India and around the world may adversely affect worldwide financial markets and result in a loss of business confidence and ultimately adversely affect our business, results of operations, financial condition and cash flows. India has, from time to time, experienced instances of civil unrest and political tensions and hostilities in some parts of the country and among neighbouring countries. Such political and social tensions could create a perception that investment in Indian companies involves higher degrees of risk which could have a possible adverse effect on the Indian economy, future financial performance and the trading prices of our Equity Shares.

**49) We will be subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.**

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our future borrowings increase significantly, our cost of servicing such debt will increase. This may adversely impact our results of operations, planned capital expenditures and cash flows.

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

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

**51) A slowdown in economic growth in India could cause our businesses to suffer.**

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, increases in commodity prices, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of transition. It is difficult to gauge the impact of

these fundamental economic changes on our business. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business.

**52) 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.

**C. PROMINENT NOTES**

1. Initial Public Offer of 33,24,000 equity shares of face value of ₹10 each (“equity shares”) of Silver Touch Technologies Ltd (“company”) for cash at a price of ₹121 per equity share (including a share premium of ₹111 per equity share) (“Offer price”) aggregating to ₹4022.04 lacs (“Offer”). The Offer will constitute 26.39% of the fully diluted post-Offer paid-up equity share capital of our company.
2. Silver Touch Technologies Limited was originally incorporated as “Silver Touch Computers Private Limited” on February 2, 1995 under the Companies Act 1956 with a Certificate of Incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the “Silver Touch Computers Limited” was granted by ROC on February 5, 2004. Name of the Company was further changed to its present name Silver Touch Technologies Limited and fresh certificate of incorporation was issued by ROC on October 13, 2004. Company Incorporation Number (CIN) of the Company is U72200GJ1995PLC024465. For details of the change in the registered office, please refer section “**History and Certain Corporate Matters**” on page 105.
3. This Offer is being made for at least 25% of the post- Offer paid-up Equity Share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Offer 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, since our is a fixed price Offer ‘the allocation’ in the net Offer 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.
4. In the event of over-subscription, allotment shall be made as set out in paragraph titled “**Basis of Allotment**” beginning on page 263 and shall be made in consultation with the Designated Stock Exchange i.e. NSE. The Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
5. Net worth of the Company as on June 30, 2017 is Rs. 4033.06 lacs on a standalone basis and Rs. 4028.17 lacs on a consolidated basis. The book value (after bonus and private placement) of the Equity Shares of the Company as on June 30, 2017 is Rs. 32.02 per Equity Share on a standalone basis and Rs. 31.98 per Equity Share on a consolidated basis.
6. Except as stated in the section “Capital Structure” on page no.56, the Company has not issued any Equity Shares for consideration otherwise than for cash.
7. Investors are advised to refer the paragraph on “Basis for Offer Price” on page no. 76 before making an investment in the Offer.
8. Investors are free to contact the LM or Registrar to the Offer or Compliance Officer for any clarification or information or complaints pertaining to the Offer.
9. Investors may note that allotment and trading in shares of the Company shall be done only in dematerialized form.
10. All information shall be made available by the LM and the Company 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.
11. The average cost of acquisition of Equity Shares held by our promoters is given below:

Sr. No.	Name of Promoter	Avg. Cost of Acquisition (Rs.)
1	Mr. Vipul H. Thakkar	3.25

2	Mr. Jignesh A. Patel	3.30
3	Mr. Minesh V. Doshi	4.35
4	Mr. Palak V. Shah	4.05

12. There has been no financing arrangement whereby the promoter group, the directors of the Company and their relatives have financed the purchase by any other person of securities of the Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing Prospectus with stock exchange.
13. For information regarding the business or other interests of our Group Companies in our Company see "**Our Promoters and Promoter Group**" and "**Related Party Transactions**" on pages 129 and 134, respectively.
14. For details of transactions between our Company and our Group Companies during the three months ended June 30, 2017 and the last financial year, including the nature and cumulative value of the transaction, see "**Related Party Transactions**" on page 134.

## SECTION III – INTRODUCTION

### SUMMARY OF INDUSTRY

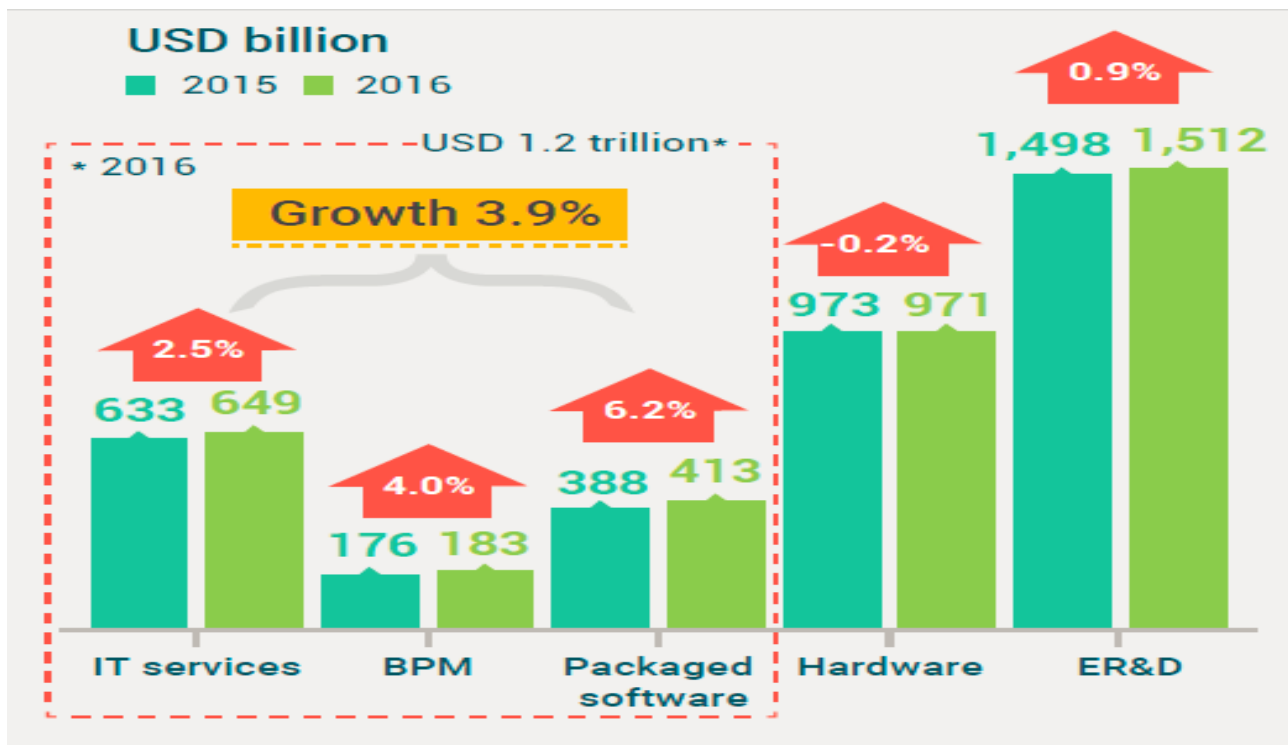
#### The Global IT-BPM Industry

Worldwide, 2016 has been a year of continued technology disruptions (IoT, cloud, AI, etc.) and political upheavals led by the UK voting to leave the EU (Brexit) and the US Presidential elections. The year also saw a decline in GDP of key markets (USA, UK and Japan). While the implications of the political changes are yet to be fully felt, technology implications are visible everywhere. Driverless cars are now a reality, driverless trucks are being beta-tested in a few cities around the world; artificial intelligence has enabled intelligent personal assistants and robotics has found its way into household chores, hospitality industry, media, and medical fields.

2016 was also the year when global technology industry saw fairly modest rise in growth, about 4%, after a couple of years of flat growth. Global IT-BPM market stood at USD 1.2 trillion in 2016 (excl. hardware). And the ongoing need for firms to adapt to the age of the customer is pushing CIOs to invest in the business technology agenda for winning, serving and retaining customers.

Global sourcing market growth continues to outperform IT-BPM spend growth; in 2016, global sourcing grew 1.7X to reach USD 173-178 billion. India continued as the world's No.1 sourcing destination with a share of 55 per cent. New delivery centers set up worldwide in 2016 grew ~32% to 258 centers with 15% being set up in India and over 53% in Europe and Latin America a testament of the growing nearshore model.

IT-BPM sector wise spend (USD Billion)  
Software & Services: ~4% Growth over 2015



NASSCOM notes that Global sourcing market growth continues to outperform IT-BPM spend growth; in 2016, global sourcing grew 1.7X to reach USD 173-178 billion.

#### The Indian IT-BPM Industry

##### Overview

India's IT-BPM industry is feeling the impact of the global slowdown and global political uncertainties as clients go slow on their decision-making and investment processes. The industry is projected to grow nearly

8% in FY2017 – from USD 143 billion in FY2016 to USD 154 billion (excl. eCommerce), an addition of over USD 11 billion.

Share in total service exports is estimated at >49% and the industry's contribution relative to India's GDP is >7.7%. Overall, the industry is estimated to employ nearly 3.9 million people, an addition of ~170,000 people over FY2016.

IT services segment has a 52% share, followed by BPM and ER&D and packaged software (19% each) and hardware (9%). eCommerce market is estimated at USD 33 billion, a 19% growth over FY2016.

The industry comprises 16,000+ firms that offer the complete range of services. With a presence of over 4,750 start-ups –India is the 3rd largest start-up ecosystem in the world.

## SUMMARY OF BUSINESS

Silver Touch Technologies Limited was founded in February 1995 with a view to deliver our clients with the Information Technology Solutions in the fields of system integration and software Services. Silver Touch Technologies Limited has now grown with its global clientele, and now it is into multiple areas like System integration and Software Development. The Company is providing all end-to-end Information and Communication Technology (ICT) solution to its clients under a single umbrella. Initially, the primary functional areas were restricted to computer sales and maintenance. Building through a long path of more than two decades, presently Silver Touch is offering a variety of services in the field of Information Technology solutions to its clients. The Company has carried out several domestic and international Joint Ventures which have enabled the Company to expand its geographical reach and create diverse clientele. For more details about Joint Ventures/Associates, please refer to page 109. Company has executed various projects in India and other countries including USA, UK, France, Australia, Middle East and Germany.

We strive to constantly improve our software skills, adopting new and improved technologies on a regular basis to keep up with the constantly evolving world of technology. We believe that by integrating our skills with our clients' needs we can achieve the right results.

### GROWTH STORY AND MILESTONES

The growth story and major milestones achieved by our company since inception, which tells the success story of our company are as under:

Year	Description
1995	Start of the System Integration Division
2004	Conversion from a Private Limited Company to a Public Limited Company
2007	Establishment of a wholly owned subsidiary in the UK
2009	Company's "Sales and Operational Income" crosses 50 Crores mark.
2012	Establishment of a wholly owned subsidiary in the USA
2013	Company obtains CMMI Maturity Level 5 Certification
2014	Company's "Sales and Operational Income" crosses 100 Crores

### QUALITY CERTIFICATIONS

1. ISO 9001:2008
2. ISO/IEC 27001 : 2013
3. CMMI Maturity Level 5
4. ISO 20000: 2011

For more details about quality certifications, please refer "Government and Other Approvals" on page 225.

### AWARDS/RECOGNITION/ACHIEVEMENTS

Some of the awards/recognitions provided to the Company are as under:

#### 2016

- **Leadership Award 2016 for Most Promising IT Company in India of the year 2016** by The Associated Chambers of Commerce and Industry of India (ASSOCHAM).
- **ITPV 9 Regional Editions Partner Leadership Award 2016 for Best Managed IT services Company** by Techplus Media Pvt. Ltd.

#### 2013

- **FY 13 Strategic Deal Partner Excellence Award** by ORACLE.

#### 2012

- GESIA 5<sup>th</sup> Annual Awards for Excellence for **Best Computer Hardware/System Integrator -Gujarat** given by Gujarat Electronics & Software Industries Association (GESIA).
- Award for Best Implementation Partner Award – West by SAP Forum.
- **CRN Xcellence Awards 2012** for India's Best **Enterprise VAR** by UBM.

## 2011

- **FITAG CONVENTION & LEADERSHIP AWARDS 2011** for **Best System Integrator** by Federation of Information Technology of Gujarat (FITAG).
- Award for **Excellent Contribution towards Cyberoam Growth in Gujarat Region** by **Cyberoam Technologies Private Limited** for the year 2010-11.

## 2010

- Award for **Best Mid-Market Partner- Western Region 2009-10** by IBM.

## 2009

- Award for Best Information Infrastructure Partner, Ahmedabad given by THE DQ WEEK in the year 2009.

## SERVICES WE OFFER

In the modern world, every organization is moving towards digitization which is necessary to stay in the competition and this is what we provide to these companies. Our company is managed by experienced IT, marketing and administrative professionals.

Our Company provides a wide range of services relating to IT requirements of our clients. Some of the services offered by us are as under:

### eGovernance Solutions

Our software solutions meet requirements of government's projects also. We offer citizen-centric solutions to the governments by combining emerging technologies; we aim to help the government to enhance transparency and responsiveness. We have one and a half decades of experience in serving the Indian Government and supplying successful project completions.

**How We Meet Government Needs:** We keep dedicated government solutions team to focus on the unique nature of challenges confronting governments. Having experience across a number of complex governance projects, our specialists are able to conceptualize, develop and deliver solutions that allow government to meet their stakeholders' interests.

### Our eGovernance Services Includes:

- **Web Portal Development:** Silver Touch puts thought on the balance among technical aspects and the artistic aspects of the Project & Requirements. We design for our clients by keeping its target audience and essence behind the project. We have a team to make web site more attractive as well as content rich. We are qualified for Government Website Designing and Development Standards and Compliance. We have STQC Capability Approval Certification and we are bound to follow GIGW, WCAG and W3C Standards for the projects we do. However, said certificate has expired on December 11, 2016 and we have applied for its renewal which is still pending.
- **Document Management & Archival Solution:** The right combination of functionality and reporting tools that helps the client's Human Resource Department to manage documents and to provide archival solutions. At Silver Touch, we provide the client with such tools.
- **NICSI Roll Out:** Silver Touch Technologies Limited is empanelled with NICSI for Software Development and Manpower Procurement. We rollout through a subject expert at the clients office. We have rolled out various NICSI software/websites for multiple ministries.
- **Implementation:** Silver Touch Technologies Ltd. having empanelment with various State Governments and Organizations for carried out IT Projects in India.

## Software Services



Software Application Development is all about providing a customized solution for the client's critical loop holes. It is a crucial service that can be only handed over to a reliable partner who can ensure that the applications are developed and updated according to clients' demands and current standards. At the same time, the company can stay away from hassles like operational expenditures, training and development, retaining employees, etc. We deliver custom software applications covering all phases right from implementation to post-production support and continually upgrade and modify them according to the current standards.

#### **Our Software Services Include:**

- **Application Development:** Silver Touch Technologies helps enterprises meet the challenges by building sophisticated applications that performs all the client's tasks with precision. With our experience of working for various industries, and a team of experts, we deliver ideal solutions designed to suit the client's business requirements. We specialize in application development services that span over the full software development life cycle. We deliver customized solutions thus offering better value to the client's business.
- **Application Support and Maintenance:** Catering to the critical needs of customers who have got their applications running on the servers is in itself a crucial responsibility undertaken by Silver Touch. We help our customers with continuous improvement of processes based on customer feedback and performance monitoring. Our support staff do root cause analysis of each issue and resolving them within stipulated time. We have established levels of helpdesk support based on the level of gravity of issue and integrated trouble ticketing system.
- **Application Migration and Modernization:** The Application migration, modernization and re-engineering team at Silver Touch helps the client to modernize and migrate the client's old systems to newer, faster and more efficiently working application with limited risks. We have a track record of successfully modernizing large mission-critical and legacy system projects for our clientele.
- **Product Development / Re – Engineering:** We offer fresh new product development as well as outsource product development services in a way that meet all the client's requirements. With product development becoming synonymous with software development companies today, there is cut-throat competition in the market to stay up to client's expectations. Our team of Software Product Professionals works to set-up an ideal and feature-rich development product for the client.
- **Quality Assurance and Testing:** We are committed to creating value for our customers through our information technology services and products. We try to deliver best products, software solutions and services, on time with quality, and as per customer expectations.
- **Consulting Services:** We provide IT consulting services in various areas such as IT Project Management, IT Transformation, Digital Transformation etc.
- **Staff Augmentation:** Silver Touch provides staff augmentation services to its clients who require additional manpower and skill sets for their IT projects

#### **System Integration**

We are providing a wide range of System Integration services that involves total IT solutions including hardware, network and software implementations. Usually in a typical enterprising environment, the IT requirements essentially consist of hardware and software both. We have an experience in understanding our customer's requirements and giving cost effective solutions that involves both the components with required modules.

#### **Our System Integration Services Includes:**

- **Computers and Peripherals:** We also provide hardware such as PCs, Laptops, Networking Equipments, Printers and other Peripherals as part of the solution in the System Integration Projects which we execute for our clients.
- **Servers and Storage Solutions:** We provide server and storage solution using relevant technology. We design & deploy any class of servers & storage infrastructure for our clients.

- **Cloud Solution (IAAS, PAAS):** The concept of cloud computing has been touted for some time now as the "next big thing" in information technology (IT). We provide Cloud Solution to our clients.
- **Business Continuity Solution (DR/Backup):** The Business Continuity Solution is a service that supports the business continuity of our customers by providing measures for ensuring that the designated essential operations of a business are not interrupted during a disaster and for resuming essential functions within a target recovery time frame in the event that business activities are interrupted to protect a company from losing customers to competing companies, losing market share, and degradation of the company's image that accompany an interruption in operations.
- **IT Security & Surveillance:** Silver Touch helps the client protect vital information assets. Our services are designed to address the entire lifecycle of the information security from design and deployment, to management and continuous audits. Our security management services will keep the client's network available 24x7 resulting in lowered security operations costs, better performance and good service levels.
- **Managed IT Solutions (AMC & FMS):** Silver Touch is providing cost effective management of technology infrastructure and AMC services.
- **Virtualization and Mobility Solutions:** Virtualization and workplace mobility ends the days of typing at a desk, scheduling meetings, and operating with limited resources. Businesses that leverage these emerging technologies have a greater competitive advantage. It plays a critical role in the improvement of employee productivity, sales-timing, data collection, data validation and sales personnel. Enterprise Mobility Solutions gets the client connected with the business office system without being physically present in office. Enterprises are now in motion from mobilizing the functionality on a need basis to strategically assessing the need to mobilize enterprise applications.
- **IOT solutions:** The Internet of things (IoT) is the future of technology. It is the modern way of inter-networking of physical devices, connected devices, smart devices, buildings, and other items embedded with electronics, software, sensors, actuators, and network connectivity which enable these objects to collect and exchange data.

### **SAP Solutions (S4 Hana/R3/B1)**

SAP is multinational software corporation that provides ERP (Enterprise Resource Planning) software that. The software works on suite of modular application that collects and integrates data from different departments to undertake smooth work processing.

SAP offers a range of software solutions, which fulfill different needs of businesses with different requirements. Major of these software are,

**SAP Business One:** SAP Business One is a user-friendly and easy-to-implement business solution, specifically built to cater to the growing requirements of small & medium sized enterprises.

**SAP S4 HANA:** SAP HANA is a platform assisting businesses in analyzing complex and large volumes of data in real-time. It has been designed to simplify business and give intelligence to business data and processes.

**SAP R3:** It is real time data processing software that helps to coordinate all the resources, information, and activities needed to complete business processes such as order fulfillment, billing, human resource management, and production planning.

### **How SAP Meets The client's Challenges**

SAP provides an intelligent automation to the client's industrial operations that saves a lot of time, resources, strategies and probable human errors in the system. It also saves a lot of the client's manpower that can be focused in other constructive engagement for the client's business growth. Its real time analytics and data assessment helps the client in quick decision making, scaling business growth, evaluating performances and in many other ways.

### **Our SAP Services Includes:**

- **Implementation & Customization:** Silver Touch Team offers the implementation and customization services for SAP solutions. We understand the unique needs of growing businesses and customize SAP to meet industry specific processes. Our employees will dive deeper into the nature of the client's business and develop a groundbreaking custom SAP solution for the client.
- **Training:** Silver Touch provides training for SAP to ensure detailed exposure to the application and procedures and for removal of clients' apprehensions/queries. We give screening of the complete workflow of the system to the admin and the users. Our employees will expose the client to all the feature and functions of SAP and the client's capabilities with which the client can make the client's business processing smooth.
- **Support:** Silver Touch provides both on-site and off-site support services of SAP through its dedicated team.
- **Add-Ons:** Silver Touch has developed add-ons like HRMS, Payroll, Manufacturing and QC. We also provide industry specific add-on development services. Our add-on services include development, upgrade and support.

## Social Media Marketing

Digital marketing is about gaining more visibility and differentiating the client's presence from that of the client's competitors. We believe Digital Marketing requires a deep understanding of the platform and the business to devise the right methods to grow.

**How Social Media Meets The client's Marketing Needs:** Our social media experts create posts and trends about the client's organizations deliver buzz for enterprises. As we are living in the era of technology and social media is a very crucial part to reach out the client's users who are just some clicks away from the client. To ensure maximum reach of the client's business today, Silver Touch Technologies uses this Social Media Marketing strategies targeting the client's customers and make the client's identity a brand.

### Our SMM Services Includes:

- **Social Media Strategy Development:** Silver Touch set the client's social media goals, and always tries to align them with their business goal. Our development process also helps the client in setting up the client's social media goals and achieving them with success.
- **Social Media Optimization:** Also known as SMO, it ensures the client's enterprise to reach the consumer's through Social Media. With effective social media presence, the client would be able to get higher consumer engagement.
- **Social Content Creation:** Silver Touch create content for client that is based on their requirements and nature of their business. Our team of writers creates all sorts of social media content.
- **Influencer Engagement with Content:** We supply influential content that creates better user engagement for the client users. A website needs to have versatile mediums of content such as text, videos, press releases and much more and most importantly engaging and original content. We combine Content Strategy with Focused Page approach which brings unprecedented results.

## Enterprise Mobile Applications

We bring the convenience of mobiles to the client's business that works on fingertips anytime and anywhere. Our team of mobile application developers is capable of delivering quality customized solutions across multiple mobile platforms and meeting the clients' needs on time, within the given budget.

**How Mobile Apps Meet The client's Enterprise Needs:** Mobile applications provide the client convenience to manage the client's business anywhere, anytime right on the client's phone. It helps the client's enterprise in process automation, which induces efficiency and engagement within the organization. We keep the client's businesses in pace with evolving mobile technology to offer infrastructure support as required in the best possible way.

### Our Mobile Application Services include:

- **Native Application Development:** Our technology team can develop the Native Apps for various platforms such as iOS, Android, BlackBerry, Windows Phone etc. As it is high time to have enhanced application for the client's enterprise and to be compatible with mobile devices, Smartphone, PDAs, Tablets and other portable gadgets, Silver Touch offers the client a solution.
- **Application Development for Android:** Silver Touch offers Android Application development services with its team of developers. At Silver Touch development center we ensure to provide a unique experience to the clients with regards to development processes that cover UI Designing, UX thought over process, Application flow diagrams, detailed application analysis, impeccable application development, test plans and successful deployments to stores.
- **Application Development for iOS:** After iPhone made its official Apple App Store a major hit, the iPhone app development industry flourished steadily, along with consistent contribution of iPhone apps developers. This leads to an increasing number of demands for customized apps. Customized applications are a gateway to make the client's work-flow smoother and quicker. We offer custom-made apps for iPhone users. Silver Touch aims to design and create apps that match the client's every expectation. Our developers are experienced in using the Software Development Kit (SDK) platform to develop the most fitting iPhone app for the client.
- **Application Development for Windows:** Windows is the next big happening on the Technology forefront after Apple iOS and Android especially if the client plan to harness a seamless user interface for Smartphone, Tablet PC and desktops. Silver Touch is Microsoft Gold Partner and has the requisite skill set and manpower for developing the client's next Windows application.
- **Mobile App Testing on 2000+ Devices:** We are having an infrastructure to develop and deliver most efficient and suitable application to the client to achieve this aim of the client's application.

### **Competitive Strengths of the company**

We believe following competitive strengths of the Company will give an edge to the company in comparison to its competitors:

- Long experience of the promoters in the industry;
- End-to-end ICT solution under a single umbrella
- We follow the Quality standards (CMMI Maturity Level 5 Certification) which are followed by leading IT companies.
- Provide flexibility & transparency to work as an extension IT arm of the customer.
- Track Record of successful execution of projects.
- Experience across various Industry Vertical.
- Experienced team.

### **Key challenges**

Major challenges to the Company are:

- Technology Dependency
- Integration with various Technology
- Manpower Retention
- Competition

### **Plant, Machinery, technology and Process**

As the Company is in business of providing IT solutions to its clients, it doesn't have or need any major plant and machinery. In addition, the clause relating to technology and process is also not applicable due to nature of the business of the Company.

### **Collaborations**

As on the date of Prospectus, the Company doesn't have any collaboration with anyone.

### **Infrastructure Facilities**

**Power:** The Company does not require much power except for the normal requirement of the offices of the Company for running systems which is procured from local State Electricity Boards of respective state where our offices are situated.

**Water:** Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises.

### **Manpower**

Our industry requires an appropriate mix of skilled, semi-skilled and unskilled employees which is readily available. Most of our requirement is that of skilled and semi skilled employees. Our Company also engages contract labour as and when required. The Company has maintained good relationship with the employees. There is no major issue, so far as availability of employees around the area where our offices are situated is concerned. As on July 31, 2017, Our Company has 1042 employees on the payroll of the Company. In addition, there were 192 contract labours for the month July, 2017.

### **Export Obligation**

As on the date of Prospectus, the Company doesn't have any export obligation.

### **Competition**

With growing number of players, the IT sector is becoming increasingly market driven. There seem to be a high intensity of competition among different players of this industry. We face competition from other domestic and international companies providing IT services but we believe that we compete on the basis of service quality, accuracy and reliability which will place us in a different league altogether.

### **Business Strategy**

The Management of our company is planning to expand its business in order to capture the markets of different cities in india. Our vision is to grow both vertically as well as horizontally and become the one of the preferred IT Solution Provider. The key elements of our business strategies are as follows:

#### **Focus on a targeted client portfolio**

We intend to build long-term sustainable business relationships with our clients to generate greater revenues. As part of the strategy, we plan to have an optimal client portfolio to better focus and serve our clients across the geographies and industries in which we do business. Our ability to establish and strengthen client relationships and expand the scope of services we offer to clients will help us grow our revenues and profits.

#### **Focus on emerging technologies**

We regularly track new technologies, industry segments and market trends in the IT solutions market and believe that digitalization will increasingly become systematically critical in the future. We plan to further enhance our digital platforms, build industry and technology frameworks, the 'internet of things', business process digitalization and end-to-end digital transformational delivery capabilities. With respect to business process digitalization, we plan to further develop automation tools providing greater value-added propositions to our clients to bring about business processing efficiency for them.

#### **Participating in Larger Projects**

We are targeting clients who have the potential to offer opportunities with large total contract values. We intend to originate large engagements by either identifying opportunities with our existing clients or by targeting new clients whose existing engagements with IT vendors will be up for renewal.

#### **Focus on greater internal operational efficiency**

We plan to develop and invest in frameworks, accelerators, in-house proprietary solutions and customized software processes to drive efficiencies internally. We also plan to increase our profitability by streamlining our cost structure with a focus on high employee utilization and optimizing resource mix.

#### **Increase penetration in domestic as well as International market**

We plan to increase penetration in domestic & international market. This involve *inter alia* increasing direct presence in global market; creating business alliances with local players in various countries; creating strategic alliances with various System integrators in India.

In addition, we believe that Continuous Customer Consulting, Interaction & continuous Training and knowledge up gradation of the team will help us in growing our business.

**Financial Summary (On standalone basis) of the Company is as under:**

(Rupees in lacs)

Particulars	For the Period Ended on 30th June, 2017	2016-17	2015-16	2014-15	2013-14	2012-13
Sale of products	3247.67	5937.18	8263.99	8204.17	4962.69	4429.77
Sale of services	1714.76	6834.29	6465.14	3768.41	6379.68	3842.94
Other operating revenues	1.96	3.44	3.03	12.89	28.37	33.22
<b>Total Sales</b>	<b>4964.39</b>	<b>12774.91</b>	<b>14732.15</b>	<b>11985.47</b>	<b>11370.74</b>	<b>8305.94</b>
<b>Less:</b>						
Service Tax	241.30	914.18	907.73	518.96	564.96	295.90
Revenue from operations	4723.09	11860.72	13824.42	11466.51	10805.78	8010.04
Other income	53.97	126.63	80.61	118.66	63.80	76.24
<b>Total Revenue</b>	<b>4777.06</b>	<b>11987.35</b>	<b>13905.03</b>	<b>11585.17</b>	<b>10869.57</b>	<b>8086.28</b>
Profit before tax	314.57	612.30	450.56	343.75	893.41	683.00
Tax expense	84.49	191.41	150.45	132.43	290.42	221.60
<b>Profit/(Loss) for the period</b>	<b>230.09</b>	<b>420.89</b>	<b>300.10</b>	<b>211.32</b>	<b>602.99</b>	<b>461.40</b>

Sale of products includes IT equipments and Software Licenses.

Sale of Services includes Software Development, Software Export, AMC Maintenance and IT Infrastructure related services.

### Segment Reporting

As per the Company's management, the company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Company's business activities outside India are spread mainly in United Kingdom, USA, Australia, France & The Netherlands. Hence, there are two reportable segment of company viz., Domestic & Exports.

(Rupees in lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>REVENUE</b>						
India	4567.37	11078.00	12666.79	10007.86	9393.40	6336.65
Outside India	155.72	782.73	1157.63	1475.91	1412.38	1673.39
<b>Total</b>	<b>4723.09</b>	<b>11860.72</b>	<b>13824.42</b>	<b>11483.77</b>	<b>10805.78</b>	<b>8010.04</b>
<b>RESULT</b>						
India	432.27	902.13	826.03	488.75	905.02	260.96
Outside India	13.27	100.23	-81.24	37.37	163.75	651.64
<b>Total</b>	<b>445.54</b>	<b>1002.36</b>	<b>744.79</b>	<b>526.11</b>	<b>1068.77</b>	<b>912.60</b>
<b>SEGMENT ASSETS</b>						
India	8999.53	5836.16	9024.75	6890.28	5917.41	4082.59
Outside India	1013.52	1015.82	955.20	1141.79	1070.07	907.49
<b>Total</b>	<b>10013.05</b>	<b>6851.98</b>	<b>9979.95</b>	<b>8032.07</b>	<b>6987.47</b>	<b>4990.08</b>
<b>SEGMENT LIABILITIES</b>						
India	9337.81	7114.36	9371.95	7032.06	5944.16	4127.25
Outside India	1013.52	111.64	955.20	1141.79	1070.07	907.49

<b>Total</b>	<b>10351.33</b>	<b>7226.00</b>	<b>10327.15</b>	<b>8173.84</b>	<b>7014.23</b>	<b>5034.74</b>
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Extracted from the restated financial statements (On standalone basis) of the Company.

### **Dependency on Government Business**

We are heavily dependent upon government & PSU clients for our business and it contributes major part of our revenue from operations. During the financial year 2016-17, sales from government & PSU clients was for Rs.6250.65 lacs which amounts to almost 53% of the total revenue from operations. Even sale during the FY 2016-17 to top one client, which is a PSU client, amount to almost 25% of the total revenue from operations. Our work with government & PSU clients exposes us to additional risks inherent in the government contracting environment.

We are empanelled as IT Solution provider in government sector, therefore our clients include governmental entities. Government work carries various risks inherent in the government contracting process, which may affect our operating profitability. For more details about the risk, please refer risk factor on page 10.

We work with central government, state governments, Government of India Enterprise and PSU. Over the years we have gained experience of working with government and are well aware of government policies.

## SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our restated standalone financial statements as of and for the years ended March 31, 2013, March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and three months ended June 30, 2017 and restated consolidated financial statements as of and for the years ended March 31, 2013, March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and three months ended June 30, 2017.

The summary financial information presented below should be read in conjunction with our restated standalone and consolidated financial statements, the notes thereto and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 215.

### Restated Standalone Statement of Assets and Liabilities

Amount (In ₹ Lacs)

Sr. No.	Particulars	An nx. No.	For the Period Ended on 30th June, 2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>							
<b>1</b>	<b>Shareholders' funds</b>							
(a)	Share capital	A	1,119.00	559.50	559.50	559.50	559.50	559.50
(b)	Reserves and surplus	B	3,300.36	3,629.77	3,242.55	2,976.12	2,828.74	2,265.76
<b>2</b>	<b>Non-current liabilities</b>							
(a)	Long-term borrowings	C	432.43	306.46	475.23	717.83	130.26	132.69
(b)	Deferred tax liabilities (Net)	D	69.39	80.90	81.76	121.81	182.41	107.99
(c)	Other Long term liabilities	E	45.86	53.08	59.65	289.81	330.63	232.57
<b>3</b>	<b>Current liabilities</b>							
(a)	Short-term borrowings	F	1,461.71	1,183.74	1,696.14	1,205.51	1,114.72	372.70
(b)	Trade payables	G	2,875.81	534.29	3,061.00	1,039.68	1,256.31	886.19
(c)	Other current liabilities	H	934.56	783.79	1,037.74	1,224.57	671.01	493.39
(d)	Short-term provisions	I	458.59	356.63	385.34	299.31	606.73	399.27
	<b>TOTAL</b>		<b>10,697.72</b>	<b>7,488.17</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>
<b>II.</b>	<b>ASSETS</b>							
<b>1</b>	<b>Non-current assets</b>							



(a)	Fixed assets	J						
	(i) Tangible assets		1,652.37	1,654.56	1,623.09	1,517.27	1,983.43	1,418.99
	(ii) Intangible assets		17.43	16.26	17.20	26.60	31.90	32.70
(b)	Non-current investments	K	32.54	13.06	1.56	1.56	0.86	0.86
(c)	Long-term loans and advances	L	269.32	296.16	251.45	260.41	194.82	261.65
(d)	Other non-current assets	M	271.35	310.23	465.73	619.93	-	-
<b>2</b>	<b>Current assets</b>							
(a)	Inventories	N	130.34	165.10	558.57	545.00	268.27	345.89
(b)	Trade receivables	O	6,566.29	3,403.30	6,039.54	3,673.50	3,362.45	1,978.42
(c)	Cash and Bank Balance	P	601.52	562.12	514.37	678.34	551.36	482.42
(d)	Short-term loans and advances	Q	1,156.56	1,067.38	1,127.39	1,111.52	1,287.22	929.13
	<b>TOTAL</b>		<b>10,697.72</b>	<b>7,488.17</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>

**Restated Standalone Statement of Profit and Loss**

Amount (In ₹ Lacs)

Sr. No.	Particulars	An nx. No .	For the Period Ended on 30th June, 2017	2016-17	2015-16	2014-15	2013-14	2012-13
<b>I.</b>	<b>Revenue from operations</b>	R						
	Sales & Operational Revenue		4,964.39	12,774.91	14,732.15	11,985.47	11,370.74	8,305.94
	Less:							
	Service Tax		241.30	914.18	907.73	518.96	564.96	295.90
			4,723.09	11,860.72	13,824.42	11,466.51	10,805.78	8,010.04
<b>II.</b>	Other income	S	53.97	126.63	80.61	118.66	63.80	76.24
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>4,777.06</b>	<b>11,987.35</b>	<b>13,905.03</b>	<b>11,585.17</b>	<b>10,869.57</b>	<b>8,086.28</b>
<b>IV.</b>	<b>Expenses:</b>							
	Purchases of Stock-in-Trade	T	2,762.73	4,433.65	7,206.58	6,813.07	4,906.44	4,441.83
	Changes in inventories of Stock-in-Trade	U	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
	Employee benefits expense	V	701.49	4,375.19	4,382.64	2,640.85	2,321.22	1,885.69
	Finance costs	W	66.13	313.82	313.47	275.80	142.22	81.30
	Depreciation and amortization expense		103.88	437.66	548.07	687.62	284.80	196.46
	Operations & Other Expenses	X	793.48	1,421.25	1,017.28	1,100.81	2,243.87	979.23
	<b>Total expenses</b>		<b>4,462.48</b>	<b>11,375.05</b>	<b>13,454.47</b>	<b>11,241.41</b>	<b>9,976.16</b>	<b>7,403.27</b>
<b>V.</b>	<b>Profit before tax (III- IV)</b>		<b>314.57</b>	<b>612.30</b>	<b>450.56</b>	<b>343.75</b>	<b>893.41</b>	<b>683.00</b>
<b>VI.</b>	<b>Tax expense:</b>							
	(1) Current tax		96.00	181.00	190.00	174.00	216.00	191.00
	(2) Deferred tax		(11.51)	(0.86)	(40.05)	(45.61)	74.42	30.60
	(3) Prior Period Tax Adjustment		-	11.27	0.50	4.04	-	-
			<b>84.49</b>	<b>191.41</b>	<b>150.45</b>	<b>132.43</b>	<b>290.42</b>	<b>221.60</b>
<b>VII.</b>	<b>Profit/(Loss) for the period</b>		<b>230.09</b>	<b>420.89</b>	<b>300.10</b>	<b>211.32</b>	<b>602.99</b>	<b>461.40</b>
<b>VIII.</b>	Earnings per equity share (Face Value ₹ 10 per share)							

	(1) Basic		2.06	3.76	2.68	1.89	5.39	4.12
	(2) Diluted		2.06	3.76	2.68	1.89	5.39	4.12
	<b>Significant Accounting Policies</b>	<b>VI</b>						

**Restated Standalone Statement of Cash Flow**

Amount (In ₹ Lacs)

PARTICULARS	For the Period Ended on 30th June 2017	2016-17	2015-16	2014-15	2013-14	2012-13
<b>A. Cash inflow/(outflow) from the operating activities</b>						
<b>Net profit before Tax and Prior Period Adjustments</b>						
	314.57	612.30	450.56	343.75	893.41	683.00
<b>Adjustments for:</b>						
Depreciation	65.00	282.15	392.56	687.62	284.80	196.46
Interest paid	46.51	214.05	223.33	196.66	102.19	57.23
Interest Income	(15.34)	(63.78)	(62.65)	(49.08)	(28.06)	(26.85)
Provision of Gratuity payable	3.71	(20.01)	23.51	42.52	26.38	23.44
(Profit)/Loss on sale of Assets	-	-	-	(60.38)	-	0.84
Provision for CSR Donation	2.25	0.30	11.00	-	-	-
<b>Operating Profit before working capital changes</b>	<b>416.70</b>	<b>1,025.03</b>	<b>1,038.31</b>	<b>1,161.09</b>	<b>1,278.72</b>	<b>934.12</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>						
Inventories	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
Receivables	(3,162.99)	2,636.24	(2,366.04)	(311.05)	(1,384.03)	248.98
Direct Tax paid	(48.74)	(218.24)	(344.88)	(253.05)	(267.98)	(143.64)
Other Non Current Asset	38.88	155.51	154.20	(619.93)	-	-
Loans & Advances	(13.60)	32.27	209.98	(179.38)	(58.42)	(280.95)
Current Liabilities & Provisions	2,492.29	(2,780.66)	1,823.49	336.93	547.74	103.58
<b>Net cash inflow/(outflow) from operating activities (A)</b>	<b>(242.69)</b>	<b>1,243.61</b>	<b>501.50</b>	<b>(142.13)</b>	<b>193.65</b>	<b>680.86</b>
<b>B. Cash inflow/(outflow) from investing activity</b>						
Investments	(19.48)	(11.49)	-	(0.37)	-	-
Purchase of Assets	(63.98)	(312.68)	(488.98)	(278.17)	(855.70)	(571.66)
Sale of Fixed Assets	-	-	-	90.41	-	4.42
<b>Net cash inflow/(outflow) from investing activity (B)</b>	<b>(83.46)</b>	<b>(324.18)</b>	<b>(488.98)</b>	<b>(188.13)</b>	<b>(855.70)</b>	<b>(567.24)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>						

Secured Loans Availed/(Paid)	263.87	(694.33)	317.63	537.51	728.72	56.96
Unsecured Loans Availed/(Paid)	132.85	6.59	(299.77)	100.04	108.91	162.65
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Interest Paid	(46.51)	(214.05)	(223.33)	(196.66)	(102.19)	(57.23)
Interim Dividend and Tax thereon	-	(33.67)	(33.67)	(32.73)	(32.51)	(32.51)
<b>Net cash inflow/(outflow) from Financing activity (C)</b>	<b>365.55</b>	<b>(871.68)</b>	<b>(176.48)</b>	<b>457.24</b>	<b>730.99</b>	<b>156.71</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>	<b>39.40</b>	<b>47.75</b>	<b>(163.97)</b>	<b>126.98</b>	<b>68.93</b>	<b>270.33</b>
<b>Cash &amp; Cash Equivalent at the beginning of the Period</b>	<b>562.12</b>	<b>514.37</b>	<b>678.34</b>	<b>551.36</b>	<b>482.42</b>	<b>212.09</b>
<b>Cash &amp; Cash Equivalent at the end of the Period</b>	<b>601.52</b>	<b>562.12</b>	<b>514.37</b>	<b>678.34</b>	<b>551.36</b>	<b>482.42</b>
<b>Net Increase in cash and cash equivalent</b>	<b>39.40</b>	<b>47.75</b>	<b>(163.97)</b>	<b>126.98</b>	<b>68.93</b>	<b>270.33</b>
<b>Note :</b>						
1. The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies (Accounting Standards) Rules, 2006.						
2. Figures in bracket represent Outflow of cash.						

**RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lacs)

Sr. No.	Particulars	Ann x. No.	For the Period Ended on 30th June, 2017	As at year ended 31st March, 2017	As at year ended 31st March, 2016	As at year ended 31st March, 2015	As at year ended 31st March, 2014	As at year ended 31st March, 2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>							
<b>1</b>	<b>Shareholders' funds</b>							
(a)	Share capital	A	1,119.00	559.50	559.50	559.50	559.50	559.50
(b)	Reserves and surplus	B	3,295.48	3,648.47	3,277.06	3,022.48	2,856.63	2,286.28
<b>2</b>	<b>Non-current liabilities</b>							
(a)	Long-term borrowings	C	432.43	306.46	475.23	717.83	276.87	132.69
(b)	Deferred tax liabilities (Net)	D	68.75	80.29	81.76	121.98	182.59	107.99
(c)	Other Long term liabilities	E	45.86	53.08	59.65	292.54	330.63	232.57
<b>3</b>	<b>Current liabilities</b>							
(a)	Short-term borrowings	F	1,462.71	1,192.47	1,696.14	1,205.51	834.77	372.70
(b)	Trade payables	G	2,899.59	557.83	3,085.64	1,045.61	1,264.86	964.64
(c)	Other current liabilities	H	983.77	827.82	1,070.41	1,236.87	816.42	485.00
(d)	Short-term provisions	I	458.91	357.30	385.75	311.48	607.60	401.16
	<b>TOTAL</b>		<b>10,766.51</b>	<b>7,583.22</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>
<b>II.</b>	<b>ASSETS</b>							
<b>1</b>	<b>Non-current assets</b>							
(a)	Fixed assets	J						
	(i) Tangible assets		1,660.61	1,663.21	1,624.29	1,517.51	1,983.81	1,419.76
	(ii) Intangible assets		17.42	16.26	17.21	26.74	32.19	33.51
(b)	Non-current investments	K	4.03	2.58	0.89	0.40	0.51	0.46
(c)	Long-term loans and advances	L	281.63	307.99	252.49	260.62	196.65	261.65
(d)	Other non-current assets	M	271.35	310.23	465.73	619.93	-	-
<b>2</b>	<b>Current assets</b>							
(a)	Inventories	N	130.34	165.10	558.57	545.00	268.27	345.89
(b)	Trade receivables	O	6,579.67	3,425.28	6,092.72	3,697.25	3,380.70	2,027.43
(c)	Cash and Bank Balance	P	676.65	616.54	550.41	726.52	575.14	502.41
(d)	Short-term loans and advances	Q	1,144.82	1,076.03	1,128.81	1,119.84	1,292.61	951.41
	<b>TOTAL</b>		<b>10,766.51</b>	<b>7,583.22</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>

**STATEMENT OF PROFIT AND LOSS AS RESTATED CONSOLIDATED**

(Amount in ₹ Lacs)

Sr. No.	Particulars	Annx. No.	For the Period Ended on 30th June, 2017	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
I.	<b>Revenue from operations</b>	R						
	Sales & Operational Revenue		5,169.86	13,210.57	14,936.36	12,203.88	11,467.45	8,531.02
	Less:							
	Service Tax		241.30	914.18	907.73	518.96	564.96	295.90
			4,928.56	12,296.38	14,028.63	11,684.92	10,902.49	8,235.12
II.	Other income	S	54.11	126.63	82.22	118.83	68.04	76.24
III.	<b>Total Revenue (I + II)</b>		<b>4,982.67</b>	<b>12,423.01</b>	<b>14,110.85</b>	<b>11,803.75</b>	<b>10,970.52</b>	<b>8,311.36</b>
IV.	<b>Expenses:</b>							
	Purchases of Stock-in-Trade	T	2,869.31	4,542.62	7,225.45	6,833.27	4,913.03	4,448.34
	Changes in inventories of Stock-in-Trade	U	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
	Employee benefits expense	V	782.78	4,590.35	4,510.50	2,685.16	2,350.48	1,913.05
	Finance costs	W	66.14	315.98	315.25	277.43	143.19	81.30
	Depreciation and amortization expense		104.42	440.76	548.67	687.92	285.23	196.90
	Operations & Other Expenses	X	834.25	1,543.16	1,066.18	1,190.23	2,297.30	1,165.10
	<b>Total expenses</b>		<b>4,691.67</b>	<b>11,826.33</b>	<b>13,652.49</b>	<b>11,397.28</b>	<b>10,066.85</b>	<b>7,623.46</b>
V.	<b>Profit before tax (III-IV)</b>		<b>291.00</b>	<b>596.68</b>	<b>458.36</b>	<b>406.47</b>	<b>903.68</b>	<b>687.90</b>
VI.	Tax expense:							
	(1) Current tax		96.00	181.84	191.62	187.14	216.88	193.28
	(2) Deferred tax		(11.51)	(1.51)	(40.05)	(45.61)	74.42	30.60
	(3) Prior Period Tax Adjustment		-	11.27	0.50	4.04	-	

			<b>84.49</b>	<b>191.60</b>	<b>152.08</b>	<b>145.57</b>	<b>291.30</b>	<b>223.89</b>
<b>VII.</b>	<b>Profit/(Loss) for the period</b>		<b>206.51</b>	<b>405.08</b>	<b>306.28</b>	<b>260.90</b>	<b>612.38</b>	<b>464.02</b>
<b>VIII.</b>	<b>Earnings per equity share (Face Value ₹ 10 per share)</b>							
	(1) Basic		1.85	3.62	2.74	2.33	5.47	4.15
	(2) Diluted		1.85	3.62	2.74	2.33	5.47	4.15
	<b>Significant Accounting Policies</b>	<b>1</b>						



**STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS CONSOLIDATED**

(Amount in ₹ Lacs)

PARTICULARS	For the Period Ended on 30th June, 2017	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>A. Cash inflow/(outflow) from the operating activities</b>						
<b>Net profit before Tax and Prior Period Adjustments</b>	291.00	596.68	458.36	406.47	903.68	687.90
<b>Adjustments for:</b>						
Depreciation	65.55	285.25	548.67	687.92	285.23	196.90
Interest paid	46.51	214.12	223.33	197.01	102.19	57.23
Interest Income	(15.34)	(63.78)	(62.65)	(49.08)	(28.06)	(26.85)
Provision of Gratuity payable	3.71	(20.01)	23.51	42.52	26.38	23.44
Preliminary Expenses written off						-
(Profit)/Loss on sale of Assets	-	-	(60.38)	(60.38)	-	0.84
Provision for CSR Donation	2.25	0.30	11.00			
<b>Operating Profit before working capital changes</b>	<b>393.68</b>	<b>1,012.58</b>	<b>1,141.85</b>	<b>1,224.45</b>	<b>1,289.42</b>	<b>939.46</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>						
Branch Contra Difference (Liabilities)						
Inventories	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
Receivables	(3,154.39)	2,667.45	(2,395.47)	(316.56)	(1,353.26)	234.20
Direct Tax paid	(0.37)	(201.88)	(33.41)	(259.00)	(253.94)	(166.24)
Other Non Current Asset	38.88	155.51	154.20	(619.93)	-	-
Loans & Advances	(42.43)	(2.72)	(215.10)	(176.26)	(58.42)	(280.67)
Current Liabilities & Provisions	2,497.71	(2,770.39)	1,873.56	334.54	498.31	143.09
<b>Net cash inflow/(outflow) from operating activities (A)</b>	<b>(232.16)</b>	<b>1,254.01</b>	<b>512.06</b>	<b>(89.49)</b>	<b>199.72</b>	<b>688.61</b>
<b>B. Cash inflow/(outflow) from investing activity</b>						
Dividend Received					-	
Investments	(1.45)	(1.63)	(0.49)	0.12	(0.05)	(0.00)

Purchase of Assets	(64.11)	(323.22)	(490.42)	(278.17)	(855.70)	(571.66)
Sale of Fixed Assets	-	-		90.41		4.42
<b>Net cash inflow/(outflow) from investing activity (B)</b>	<b>(65.55)</b>	<b>(324.86)</b>	<b>(490.91)</b>	<b>(187.64)</b>	<b>(855.75)</b>	<b>(567.24)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>						
Secured Loans Availed/(Paid)	263.87	(694.33)	317.63	537.51	728.72	56.96
Unsecured Loans Availed/(Paid)	125.12	15.32	(302.50)	102.77	108.91	162.65
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Interest Paid	(46.51)	(214.12)	(223.33)	(197.01)	(102.19)	(57.23)
Interim Dividend and Tax thereon	-	(33.67)	(51.70)	(63.84)	(34.75)	(32.51)
<b>Net cash inflow/(outflow) from Financing activity</b>	<b>357.82</b>	<b>(863.02)</b>	<b>(197.25)</b>	<b>428.51</b>	<b>728.76</b>	<b>156.71</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>	<b>60.10</b>	<b>66.13</b>	<b>(176.10)</b>	<b>151.38</b>	<b>72.72</b>	<b>278.08</b>
<b>Cash &amp; Cash Equivalent at the beginning of the Period</b>	<b>616.54</b>	<b>550.41</b>	<b>726.52</b>	<b>575.14</b>	<b>502.41</b>	<b>224.33</b>
<b>Cash &amp; Cash Equivalent at the end of the Period</b>	<b>676.65</b>	<b>616.54</b>	<b>550.41</b>	<b>726.52</b>	<b>575.14</b>	<b>502.41</b>
<b>Net Increase in cash and cash equivalent</b>	<b>60.10</b>	<b>66.13</b>	<b>(176.10)</b>	<b>151.38</b>	<b>72.72</b>	<b>278.08</b>

**Note :**

1. The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies (Accounting Standards) Rules, 2006.
2. Figures in bracket represent Outflow of cash.

## THE OFFER

<b>Equity Shares offered</b>	
<b>Public Offer</b>	<b>33,24,000 Equity Shares</b>
<b>Of Which</b>	
Market Maker Reservation Portion	1,74,000 Equity Shares of Rs.10 each for cash at a price of Rs. 121 per equity share aggregating to Rs. 210.54 lacs
Net Offer to the Public	31,50,000 Equity Shares of Rs.10 each for cash at a price of Rs. 121 per equity share aggregating to Rs. 3811.50 lacs
<b>Of Which</b>	
Non Retail Portion <sup>(1)</sup>	15,75,000 Equity Shares of Rs.10 each for cash at a price of Rs. 121 per equity share aggregating to Rs. 1905.75 lacs*
Retail Portion <sup>(1)</sup>	15,75,000 Equity Shares of Rs.10 each for cash at a price of Rs. 121 per equity share aggregating to Rs. 1905.75 lacs **
<b>Equity Shares outstanding prior to the Offer</b>	1,25,95,000 Equity shares of Rs.10 each
<b>Equity Shares outstanding after the Offer</b>	1,25,95,000 Equity Shares of Rs.10 each
<b>Objects of the Offer</b>	Please see the section entitled “Objects of the Offer” on page 75 of this Prospectus.

As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price Offer ‘the allocation’ in the net Offer 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;

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

Allocation to all categories shall be made on a proportionate basis. For details, please refer to the section “Offer Procedure – Basis of Allotment” on page 263 of this Prospectus.

<sup>(1)</sup> Under-subscription, if any, in any category, shall be allowed to be met with spillover from the other category, at the sole discretion of our Company and in consultation with the Lead Manager and the Designated Stock Exchange.

\* In the event of over-subscription, allocation shall be made on a proportionate basis, subject to valid applications being received at the Offer Price.

\*\* In the event the Retail Individual Applicants are entitled to more than fifty percent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage.

## GENERAL INFORMATION

### SILVER TOUCH TECHNOLOGIES LIMITED

**Regd. Office:** 2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006  
The Company was initially incorporated with the Registered Office situated at 109, Shreeji Complex, Nr. Cargo Motors, CG Road, Ahmedabad – 380 009. Thereafter Registered office of the company was shifted to the present address i.e. 2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006 w.e.f. November 1, 2007.

**Tel:** +91-79-2656 3158; **Fax:** +91-79-2656 1624; **E-mail:** cs@silvertouch.com; **Website:** www.silvertouch.com

**Contact Person:** Mr. Dipesh H. Solanki, Company Secretary & Compliance Officer

Silver Touch Technologies Limited was originally incorporated as “Silver Touch Computers Private Limited” on February 2, 1995 under the Companies Act 1956 with a Certificate of Incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the “Silver Touch Computers Limited” was granted by ROC on February 5, 2004. Name of the Company was further changed to its present name Silver Touch Technologies Limited and fresh certificate of incorporation was issued by ROC on October 13, 2004.

Company Incorporation Number (CIN) of the Company is U72200GJ1995PLC024465.

The Company is registered with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.

### BOARD OF DIRECTORS OF THE COMPANY

Sr. No.	Name	Designation
1.	Mr. Vipul H Thakkar	Chairman & Managing Director
2.	Mr. Jignesh A Patel	Whole Time Director
3.	Mr. Minesh V Doshi	Whole Time Director
4.	Mr. Palak V Shah	Whole Time Director Cum CFO
5.	Mr. Himanshu S Jain	Whole Time Director
6.	Mr. Vijaykumar K Shah	Whole Time Director
7.	Ms. Gayatri M Doctor	Independent Director
8.	Mr. Ronak S Shah	Independent Director
9.	Mr. Harivadan P Thaker	Independent Director

Please refer the section “Our Promoters and Promoter Group” for profile of promoter directors and section “Our Management” for brief profile of other directors, on page no.129 and 122 respectively of this Prospectus.

### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Mr. Dipesh H. Solanki**

**Silver Touch Technologies Limited**

2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006

**Tel:** +91-79-2656 3158;

**Fax:** +91-79-2656 1624;

**Email:** cs@silvertouch.com;

**Website:** www.silvertouch.com

**Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary accounts or unblocking of ASBA accounts etc.**

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to relevant SCSB to whom the application was submitted, giving full details such as name, address of the applicant, number of equity shares applied for, amount blocked, ASBA bank account

number and the designated branch of the relevant SCSBs to whom the Application form was submitted by the Applicants.

### **CHIEF FINANCIAL OFFICER**

**Mr. Palak V Shah**

**Silver Touch Technologies Limited**

2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006

**Tel:** +91-79-2656 3158;

**Fax:** +91-79-2656 1624;

**Email:** cs@silvertouch.com;

**Website:** www.silvertouch.com

Mr. Palak V Shah is also a Whole Time Director and his designation is Whole Time Director cum Chief Financial Officer.

### **LEGAL ADVISOR TO THE COMPANY**

M/s Nanavati Associates, Advocates,

B-Block, Satyam Corporate Square,

Behind Rajpath Club, Off S. G. Road,

Bodakdev, Ahmedabad – 380 059

**Tel:** +91-79-4003 8081;

**Fax:** +91-79-4003 8086;

**Contact person:** Mr. Nandish Chudgar;

**Email:** nandish@nanavatiassociates.com;

### **BANKERS TO THE COMPANY**

#### **Bank of India**

Ellisbridge Branch,

Opp. Town Hall, Ellisbridge,

Ahmedabad -380006

**Tel:** +91-79-2657 6152

**Fax:** +91-79-2657 6030

**Email:** Ellisbridge.ahmedabad@bankofindia.co.in

**Contact Person:** Mr. Vilas R Parate

#### **ICICI Bank Ltd**

8<sup>th</sup> Floor, JMC House,

Opp. Parimal Garden, Ambawadi,

Ahmedabad – 380 006

**Tel:** +91-79-6652 3809

**Email:** kamal.sharma@icicibank.com

**Contact Person:** Mr. Kamal Sharma

#### **Citibank N.A.**

1<sup>st</sup> Floor, Kalapurnam,

Near Municipal Market,

CG Road,

Ahmedabad -380009

**Tel:** +91-79-4001 5731

**Fax:** +91-79-2640 4616

**Email:** rishi.dave@citi.com

**Contact Person:** Mr. Rishi Dave

#### **Axis Bank Limited**

Shop no.5, 6, 105, 106,

Ground Floor, Abhishree Adroit,

Ahmedabad -380015

**Tel:** +91-79-4050 0715  
**Contact Person:** Mr. Piyush Thakur

**State Bank of India**

Akshar Arcade,  
St. Xavier's High School Road,  
Near Memnagar Fire Station,  
Ahmedabad-380009  
**Tel:** +91-79-2646 4931  
**Email:** sbi.03092@sbi.co.in  
**Contact Person:** Mr. Krishna Kumar

**IDBI Bank Limited**

CG Road, Nr. Lal Bunglow,  
Ahmedabad – 380 006  
**Tel:** +91-79-6607 2717  
**Email:** kishore.tawar@idbi.co.in  
**Contact Person:** Mr. Kishore Tawar

**OFFER MANAGEMENT TEAM**

**LEAD MANAGER**

**Chartered Capital And Investment Limited**

711, Mahakant, Opp V.S. Hospital,  
Ellisbridge, Ahmedabad-380 006  
**Tel:** +91-79-2657 5337, 2657 7571  
**Fax:** +91-79-2657 5731  
**E-mail:** sttl.ipo@charteredcapital.net  
**Website:** www.charteredcapital.net  
**Contact Person:** Mr. Manoj Kumar Ramrakhyani/Mr. Sagar Bhatt

**REGISTRAR TO THE OFFER**

**Link Intime India Private Limited**

C-101, 1<sup>st</sup> Floor, 247 Park,  
L.B.S. Marg, Vikhroli (West), Mumbai- 400 083  
**Tel:** +91-22- 4918 6200, **Fax:** +91-22- 4918 6195  
**E-mail:** silvertouch.ipo@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact person:** Ms. Shanti Gopalkrishnan

**STATUTORY AUDITOR OF THE COMPANY**

M/s Ambalal Patel & Co (Firm Registration No.100305W)  
Chartered Accountants  
1<sup>st</sup> Floor, Sapphire Business Center,  
Above SBI Vadaj Branch, Usmanpura, Ashram Road,  
Ahmedabad-380013  
**Tel:** +91-79-27556860  
**Fax:** +91-79-27556860  
**Email:** nikunj@apcca.com  
**Contact Person:** CA Nikunj B Patalia (Membership No.131220)

**BANKER TO THE OFFER**

**Indusind Bank Limited**

PNA House Office, 4<sup>th</sup> Floor, Plot N-57 & 57/1, Street no. 17,  
MIDC, Andheri East, Mumbai-400093  
**Tel:** +91-22-61069243/44/45

Fax: +91-22-61063315  
Email: suresh.esaki@Indusind.com  
Contact Person: Mr. Suresh Esaki  
**Website:** www.indusind.com

### **SELF CERTIFIED SYNDICATE BANKS**

The list of SCSBs for the ASBA process is provided on the website of SEBI at [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1470395458137.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1470395458137.html) or such other websites as updated from time to time. For details of the Designated Branches which shall collect ASBA Forms from the Bidders and Designated Intermediaries, please refer to the above-mentioned link.

### **BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS**

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the 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 INTER-SE ALLOCATION OF RESPONSIBILITIES BETWEEN LMs**

Since Chartered Capital And Investment Limited is the sole LM for this Offer, all the Offer related activities are handled by Chartered Capital And Investment Limited.

### **CREDIT RATING**

As this is an Offer of Equity Shares, credit rating is not required.

### **IPO GRADING**

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

### **EXPERT OPINION**

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

Our Company has received written consent from the Auditor, M/s. Ambalal Patel & Co., Chartered Accountants, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Prospectus in relation to the report dated August 25, 2017 on Restated Financial Statements and reports dated August 5, 2017 on Statement of Tax Benefits included in this Prospectus and such consent has not been withdrawn up to the time of delivery of this Prospectus.

### **TRUSTEES**

This being an Offer of Equity Shares, appointment of Trustees is not required.

### **MONITORING AGENCY**

As the net proceeds of the Offer will be less than Rs. 10,000 Lacs, as per the SEBI Regulations it is not required that a monitoring agency be appointed by our Company.

### **APPRAISING ENTITY**

The Offer being an offer for sale, the objects of the Offer have not been appraised.

## UNDERWRITING AGREEMENT

Our Company has entered into an Underwriting Agreement dated October 17, 2017 with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions, as specified therein. The Offer has been 100% underwritten.

The Underwriter(s) have indicated their intention to underwrite the following number of Equity Shares:

Name and Address of the Underwriters	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. in lacs)
<b>Chartered Capital And Investment Limited</b> 711, Mahakant, Opp V.S. Hospital, Ellisbridge, Ahmedabad-380 006 Tel: +91-79-2657 5337, 2657 7571 Fax: +91-79-2657 5731 E-mail: sttl.ipo@charteredcapital.net Website: www.charteredcapital.net Contact Person: Mr. Manoj Kumar Ramrakhiani/Mr. Sagar Bhatt	33,24,000	4022.04

In the opinion of our Board of Directors (based on a certificate given by the Underwriter(s)), the resources of the above mentioned Underwriter(s) is sufficient to enable them to discharge its underwriting obligations in full. The above mentioned Underwriter(s) are registered with SEBI and eligible to underwrite as per applicable regulations.

## DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated October 17, 2017 with the following Market Maker, duly registered with SME segment of NSE to fulfil the obligations of Market Making:

### **Beeline Broking Limited** (Hereinafter referred to as “**Beeline**”)

B-307, Ganesh Plaza, Near Navrangpura Bus Stop,  
Navrangpura, Ahmedabad – 380 009, Gujarat

**Tel No.:** +91-79-6666 4009

**Email:** sme@beelinebroking.com

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

**SEBI Regn No.:** INZ000000638

**Contact Person:** CS Trusha Thakkar

Market Maker Reg. No. (SME Segment of NSE): INB 230700236  
SMEEMM0658203082015

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

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended and the circulars issued by NSE 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 shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by NSE. Further, the Market Maker shall inform the NSE in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be Rs. 1,00,000. However, the investors with holdings less than Rs. 1,00,000 shall be allowed to offer their holding to the Market Maker 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.



3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker for the quotes given by him.
4. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide buy quote if the shares of Market Maker in our Company reaches to 25% of Offer Size (including the 5% Offer size out to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above 5% of Offer size would not be taken into consideration of computing the threshold of 25% of Offer Size. Apart from the above mandatory inventory, only those shares which have been acquired on the platform of the exchange during market making process shall be counted towards the Market Maker's threshold. As soon as the Equity Shares of the Market Maker in our Company reduce to 24% of Offer Size, Market Maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Beeling is acting as the sole Market Maker.
7. 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 Stock Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Stock Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker shall have the right to terminate said arrangement by giving a one months' notice who shall then be responsible to appoint a replacement Market Maker.  
In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI ICDR Regulations. Further our Company and the Lead Manager reserve the right to appoint another Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 10.00 a.m. to 4.00 p.m. on working days.
9. NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz. Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. Punitive Action in case of default by Market Makers: Stock Exchange 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 Stock 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 Stock Exchange from time to time. The Stock Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.  
The Department of Surveillance and Supervision of the Stock 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.
11. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time:
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 Offer size and as follows:

Offer Size	Buy quote threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-entry threshold for buy quote(including mandatory initial inventory of 5% of the Offer Size)

Up to Rs. 20 crores	25%	24%
Rs. 20 to Rs. 50 crores	20%	19%
Rs. 50 to Rs. 80 crores	15%	14%
Above Rs. 80 crores	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/NSE from time to time.

## CAPITAL STRUCTURE

The Share Capital Structure of the Company as on the date of this Prospectus is as below:

(Rs. In lacs)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at offer price
A	<b>Authorised Share Capital</b> 1,60,00,000 Equity Shares of face value Rs. 10 each	1,600.00	
B	<b>Issued, Subscribed and Paid-Up Share Capital before the Offer</b> 1,25,95,000 equity shares of face value Rs. 10 each	1,259.50	
C	<b>Present Offer in terms of the Prospectus</b> 33,24,000 equity shares of face value Rs. 10 each	332.40	4022.04
	<b>Of which:</b>		
	Market Maker Reservation portion of 1,74,000 Equity shares	17.40	210.54
	<b>Net offer to the Public</b> 31,50,000 equity shares of face value Rs. 10 each	315.00	3811.50
	<b>Of which:</b>		
	15,75,000 Equity Shares of Rs.10 each will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 lacs	157.50	1905.75
	15,75,000 Equity Shares of Rs.10 each will be available for allocation for allotment to Other Investors of above Rs.2.00 lakhs	157.50	1905.75
	<b>Issued, Subscribed and Paid-Up Share Capital after the offer</b> 1,25,95,000 equity shares of face value Rs. 10 each	1,259.50	
	<b>Share Premium Account</b>		
	Before the Offer	1405.00	
	After the Offer	1405.00	

**Note:**

- (1) The offer in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors vide dated July 15, 2017 and by the shareholders pursuant to the special resolution passed in an Annual General Meeting held on September 1, 2017 under Section 28 of the Companies Act, 2013.
- (2) The Offer for Sale has been authorized by the Promoter Selling Shareholders by their consent letters dated July 15, 2017. The No. of Equity Shares offered by each Promoter Selling Shareholders are as follows:

Sr. No.	Name of the Promoter Selling Shareholders	No. of Equity Shares Offered
1.	Mr. Vipul H Thakkar	1494000
2.	Mr. Jignesh A Patel	1494000
3.	Mr. Minesh V Doshi	70080
4.	Mr. Palak V Shah	265920
	<b>Total</b>	3324000

*The Promoter Selling Shareholders have severally confirmed that they Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Promoter Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.*

### Changes in the Authorized Capital

The initial authorized share capital of the company was Rs.1,00,000 divided into 10,000 equity shares of Rs. 10 each.

- The Authorized share capital of Rs. 1,00,000 divided into 10,000 equity shares of Rs. 10 each was increased to Rs. 20,00,000 divided into 2,00,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on November 30, 1999.
- The Authorized share capital of Rs. 20,00,000 divided into 2,00,000 equity shares of Rs. 10 each was further increased to Rs. 35,00,000 divided into 3,50,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on February 24, 2001.
- The Authorized share capital of Rs. 35,00,000 divided into 3,50,000 equity shares of Rs. 10 each was further increased to Rs. 45,00,000 divided into 4,50,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on March 08, 2004.
- The Authorized share capital of Rs. 45,00,000 divided into 4,50,000 equity shares of Rs. 10 each was further increased to Rs. 65,00,000 divided into 6,50,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on December 24, 2004.
- The Authorized share capital of Rs. 65,00,000 divided into 6,50,000 equity shares of Rs. 10 each was increased to Rs. 8,00,00,000 divided into 80,00,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on June 04, 2007.
- The Authorized share capital of Rs. 8,00,00,000 divided into 80,00,000 equity shares of Rs. 10 each was increased to Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on April 27, 2017.
- The Authorized share capital of Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each was increased to Rs. 16,00,00,000 divided into 1,60,00,000 equity shares of Rs. 10 each pursuant to a resolution of shareholders passed at the EGM held on June 26, 2017.

## Notes to Capital Structure

### 1. Share capital history of the Company

The current capital structure of the Company is built up as under:

Date of allotment of equity shares	No. of Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature/ Reason of allotment	Cumulative No. of shares	Cumulative paid up share capital (Rs. Lacs)	Cumulative share Premium (Rs. Lacs)
February 02, 1995	30	10	10	Cash	Subscription to Memorandum <sup>(1)</sup>	30	0.003	Nil
May 20, 1995	8970	10	10	Cash	Preferential Allotment <sup>(2)</sup>	9000	0.90	Nil
November 30, 1999	1,00,000	10	10	Cash	Preferential Allotment <sup>(3)</sup>	1,09,000	10.90	Nil
March 25, 2000	91,000	10	10	Cash	Preferential Allotment <sup>(4)</sup>	2,00,000	20.00	Nil
March 25, 2001	50,000	10	N.A.	N.A.	Bonus (1:4) <sup>(5)</sup>	2,50,000	25.00	Nil
March 25, 2001	50,000	10	10	Cash	Preferential Allotment <sup>(6)</sup>	3,00,000	30.00	Nil
July 01, 2002	10,000	10	10	Cash	Preferential Allotment <sup>(7)</sup>	3,10,000	31.00	Nil
March 08, 2004	1,40,000	10	10	Cash	Preferential Allotment <sup>(8)</sup>	4,50,000	45.00	Nil
December 24, 2004	1,80,000	10	10	Cash	Preferential Allotment <sup>(9)</sup>	6,30,000	63.00	Nil
November 01, 2007	15,75,000	10	N.A.	N.A.	Bonus (5:2) <sup>(10)</sup>	22,05,000	220.50	Nil
September 27, 2008	33,90,000	10	10	Cash	Preferential Allotment <sup>(11)</sup>	55,95,000	559.50	Nil
May 6, 2017	55,95,000	10	N.A.	N.A.	Bonus (1:1) <sup>(12)</sup>	1,11,90,000	1119.00	Nil

August 9, 2017	14,05,000	10	110	Cash	Preferential Allotment <sup>(13)</sup>	1,25,95,000	1259.50	1405.00
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**Notes:-**

(1) The subscribers to the memorandum of Association of the Company were:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	10
2.	Mr. Hetal M Desai	10
3.	Mr. Jignesh A Patel	10
	<b>Total</b>	<b>30</b>

(2) Preferential Allotment of 8970 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	2990
2.	Mr. Hetal M Desai	2990
3.	Mr. Jignesh A Patel	2990
	<b>Total</b>	<b>8970</b>

(3) Preferential r Allotment of 1,00,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	50000
2.	Mr. Jignesh A Patel	50000
	<b>Total</b>	<b>100000</b>

(4) Preferential Allotment of 91,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	45500
2.	Mr. Jignesh A Patel	45500
	<b>Total</b>	<b>91000</b>

(5) Bonus Allotment of 50,000 equity shares in the ratio of 1:4, was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	25000
2.	Mr. Jignesh A Patel	25000
	<b>Total</b>	<b>50000</b>

(6) Preferential r Allotment of 50,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	25000
2.	Mr. Jignesh A Patel	25000
	<b>Total</b>	<b>50000</b>

(7) Preferential Allotment of 10,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Ms. Kajal V Thakkar	5000
2.	Ms. Jolly J Patel	5000
	<b>Total</b>	<b>10000</b>

(8) Preferential Allotment of 1,40,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	65000

2.	Mr. Jignesh A Patel	65000
3.	Ms. Kajal V Thakkar	5000
4.	Ms. Jolly J Patel	5000
	<b>Total</b>	<b>140000</b>

(9) Preferential Allotment of 1,80,000 equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	90000
2.	Mr. Jignesh A Patel	90000
	<b>Total</b>	<b>180000</b>

(10) Bonus Allotment of 15,75,000 equity shares in the ratio of 5:2, was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	636500
2.	Mr. Jignesh A Patel	636500
3.	Mr. Minesh V Doshi	126000
4.	Mr. Palak V Shah	126000
5.	Ms. Kajal V Thakkar	24500
6.	Ms. Jolly J Patel	24500
7.	Mr. Haridas K Thakkar	500
8.	Ms. Manjulaben A Patel	250
9.	Mr. Amratlal K Patel	250
	<b>Total</b>	<b>1575000</b>

(11) Preferential Allotment of 33,90,000 partly paid up equity shares (paid up value Rs.5 per Equity Share) was made on March 31, 2008 to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	777300
2.	Mr. Jignesh A Patel	1188200
3.	Mr. Minesh V Doshi	558000
4.	Mr. Palak V Shah	318000
5.	Ms. Kajal V Thakkar	210800
6.	Ms. Jolly J Patel	227700
7.	Ms. Varsha M Doshi	55000
8.	Ms. Zankhana P Shah	55000
	<b>Total</b>	<b>3390000</b>

Aforesaid shares were converted into fully paid up Equity Shares on September 27, 2008.

(12) Bonus Allotment of 55,95,000 equity shares in the ratio of 1:1, was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Mr. Vipul H Thakkar	1818755
2.	Mr. Jignesh A Patel	1801855
3.	Mr. Minesh V Doshi	963290
4.	Mr. Palak V Shah	392600
5.	Ms. Kajal V Thakkar	245100
6.	Ms. Jolly J Patel	262000
7.	Mr. Haridas K Thakkar	700
8.	Ms. Manjulaben A Patel	350
9.	Mr. Amratlal K Patel	350
10.	Ms. Varsha M Doshi	55000
11.	Ms. Zankhana P Shah	55000
	<b>Total</b>	<b>55,95,000</b>

(13) Preferential Allotment of 14,05,000 fully paid up equity shares was made to:

SR. NO.	NAME	NO OF EQUITY SHARES
1.	Gagandeep Credit Capital Private Ltd	900000
2.	Mr. Akshay Doshi	100000
3.	Mrs. Deena Pradeep Shah & Mr. Pradeep D Shah	25000
4.	Mrs. Bhavna H Mehta & Mr. Himanshu R Mehta	25000
5.	Mr. Paresh K Shah	25000
6.	Mr. Bharat C Shah	30000
7.	Parker Multi-Commodities (India) Private Limited	300000
	<b>Total</b>	<b>1405000</b>

2. Our Company has not issued any Equity Share out of revaluation reserves at any point of time. The company has not issued any equity shares for consideration other than cash except as under:

Date of allotment of equity shares	No. of Shares	Face value(Rs.)	Issue Price (Rs.)	Benefit accrued to the company	Reason of allotment
March 25, 2001	50,000	10	N.A.	Nil	Bonus (1:4)
November 01, 2007	15,75,000	10	N.A.	Nil	Bonus (5:2)
May 6, 2017	55,95,000	10	N.A.	Nil	Bonus (1:1)

The persons to whom these shares were issued are mentioned in above paragraph.

The details of bonus issues made by the company and amount debited to P & L account & Reserve are explained in the below mentioned table:

(Rs. in lacs)

<b>Bonus Issue made on 25.03.2001</b>	<b>5.00</b>
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By capitalization of Profit & Loss Account	5.00
<b>Total</b>	<b>5.00</b>

<b>Bonus Issue made on 01.11.2007</b>	<b>157.50</b>
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By capitalization of Profit & Loss Account	154.75
General Reserve	2.75
<b>Total</b>	<b>157.50</b>

<b>Bonus Issue made on 06.05.2017</b>	<b>559.50</b>
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By capitalization of Profit & Loss Account	359.50
General Reserve	200.00
<b>Total</b>	<b>559.50</b>

### 3. Issue of Equity Shares in the last one year

Except the bonus issue made by the Company on May 6, 2017 and preferential issue made by company on August 9, 2017 details of which is mentioned above, the Company has not issued any share to any person during last one year. The allotment of August 9, 2017 was made to raise additional financial resources for meeting the long term as well as short term financial needs like working capital requirements of the Company and for general business expansion.

### 4. Shareholding of the Promoters and Lock-in

#### (a) Details of the buildup of Promoters' (who are also Promoter selling shareholders) shareholding

Sr. No.	Name of Promoter	Date of Allotment/ Transfer/ Date when made fully paid up	No of Shares	Nature of Allotment (Rights, Bonus, Preferential etc.)	Consideration	Face Value	Issue / Purchase / Transfer Price	% Of Pre and post Offer Capital
1	Mr. Vipul H Thakkar	02-Feb-95	10	Subscription to Memorandum	Cash	10	10	0.00
		20-May-95	2990	Preferential Allotment	Cash	10	10	0.02
		21-Aug-95	1500	Transfer <sup>1</sup>	Cash	10	10	0.01
		30-Nov-99	50000	Preferential Allotment	Cash	10	10	0.40
		25-Mar-00	45500	Preferential Allotment	Cash	10	10	0.36
		25-Mar-01	25000	Bonus	N.A.	10	N.A.	0.20
		25-Mar-01	25000	Preferential Allotment	Cash	10	10	0.20
		08-Mar-04	65000	Preferential Allotment	Cash	10	10	0.52
		24-Dec-04	90000	Preferential Allotment	Cash	10	10	0.71
		01-Oct-06	-50400	Transfer <sup>2</sup>	Cash	10	10	-0.40
		01-Nov-07	636500	Bonus	N.A.	10	N.A.	5.05
		27-Sep-08	777300	Preferential Allotment	Cash	10	10	6.17
		16-Feb-09	245470	Transfer <sup>3</sup>	Cash	10	10	1.95
		09-Sep-09	-95115	Transfer <sup>4</sup>	Cash	10	10	-0.76
		06-May-17	1818755	Bonus	N.A.	10	N.A.	14.44
		<b>Total (A)</b>	<b>3637510</b>					<b>28.88</b>
<sup>1</sup> On August 21, 1995, Mr. Hetal M Desai transferred 1500 Equity Shares to Mr. Vipul H Thakkar.								
<sup>2</sup> On October 1, 2006, Mr. Vipul H Thakkar transferred 25200 Equity Shares each to Mr. Minesh V Doshi and Mr. Palak V Shah.								
<sup>3</sup> On February 16, 2009, Mr. Jignesh A Patel & Mr. Palak V Shah transferred 182330 & 63140 Equity Shares respectively to Mr. Vipul H Thakkar.								
<sup>4</sup> On September 9, 2009, Mr. Vipul H Thakkar transferred 95115 Equity Shares to Mr. Minesh V Doshi.								
2	Mr. Jignesh A Patel	02-Feb-95	10	Subscription to Memorandum	Cash	10	10	0.00
		20-May-95	2990	Preferential Allotment	Cash	10	10	0.02
		21-Aug-95	1500	Transfer <sup>5</sup>	Cash	10	10	0.01
		30-Nov-99	50000	Preferential Allotment	Cash	10	10	0.40
		25-Mar-00	45500	Preferential Allotment	Cash	10	10	0.36
		25-Mar-01	25000	Bonus	N.A.	10	N.A.	0.20
		25-Mar-01	25000	Preferential Allotment	Cash	10	10	0.20
		08-Mar-04	65000	Preferential Allotment	Cash	10	10	0.52
		24-Dec-04	90000	Preferential Allotment	Cash	10	10	0.71
		01-Oct-06	-50400	Transfer <sup>5</sup>	Cash	10	10	-0.40
		01-Nov-07	636500	Bonus	N.A.	10	N.A.	5.05
		27-Sep-08	1188200	Preferential Allotment	Cash	10	10	9.43
		16-Feb-09	-182330	Transfer <sup>7</sup>	Cash	10	10	-1.45
		09-Sep-09	-95115	Transfer <sup>8</sup>	Cash	10	10	-0.76
		06-May-17	1801855	Bonus	N.A.	10	N.A.	14.31
		<b>Total (B)</b>	<b>3603710</b>					<b>28.61</b>
<sup>5</sup> On October 25, 1997, Mr. Hetal M Desai transferred 1500 Equity Shares to Mr. Jignesh A Patel.								
<sup>6</sup> On October 1, 2006, Mr. Jignesh A Patel transferred 25200 Equity Shares each to Mr. Minesh V Doshi and Mr. Palak V Shah.								
<sup>7</sup> On February 16, 2009, Mr. Jignesh A Patel transferred 182330 Equity Shares to Mr. Vipul H Thakkar.								
<sup>8</sup> On September 9, 2009, Mr. Jignesh A Patel transferred 95115 Equity Shares to Mr. Minesh V Doshi.								
3	Mr. Minesh V Doshi	01-Oct-06	50400	Transfer <sup>9</sup>	Cash	10	10	0.40
		01-Nov-07	126000	Bonus	N.A.	10	N.A.	1.00
		27-Sep-08	558000	Preferential Allotment	Cash	10	10	4.43
		16-Feb-09	38660	Transfer <sup>10</sup>	Cash	10	10	0.31
		09-Sep-09	190230	Transfer <sup>11</sup>	Cash	10	10	1.51



		06-May-17	963290	Bonus	N.A.	10	N.A.	7.65
		<b>Total (C)</b>	<b>1926580</b>					<b>15.30</b>
	<sup>9</sup> On October 1, 2006, Mr. Vipul H Thakkar & Mr. Jignesh A Patel transferred 25200 Equity Shares each to Mr. Minesh V Doshi.							
	<sup>10</sup> On February 16, 2009, Mr. Palak V Shah transferred 38660 Equity Shares to Mr. Minesh V Doshi.							
	<sup>11</sup> On September 9, 2009, Mr. Vipul H Thakkar & Mr. Jignesh A Patel transferred 95115 Equity Shares each to Mr. Minesh V Doshi.							
4	Mr. Palak V Shah	01-Oct-06	50400	Transfer <sup>12</sup>	Cash	10	10	0.40
		01-Nov-07	126000	Bonus	N.A.	10	N.A.	1.00
		27-Sep-08	318000	Preferential Allotment	Cash	10	10	2.52
		16-Feb-09	-101800	Transfer <sup>13</sup>	Cash	10	10	-0.81
		06-May-17	392600	Bonus	N.A.	10	N.A.	3.12
		<b>Total (D)</b>	<b>785200</b>					
	<sup>12</sup> On October 1, 2006, Mr. Vipul H Thakkar & Mr. Jignesh A Patel transferred 25200 Equity Shares each to Mr. Palak V Shah.							
	<sup>13</sup> On February 16, 2009, Mr. Palak V Shah transferred 63140 & 38660 Equity Shares to Mr. Vipul H Thakkar and Mr. Minesh V Doshi respectively.							
		<b>Total (E)=(A+B+C+D)</b>	<b>9953000</b>					<b>79.02</b>

As on date of this Prospectus, none of the Equity Shares held by the Promoters have been pledged to any person, including banks and financial institutions. Our promoters have provided their confirmations to the Company and Lead Manager that the equity shares held by them, have been financed from their owned funds.

#### (b) Details of Promoters Contribution Locked in for 3 Years

Pursuant to the Regulation 32(1) and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Offer Equity Share Capital held by our Promoters shall be considered as promoter's contribution ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter's 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. The details of the Promoters' Equity Shares locked-in for a period of three years are as follows:

Sr. No.	Name of Promoter	Date of Allotment/ Transfer/ Date when made fully paid up	No of Shares	Nature of Allotment (Rights, Bonus, Preferential etc.)	Consideration	Face Value	Issue / Purchase / Transfer Price	% Of Pre and Post Offer Capital
1.	Mr. Vipul H Thakkar	May 6, 2017	844500	Bonus	N.A.	10	N.A.	6.71
2.	Mr. Jignesh A Patel	May 6, 2017	844500	Bonus	N.A.	10	N.A.	6.71
3.	Mr. Minesh V Doshi	May 6, 2017	630000	Bonus	N.A.	10	N.A.	5.00
4.	Mr. Palak V Shah	May 6, 2017	200000	Bonus	N.A.	10	N.A.	1.59
		<b>Grand Total</b>	<b>2519000</b>					<b>20.00</b>

Except the Equity Shares being offered in the Offer for Sale Shares, the entire balance Pre-Offer Shareholding of our Promoters i.e. 66,29,000 Equity Shares (52.63%) are eligible for lock-in for a period of three years in accordance with Regulation 33 of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For the build-up of Promoters contribution, please see Note No. 4 under "Notes to the Capital Structure" on page 57.

The lock-in shall start from the date of allotment in the proposed public Offer & the last date of lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the public Offer whichever is later. The Equity Shares to be locked-in for a period of three years have been computed as 20% of the equity capital after the Offer.

Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as promoters under the SEBI Regulations. Our Promoters have given their written consent for inclusion of the aforesaid Equity Shares as a part of Promoter's contribution which is subject to lock-in for a period of 3 years.

The Company hereby confirms that the minimum Promoters' contribution of 20% of the post-Offer Capital, which is subject to lock-in for three years are not ineligible in term of regulation 33 of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 and does not consist of :

- (a) Equity Shares acquired within three years before the filing of the Prospectus with SEBI for consideration other than cash and revaluation of assets or capitalisation of intangible assets or resulting from a bonus issued by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum Promoter's contribution.
- (b) Securities acquired by the Promoters, during the preceding one year, at a price lower than the price at which Equity Shares are being offered to the public in the Offer.
- (c) Equity Shares issued to the Promoters on conversion of partnership firms into limited company.
- (d) Pledged Equity Shares held by the Promoters.

**(c) Details of Shares locked-in for one year:**

In terms of regulation 36 (b) & 37 of the SEBI (ICDR) Regulations, 2009, in addition to 20% of post-Offer shareholding of the Company held by the Promoters for three years, as specified above, the entire pre-Offer issued equity share capital of the Company, including the shareholding of persons falling under promoters and promoter group and that of persons other than promoters, will be locked in for a period of one year.

The lock-in shall start from the date of allotment in the proposed public Offer & the last date of lock-in shall be reckoned as one year from the date of commencement of commercial production or the date of allotment in the public Offer whichever is later. The Promoters/promoter group shareholders have given their written consent for lock-in for a period of 1 year.

The Promoters have given an undertaking and have agreed not to sell / transfer /pledge /or dispose of in any manner, Equity Shares forming part of the Promoters' contribution from the date of filing of the Draft Prospectus till the date of commencement of lock-in as per the SEBI Regulations.

**(d) Other requirements in respect of lock-in**

The share certificates which are subject to lock-in shall contain the inscription "non transferable" and the lock-in period and in case such specified securities are dematerialised, we will ensure that lock-in is recorded by the depository as per Regulation 35(2) of the SEBI Regulations.

In terms of regulation 39 of the SEBI ICDR Regulations, Equity Shares held by promoters and locked-in may be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution, subject to the following:

- (a) if the Equity Shares are locked-in for a period of three years as mentioned above, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of Equity Shares is one of the terms of sanction of the loan;
- (b) If the Equity Shares are locked-in for a period of one year as mentioned above, the pledge of Equity Shares is one of the terms of sanction of the loan.

In terms of regulation 40 of the SEBI ICDR Regulations, Subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the Equity Shares held by promoters and locked-in as per regulation 36 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the company and the Equity Shares held by persons other than promoters and locked-in as per regulation 37 may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred.

However, the lock-in on such Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

5. The following Directors hold Equity Shares in their individual capacity, as on the date of this Prospectus:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>No. of Equity Shares</b>
1.	Mr. Vipul H Thakkar	3637510
2.	Mr. Jignesh A Patel	3603710
3.	Mr. Minesh V Doshi	1926580
4.	Mr. Palak V Shah	785200
5.	Mr. Himanshu S Jain	Nil
6.	Mr. Vijaykumar K Shah	Nil
7.	Ms. Gayatri M Doctor	Nil
8.	Mr. Ronak S Shah	Nil
9.	Mr. Harivadan P Thaker	Nil
	<b>Total</b>	<b>9953000</b>

6. Details of Shares held by Promoter and Promoter Group.

<b>Sr. No.</b>	<b>Name of the Promoters/Promoter group</b>	<b>No. of shares</b>
1.	Mr. Vipul H Thakkar	3637510
2.	Mr. Jignesh A Patel	3603710
3.	Mr. Minesh V Doshi	1926580
4.	Mr. Palak V Shah	785200
5.	Ms. Kajal V Thakkar	490200
6.	Ms. Jolly J Patel	524000
7.	Mr. Haridas K Thakkar	1400
8.	Ms. Manjulaben A Patel	700
9.	Mr. Amratlal K Patel	700
10.	Ms. Varsha M Doshi	110000
11.	Ms. Zankhana P Shah	110000
	<b>Total</b>	<b>11190000</b>

## 7. Shareholding pattern of the Company.

The table below presents shareholding pattern of the Company as on the date of Prospectus:

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised 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)	
								Class: Equity	Classes: NA	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	11	11190000	0	0	11190000	88.84	11190000	0	11190000	88.84	0	88.84	0	0.00	0	0.00	11190000
(B)	Public	7	1405000	0	0	1405000	11.16	1405000	0	1405000	11.16	0	11.16	0	0.00	0	0.00	1405000
(C)	Non Promoter - Non Public	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Total</b>	<b>18</b>	<b>12595000</b>	<b>0</b>	<b>0</b>	<b>12595000</b>	<b>100.00</b>	<b>12595000</b>	<b>0</b>	<b>12595000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>12595000</b>

Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)		
								Class: Equity	Class: NA									Total
(1) Indian																		
(a) Individuals/Hindu undivided Family		11																
Mr. Vipul H Thakkar	ABVPT8027A	01	3637510	0	0	3637510	28.88	3637510		3637510	28.88	28.88	0	0	0	0	3637510	
Mr. Jignesh A Patel	ABXPP2283Q	01	3603710	0	0	3603710	28.61	3603710		3603710	28.61	28.61	0	0	0	0	3603710	
Mr. Minesh V Doshi	AEHPD1881M	01	1926580	0	0	1926580	15.30	1926580		1926580	15.30	15.30	0	0	0	0	1926580	
Mr. Palak V Shah	AFXPS5699R	01	785200	0	0	785200	6.23	785200		785200	6.23	6.23	0	0	0	0	785200	
Ms. Kajal V Thakkar	ABVPT8028R	01	490200	0	0	490200	3.89	490200		490200	3.89	3.89	0	0	0	0	490200	
Ms. Jolly J Patel	AETPP8942D	01	524000	0	0	524000	4.16	524000		524000	4.16	4.16	0	0	0	0	524000	
Mr. Haridas K Thakkar	AAHPT8322K	01	1400	0	0	1400	0.01	1400		1400	0.01	0.01	0	0	0	0	1400	
Ms. Manjulaben A Patel	AFXPP7343D	01	700	0	0	700	0.01	700		700	0.01	0.01	0	0	0	0	700	
Mr. Amratlal K Patel	AISPP6670P	01	700	0	0	700	0.01	700		700	0.01	0.01	0	0	0	0	700	
Ms. Varsha M Doshi	AKHPD0846L	01	110000	0	0	110000	0.87	110000		110000	0.87	0.87	0	0	0	0	110000	
Ms. Zankhana P Shah	BCDPS3615M	01	110000	0	0	110000	0.87	110000		110000	0.87	0.87	0	0	0	0	110000	
(b) Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Name (xyz...)																		
(c) Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Name (xyz...)																		
(d) Any Other (specify) Bodies Corporate																		

Name (xyz...)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)		11	11190000	0	0	11190000	88.84	11190000	0	11190000	88.84	0	0	0	0	11190000
(2) Foreign																
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)																
Name (xyz...)																
(b) Government																
Name (xyz...)																
(c) Institutions																
Name (xyz...)																
(d) Foreign Portfolio Investor																
Name (xyz...)																
(f) Any Other (specify)																
Name (xyz...)																
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		11	11190000	0	0	11190000	88.84	11190000	0	11190000	88.84	0	0	0	0	11190000

Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos. of share holder (III)	No. of fully paid up shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (Not applicable) (b)		
								Class: Equity	Class: NA									Total
(1) Institutions																	NA	
(a) Mutual Funds/ Name (Xyz)																		NA

(b)	Venture Capital Funds																	NA	
	Name (Xyz)																		NA
(c)	Alternate Investment Funds																		NA
	Name (Xyz)																		NA
(d)	Foreign Venture Capital Investors																		NA
	Name(Xyz)																		NA
(e)	Foreign Portfolio Investors																		NA
	Name(Xyz)																		NA
(f)	Financial Institutions/ Banks																		NA
	Name(Xyz)																		NA
(g)	Insurance Companies																		NA
	Name(Xyz)																		NA
(h)	Provident Funds/ Pension Funds																		NA
	Name(Xyz)																		NA
(i)	Any Other (specify)																		NA
	Name(Xyz)																		NA
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA
(2)	<b>Central Government/ State Government(s)/ President of India</b>																		NA
	Name(Xyz)																		NA
	Sub-Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA
(3)	<b>Non-institutions</b>																		NA
(a)	Individuals - Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																		NA
	Name(Xyz)																		NA

(b)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		5	205000	0	0	205000	1.63	205000		205000	1.63	0	1.63	0	0	205000
	Mr. Akshay J. Doshi	AAHPD2867K	01	100000	0	0	100000	0.79	100000		100000	0.79		0.79	0	0	100000
	Mrs. Deena Pradeep Shah & Mr. Pradeep D Shah	ABHPS1391J AAKPS6820L	01	25000	0	0	25000	0.20	25000		25000	0.20		0.20	0	0	25000
	Mrs. Bhavna H Mehta & Mr. Himanshu R Mehta	AAHPM4352L AACPM9468N	01	25000	0	0	25000	0.20	25000		25000	0.20		0.20	0	0	25000
	Mr. Paresh K Shah	AAJPS5100N	01	25000	0	0	25000	0.20	25000		25000	0.20		0.20	0	0	25000
	Mr. Bharat C Shah	ACUPS2455D	01	30000	0	0	30000	0.24	30000		30000	0.24		0.24	0	0	30000
(c)	NBFCs registered with RBI																NA
	Name(Xyz)																NA
(d)	Employee Trusts																NA
	Name(Xyz)																NA
(e)	Overseas Depositories (holding DRs) (balancing figure)																NA
	Name(Xyz)																NA
(f)	Any Other (specify)																NA
	Bodies Corporate		2	1200000	0	0	1200000	9.53	1200000		1200000	9.53	0	9.53	0	0	1200000
	Gagandeep Credit Capital Private Ltd	AAACO0519R	01	900000	0	0	900000	7.15	900000		900000	7.15		7.15	0	0	900000
	Parker Multi-Commodities (India) Private Limited	AAACP9355J	01	300000	0	0	300000	2.38	300000		300000	2.38		2.38	0	0	300000
	Sub-Total (B)(3)	0	7	1405000	0	0	1405000	11.16	1405000		1405000	11.16	0	11.16	0	0	1405000
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	0	7	1405000	0	0	1405000	11.16	1405000		1405000	11.16	0	11.16	0	0	1405000



Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

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

## 8. Equity Shares held by top ten shareholders

The list of top 10 shareholders of the Company and the number of Equity Shares held by them as on the date of filing and 10 days prior to the date of filing of Prospectus is as under:

Sr. No.	Name of Shareholder	No. of Shares	% of paid up capital
1.	Mr. Vipul H Thakkar	3637510	28.88
2.	Mr. Jignesh A Patel	3603710	28.61
3.	Mr. Minesh V Doshi	1926580	15.30
4.	Gagandeep Credit Capital Private Ltd	900000	7.15
5.	Mr. Palak V Shah	785200	6.23
6.	Ms. Jolly J Patel	524000	4.16
7.	Ms. Kajal V Thakkar	490200	3.89
8.	Parker Multi-Commodities (India) Private Limited	300000	2.38
9.	Ms. Varsha M Doshi	110000	0.87
10.	Ms. Zankhana P Shah	110000	0.87
	<b>Total</b>	<b>12387200</b>	<b>98.35</b>

\*This does not include the Equity Shares that the shareholders will be entitled to upon exercise of options under ESOP 2017.

The list of top 10 shareholders of the Company and the number of Equity Shares held by them two years prior to the date of filing of Prospectus is as under:

Sr. No.	Name of Shareholder	No. of Shares	% of paid up capital
1.	Mr. Vipul H Thakkar	1818755	32.51
2.	Mr. Jignesh A Patel	1801855	32.20
3.	Mr. Minesh V Doshi	963290	17.22
4.	Mr. Palak V Shah	392600	7.02
5.	Ms. Kajal V Thakkar	245100	4.38
6.	Ms. Jolly J Patel	262000	4.68
7.	Mr. Haridas K Thakkar	700	0.01
8.	Ms. Manjulaben A Patel	350	0.01
9.	Mr. Amratlal K Patel	350	0.01
10.	Ms. Varsha M Doshi	55000	0.98
11.	Ms. Zankhana P Shah	55000	0.98
	<b>Total</b>	<b>5595000</b>	<b>100.00</b>

\*This does not include the Equity Shares that the shareholders will be entitled to upon exercise of options under ESOP 2017.

## 9. Employee stock option plans

### ESOP 2017

Our Company, pursuant to resolutions passed by our Board and our Shareholders resolutions dated April 6, 2017 and April 27, 2017, respectively, adopted SILVER TOUCH ESOP - 2017 ("ESOP 2017"). Pursuant to ESOP 2017, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2017). The aggregate number of Equity Shares, which may be issued under ESOP 2017, shall not exceed 1,25,000 Equity Shares. The details of ESOP 2017 are as follows:

Particulars	Details
Options granted	90,000
Pricing formula	Determined by the Nomination and Remuneration Committee
Exercise Price of Options	Rs.50 each
Vesting period	One year from the date of grant.
Options vested and not exercised	Nil

Options exercised	Nil
Total number of Equity Shares that would arise as a result of full exercise of options already granted	90,000
Options forfeited / lapsed	Nil
Variation of terms of options	Nil
Money realized by exercise of Options	Nil
Total number of options in force	90,000
Employee-wise detail of options granted to	
i. Senior managerial personnel	Refer note below
ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Mr. Himanshu S Jain, Whole Time Director has been granted 30,000 options which is 33.33% of the total options granted during the year.
iii. Identified employees who were granted options during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None
Fully diluted Earnings per Equity Share – (face value Rs.10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with relevant accounting standards	Not applicable <sup>(1)</sup>
Lock-in	The shares arising out of exercise of vested options would be subject to lock-in period of one year from the date of allotment.
Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI ESOP Regulations had been followed	Not applicable <sup>(1)</sup>
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share – (face value ₹10 per Equity Share)	Not applicable <sup>(1)</sup>
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Not applicable
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Not applicable
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	Not applicable as no Equity Share has yet been allotted under the ESOP 2017.
Intention to sell Equity Shares arising out of the ESOP 2017 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2017 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), which inter alia shall include name, designation and quantum of the equity shares issued under the ESOP 2017 and the quantum they intend to sell within 3 months.	Not applicable as none of the directors, senior managerial personnel and employees is entitled to options amounting to more than 1% of the issued capital.

(1) The options have been granted by our Company after March 31, 2017 and will be vested and exercised as per the ESOP 2017.

**Notes:**

Details of employees to whom options have been granted are as under:

Sr. No.	Employee Name	Designation	No of Options granted
1.	Vijaykumar K. Shah	Whole Time Director	2000
2.	Amit B. Desai	AVP - Sales	3000
3.	Yusuf Gandhi	Project Manager	3000
4.	Vinod Kadia	Head IT	3000
5.	Rachit N. Patel	Sr. Project Manager	3000
6.	Rohan Pawaskar	Manager - E_Governance	2000
7.	Niraj Dave	Project Leader	1000
8.	Prakash Patni	Project Leader	1000
9.	Yogendrasinh R. Rao	Project Manager	3000
10.	Francis Peterson	Business Manager	3000
11.	Joyal Jhaveri	Project Leader	2000
12.	Vipul Thacker	Asst. Project Leader	2000
13.	Kalpesh Bakotiya	Project Leader	2000
14.	Ankit Desai	AVP – New Business Development	2000
15.	Divyesh Doshi	Technical Leader	1000
16.	Rishabh Kumar Nanavati	Project Leader	1000
17.	Manoj P. Malani	AVP Business Consulting	2000
18.	Sanjoy Kumar Roy	Sr. Manager Operation	2000
19.	Jaimin Mehta	Project Leader	1000
20.	Maulin Pandya	Project Leader	1000
21.	Bhaumik Vora	Technical Leader	1000
22.	Bikram Singh Rawat	Manager Bid	2000
23.	Sukhbir Singh Khalsa	Technical Leader	1000
24.	Dhruv Darji	Project Leader	1000
25.	Naimesh C. Nayak	Head - HR	1000
26.	Ami Ahuja	Executive	2000
27.	Paulin V. Shah	Sr. Manager Accounts & Finance	2000
28.	Nilesh Bhavsar	Head - License Soft Div	3000
29.	Chintan Shah (BA)	Sr. Business Analyst	1000
30.	Sanjay Tamboli	Project Manager	1000
31.	Mihir R. Joshi	Sr. VP - Business Development	2000
32.	Nirmal R. Goplani	VP E -Governance	2000
33.	Vinay Chavda	Asst. Manager	1000
34.	Himanshu S Jain	Whole Time Director	30000
	<b>Total</b>		<b>90000</b>

**10. Details of transactions in Equity Shares by the Promoters and Promoter Group of the Company**

Except the Shares issued due to Bonus Issue made by the Company on May 6, 2017, there are no Equity Shares that have been purchased or acquired by the Promoter Group and/or the Directors and/or the immediate relatives of the Directors (as defined under Regulation 2(1)(zb)(ii) of the ICDR Regulations) within the last six months preceding the date of filing the Prospectus with the Stock Exchange.

11. No share has been allotted by the Company to any person in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
12. The Company has re-valued its assets in Financial Year 2010-11 but has not issued any shares out of the revaluation reserves. For details of the revaluation of assets, please refer page 105 in Section "History and Certain Corporate Matters".
13. There has been no financing arrangements whereby the promoter group, the directors of the company and their relatives have financed the purchase by any other person of securities of the company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing Prospectus with the Stock Exchange.

14. Neither the Company, its Promoters, its Directors, nor the LM have entered into any buy-back and/or standby arrangements for purchase of Equity Shares of the Company offered through this Prospectus.
15. An applicant cannot make an application for more than the number of Equity Shares offered through the Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
16. Under-subscription, if any, in any category would be met with spill over from other categories at the sole discretion of the Company in consultation with the LM.
17. In case of over-subscription, allotment will be on proportionate basis as detailed in Para on "Basis of Allotment". An over-subscription to the extent of 10% of the Offer Size can be retained for the purpose of rounding off to the nearer multiple of 1000 Equity Shares (which is minimum allotment lot), while finalizing the allotment.
18. The Company has not raised any bridge loan against the proceeds of the Offer.
19. Except ESOP 2017, as mentioned above, the Company does not have any ESOS/ESPS scheme for its employees and it does not intend to allot any shares to its employees under ESOS/ESPS scheme from the proposed Offer.
20. The company presently does not have any intention or proposal to alter its capital structure for a period of six months from the date of opening of the Offer, by way of split/consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise, except that the company may issue options to its employee pursuant to any employee stock option plan, or if the company goes for acquisitions, joint ventures or strategic alliances, subject to necessary approvals, it might consider raising additional capital to fund such activity or use share as currency for acquisition and/or participation in such joint venture or strategic alliance or for regulatory compliances.
21. All the existing Equity Shares of the Company are fully paid up. The Equity Shares offered pursuant to the Offer shall be fully paid-up at the time of Allotment.
22. There would be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of the Draft Prospectus to Stock Exchange until the Equity Shares offered/ to be offered pursuant to the Offer have been listed.
23. The company has not issued any Equity shares out of revaluation reserves. Except as stated in the section "Capital Structure" on page no.56 of Prospectus, the Company has not issued any Equity Shares for consideration otherwise than for cash.
24. At any given point of time, there shall be only one denomination for the Equity Shares of the Company. The Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.
25. The company has 18 members as on the date of filing of the Prospectus with Stock Exchange.
26. Except the options granted under ESOP 2017, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares.
27. LM or their associates does not hold any Equity Share in the Company.

## OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchange and to carry out the Offer for Sale. We believe that the listing of the Equity Shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer and all proceeds from the Offer shall go to the Selling Shareholders.

### Offer Related Expenses

The total expenses of the Offer are estimated to be approximately Rs.51.00 lacs. The expenses of the Offer include, among others, payment to merchant banker, underwriting and selling commission, printing and distribution expenses, advertising & marketing expenses and others. All expenses with respect to the Offer will be allocated on the following basis:

Sr. No.	Activity	Total (Rs. in Lacs)*	% of the offer expenses	% of the offer size
1	Offer Management fees including payment to intermediaries such as Lead Manager, Registrars, Legal Advisors and other out of pocket expenses, Underwriting Commission, Selling Commission and Processing Fees to SCSBs and other intermediaries, Advertisement, Printing & Stationery, Marketing Expenses, etc	41.00	80.39	1.02
2	Regulatory (NSE, NSDL, CDSL)	4.50	8.82	0.11
3	Market Making fees (1 <sup>st</sup> year)	3.00	5.88	0.07
4	Other miscellaneous Expenses	2.50	4.90	0.06
5	<b>Total estimated Offer expenses</b>	<b>51.00</b>	100.00	1.27

\* excluding taxes, if any.

1. The SCSBs would be entitled to processing fees of Rs.25 per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.
2. Further the SCSBs and other intermediaries, including registered brokers, RTAs, CDPs, will be entitled to selling commission of 0.20% of the Amount Allotted (product of the number of Equity Shares Allotted and the Offer Price) for Retail Individual Investors and 0.10% of the Amount Allotted for Other Investors for the forms directly procured by them.
3. The payment towards selling commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.
4. Except for the Listing Fees & the Market Making Fees, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by the Selling Shareholder in proportion to the Equity Shares contributed to the Offer. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses. The Offer expenses are estimated expenses and subject to change.

### Monitoring of Utilization of Funds

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

## BASIS FOR OFFER PRICE

The Offer Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is Rs.10 and Offer Price is Rs.121 per Equity Shares and is 12.10 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information of the Company” and the chapter titled “Business Overview” beginning on page nos. 10, 136 and 86 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:

- Long experience of the promoters in the industry;
- End-to-end ICT solution under a single umbrella
- We follow the Quality standards (CMMI Maturity Level 5 Certification) which are followed by leading IT companies.
- Provide flexibility & transparency to work as an extension IT arm of the customer.
- Track Record of successful execution of projects.
- Experience across various Industry Vertical.
- Experienced team.

For further details, please refer to “Business Overview” on page 86.

### QUANTITATIVE FACTORS

Information presented in this section is derived from the Company’s restated Standalone & Consolidated financial statements. Some of the quantitative factors, which form the basis for computing the Offer price, are as follows:

#### 1. Basic & Diluted Earnings Per Share (EPS) as adjusted for change in capital:

Year ended	Standalone		Consolidated	
	(Rs.)	Weight	(Rs.)	Weight
March 31, 2015	1.89	1	2.33	1
March 31, 2016	2.68	2	2.74	2
March 31, 2017	3.76	3	3.62	3
Weighted Average	3.09		3.11	
3 months ended June 30, 2017 (Not Annualised)	1.83		1.64	

Note:

$$\text{Basic \& Diluted Earnings per share} = \frac{\text{Net Profit available for appropriation (as restated)}}{\text{Weighted average number of equity shares outstanding during the year}}$$

#### 2. Price Earning (P/E) ratio in relation to Offer Price of Rs. 121 per share of Rs.10 each

Sl. No.	Particulars	Standalone	Consolidated
1.	P/E ratio on the Basic & Diluted EPS for the year ended March 31, 2017	32.18	33.42
2.	P/E ratio on the weighted average Basic & Diluted EPS	39.16	38.91

#### Industry P/E

Particulars	Name of Company	P/E	Name of Company	P/E
		Standalone		Consolidated
i) Highest	Allied Digital Services	65.14	Onward	34.09

	Ltd		Technologies Ltd	
ii) Lowest	Fourth Dimension Solutions Limited	5.67	Fourth Dimension Solutions Limited	5.65
iii) Industry Composite		29.75		19.87

The industry high and low has been considered from the industry peers provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peers provided later in this section.

### 3. Return on Net Worth (RONW %)

Year ended	Standalone		Consolidated	
	(%)	Weight	(%)	Weight
March 31, 2015	6.71	1	8.16	1
March 31, 2016	10.31	2	8.88	2
March 31, 2017	11.07	3	10.60	3
Weighted Average	10.09		9.62	
3 months ended June 30, 2017 (Not Annualised)	5.71		5.13	

$$\text{Return on Net Worth (\%)} = \frac{\text{Net Profit available for appropriation (as restated)}}{\text{Net worth at the year end}} \times 100$$

### 4. Minimum Return on Net Worth (RoNW) after Offer to maintain Pre- Offer EPS for FY 2016-17:

There will be no change in the RoNW required to maintain pre offer EPS as the Offer is by way of Offer for Sale by the Selling Shareholders and there will not be any change in the Share Capital or Net Worth.

### 5. Net Asset Value per Equity Share

Particulars	After Bonus & private placement	
	Standalone (Rs.)	Consolidated (Rs.)
Year Ended March 31, 2017	33.99	34.15
3 months ended June 30, 2017	32.02	31.98
NAV after the Offer*	32.02	31.98
Offer Price	Rs.121	

\* There will be no change in the NAV as the Offer is by way of Offer for Sale by the Selling Shareholders and there will not be any change in the Share Capital, no of shares or Net Worth.

### 6. Comparison of Accounting Ratios

The comparable ratios of the companies which are to some extent similar in business are as given below:

Sl. No.	Name of the Company	Standalone / Consolidated	Face Value (Rs.)	EPS (Rs.)	P/E***	RONW (%)	Book Value per share (Rs.)	Revenue from Operations (Rs. in Lacs)	CMP****
1.	Silver Touch Technologies Limited	Standalone*	10	3.76	32.18 <sup>@</sup>	11.07	33.99	11860.72	NA
2.	Silver Touch Technologies Limited	Consolidated*	10	3.62	33.42 <sup>@</sup>	10.60	34.15	12296.38	NA
<b>Peer Group**</b>									
3.	Allied Digital Services Ltd	Standalone	5	0.35	57.71	0.39	89.57	7810	20.20
		Consolidated	5	(0.07)	NA	NA	89.37	21530	20.20
4.	Onward	Standalone	10	1.93	67.36	6.12	31.34	9458.87	130.00



	Technologies Ltd	Consolidated	10	3.52	36.93	12.47	27.85	22373.08	130.00
5.	Tera Software Ltd	Standalone	10	8.79	6.23	12.53	70.47	25372.09	54.80
6.	Dev Information Technology Ltd	Standalone	10	7.28	8.04	18.03	39.90	5652.46	58.50
7.	Fourth Dimension Solutions Limited	Standalone	10	10.08	4.55	32.22	31.28	149085.12	45.90
		Consolidated	10	10.09	4.55	31.86	31.63	149124.39	45.90

\* Based on restated financial statements of the Company for year ended March 31, 2017 after giving effect to issue of bonus shares and private placement.

\*\* All the financial information for listed industry peers mentioned above is sourced from the annual report of the respective companies for the year ended as on March 31, 2017 as available on BSE website/Company's website, unless provided otherwise.

\*\*\* P/E ratio has been derived based on CMP as mentioned divided by the EPS

\*\*\*\* Current Market Price (CMP) on BSE/NSE Emerge has been taken as closing price of respective equity shares on October 31, 2017 except Dev Information Technology Ltd & Fourth Dimension Solutions Limited for which the price is of October 27, 2017.

@ Price Earning (P/E) Ratio in relation to the Offer Price of Rs.121 per share

The Offer Price of Rs.121 per share is justified in view of the above qualitative and quantitative parameters. The investors should peruse the risk factors and the financials of the Company including accounting ratios, as set out in "Financial Information of the Company" on page no. 10 & 136 of the Prospectus to have a more informed view of the investment.

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors  
Silver Touch Technologies Limited  
2<sup>nd</sup> Floor, Saffron Building,  
Near Panchvati Cross Roads,  
Ahmedabad – 380 006,  
Gujarat

Dear Sirs,

**Sub: Statement of possible tax benefits available to the Company and its shareholders on proposed Public Issue of Shares under the existing tax laws**

We hereby confirm that the enclosed Annexure, prepared by Silver Touch Technologies Limited ('the Company'), states the possible tax benefits available to the Company and the shareholders of the Company under the Income-tax Act, 1961 ('IT 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 tax laws.

Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not fulfill.

The benefits discussed in the Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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 issue. Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India. We do not express any opinion or provide any assurance whether:

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

The contents of the annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change. We shall not be liable to Silver Touch Technologies Limited for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

Thanking you,

Yours faithfully,

**For Ambalal Patel & Co.**  
**Chartered Accountants**  
**FRN: 100305W**

**CA. Nilay R. Bhavsar**  
**(Partner)**  
**M No: 137932**

Date: 05/08/2017

Place : Ahmedabad

**ANNEXURE**

**STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

**A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

**I. Special Benefits available to our Company**

There are no special tax benefits available to our Company.

**II. Special Benefits available to the Shareholders of our Company**

There are no special tax benefits available to the Equity Shareholders.

## SECTION IV – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

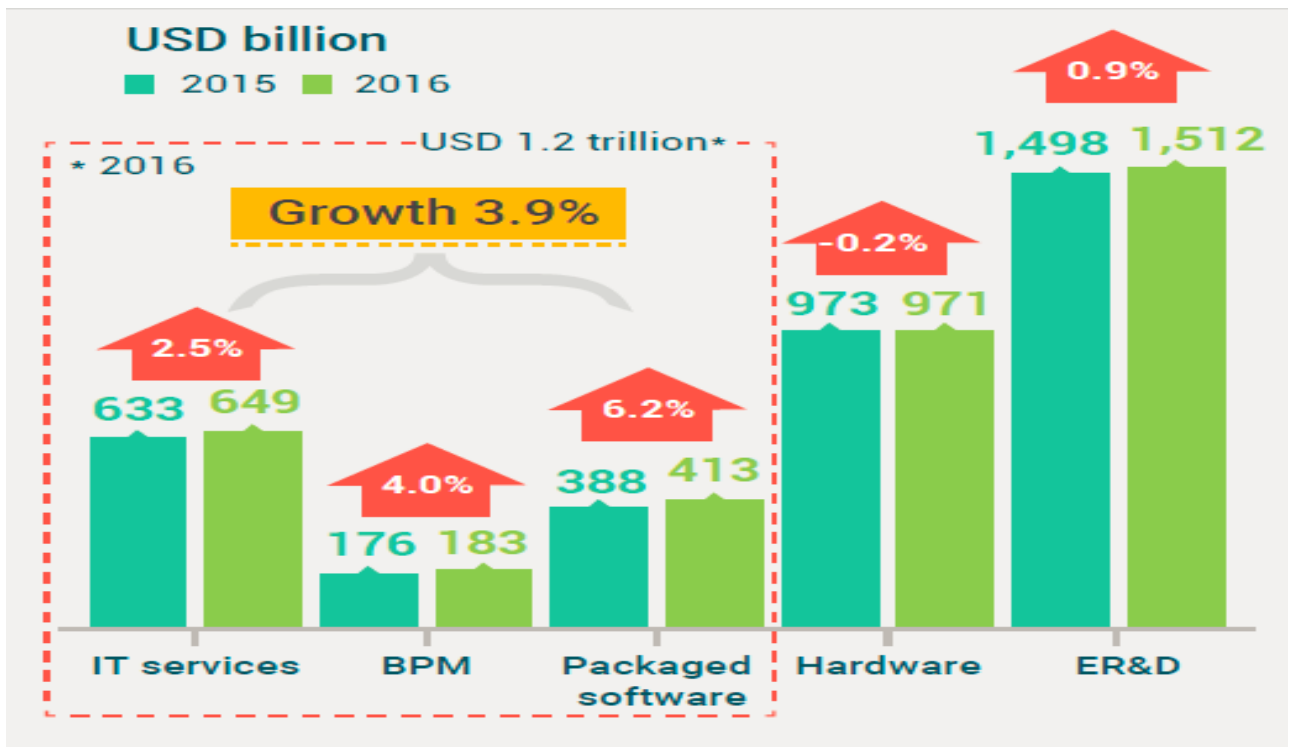
#### The Global IT-BPM Industry

Worldwide, 2016 has been a year of continued technology disruptions (IoT, cloud, AI, etc.) and political upheavals led by the UK voting to leave the EU (Brexit) and the US Presidential elections. The year also saw a decline in GDP of key markets (USA, UK and Japan). While the implications of the political changes are yet to be fully felt, technology implications are visible everywhere. Driverless cars are now a reality, driverless trucks are being beta-tested in a few cities around the world; artificial intelligence has enabled intelligent personal assistants and robotics has found its way into household chores, hospitality industry, media, and medical fields.

2016 was also the year when global technology industry saw fairly modest rise in growth, about 4%, after a couple of years of flat growth. Global IT-BPM market stood at USD 1.2 trillion in 2016 (excl. hardware). And the ongoing need for firms to adapt to the age of the customer is pushing CIOs to invest in the business technology agenda for winning, serving and retaining customers.

Global sourcing market growth continues to outperform IT-BPM spend growth; in 2016, global sourcing grew 1.7X to reach USD 173-178 billion. India continued as the world's No.1 sourcing destination with a share of 55 per cent. New delivery centers set up worldwide in 2016 grew ~32% to 258 centers with 15% being set up in India and over 53% in Europe and Latin America a testament of the growing nearshore model.

IT-BPM sector wise spend (USD Billion)  
Software & Services: ~4% Growth over 2015



NASSCOM notes that Global sourcing market growth continues to outperform IT-BPM spend growth; in 2016, global sourcing grew 1.7X to reach USD 173-178 billion.

#### The Indian IT-BPM Industry

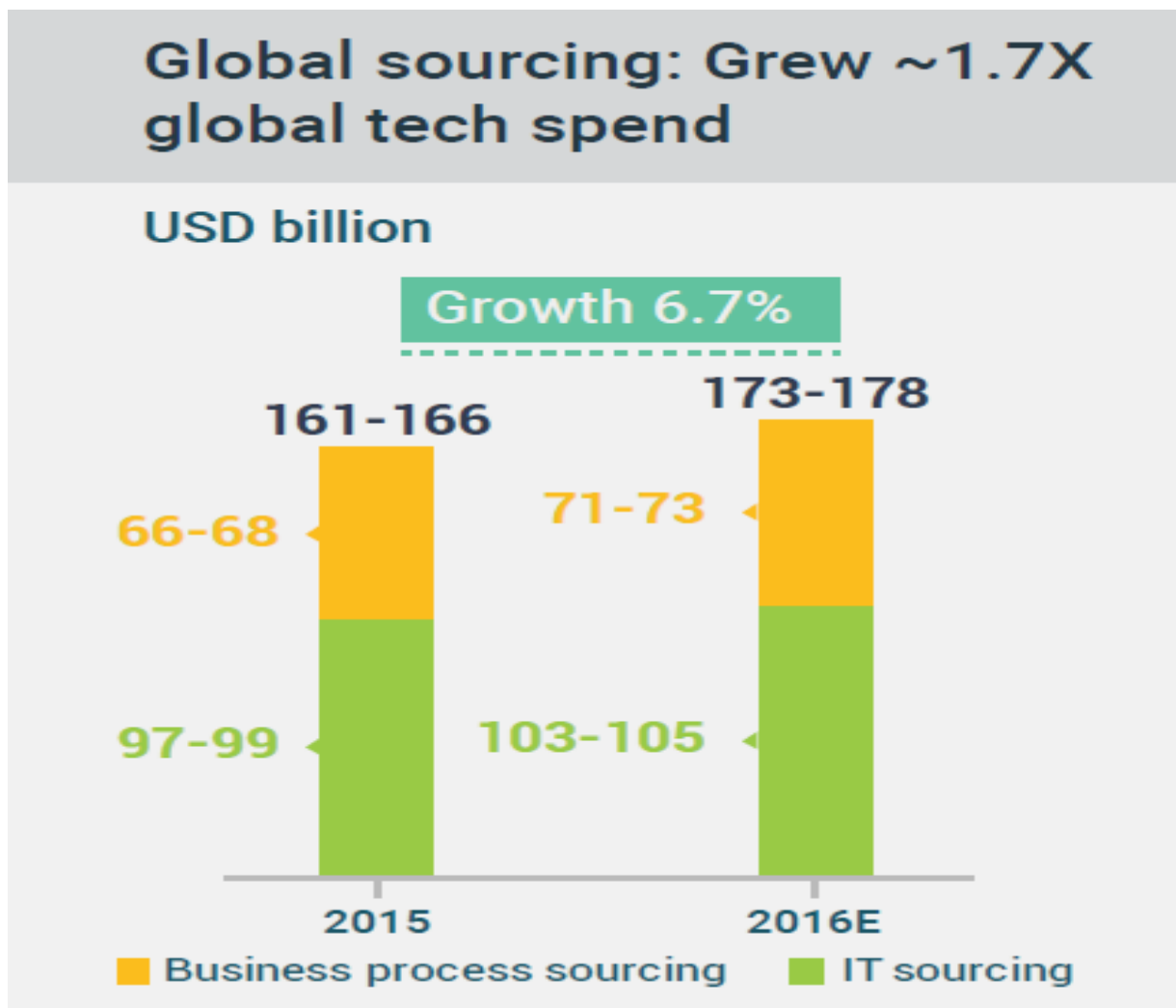
##### Overview

India's IT-BPM industry is feeling the impact of the global slowdown and global political uncertainties as clients go slow on their decision-making and investment processes. The industry is projected to grow nearly 8% in FY2017 – from USD 143 billion in FY2016 to USD 154 billion (excl. eCommerce), an addition of over USD 11 billion.

Share in total service exports is estimated at >49% and the industry's contribution relative to India's GDP is >7.7%. Overall, the industry is estimated to employ nearly 3.9 million people, an addition of ~170,000 people over FY2016.

IT services segment has a 52% share, followed by BPM and ER&D and packaged software (19% each) and hardware (9%). eCommerce market is estimated at USD 33 billion, a 19% growth over FY2016.

The industry comprises 16,000+ firms that offer the complete range of services. With a presence of over 4,750 start-ups –India is the 3rd largest start-up ecosystem in the world.



The table below shows the revenues for the various segments of the Indian IT-BPM domestic and export revenue for Fiscal year 2015, Fiscal year 2016 and Fiscal year 2017 (estimated):

USD Billion	FY 2015			FY 2016			FY 2017E		
	Exports	Domestic	Total	Exports	Domestic	Total	Exports	Domestic	Total
IT Services	55	13	69	61	14	75	65	15	80
BPM	22	4	26	24	4	28	26	4	30
Packaged software, ER&D <sup>1</sup>	20	4	24	22	4	27	25	5	29

Hardware	0.4	13	14	0	13	14	0	14	14
<b>Total IT-BPM</b>	<b>98</b>	<b>34</b>	<b>132</b>	<b>108</b>	<b>35</b>	<b>143</b>	<b>117</b>	<b>38</b>	<b>154</b>
eCommerce <sup>2</sup>	-	-	-	-	28	28	-	33	33

**Note:**

E: Estimate

1. ER&D includes Product Engineering Services (PES) of both GICs and third-party firms (earlier called Outsourced Software Product Development)
2. eCommerce numbers have been revised for FY2016 and hence are not comparable with previous years.

The table below shows the break-up of the amount of exports of IT services (in US dollar terms) of the various segments for Fiscal Year 2015, 2016 and 2017E:

USD Billion	FY 2015	FY 2016	FY 2017E
<b>Project based</b>	<b>28</b>	<b>30</b>	<b>32</b>
IT consulting	1	2	1.7
Systems integration	2	2	1.8
Custom application development	20	22	22.9
Network consulting and integration	1	1	0.7
Software Testing	4	5	5.2
<b>Outsourcing</b>	<b>24</b>	<b>26</b>	<b>28.3</b>
Application management	7	7	7.9
IS outsourcing	11	12	13.4
Others	6	7	7.0
<b>Support and Training</b>	<b>4</b>	<b>4</b>	<b>4.5</b>
Software deploy and support	3	3	3.6
Hardware deploy and support	0.2	0.3	0.3
IT education and training	1	1	0.6
<b>TOTAL</b>	<b>55</b>	<b>61</b>	<b>65</b>

(E: Estimate)

**Trends**

According to NASSCOM, the IT-BPM sector in India is expected to reach revenues worth USD 154 billion in FY 2017, with a growth rate of 7.8 per cent.

*Exports*

The exports market grew at 7.6 per cent during the FY 2017 to reach USD 117 billion.

*Domestic*

NASSCOM notes that the domestic market witnessed a growth of 8.5 per cent to reach USD 38 billion in FY 2017.

IT services has come a long way from providing cost arbitrage to managing IT from a business perspective and providing enterprise digital transformation. Not only has the overall understanding of business improved, services are now more closely aligned and customised to the needs of individual customers in every industry and focused on providing business outcomes. The effect of digitisation and automation has pervaded all the key service areas, converting from process and delivery driven to strategic and transformational solution providers. Customers are looking for 'platformised services' providing business outcomes at minimum costs and fastest possible time.

The table below shows the evolution of the Indian IT-BPM industry over the past four decades in terms of various metrics:



Note:

1. Data given for FY1991, FY2000, FY 2010, FY 2017
2. Share in total services exports
3. World bank has revised its base from 2005 to 2010; hence, the change in % share vis-à-vis previous years
4. Total global sourcing numbers have been revised

### Trends in the exports markets

According to NASSCOM, IT-BPM exports from India in fiscal year 2017 are expected to reach at USD 117 billion, a 7.6% growth over the previous year and an addition of USD 8.2 billion. IT services accounts for nearly 56% share and this segment is nearly 2.5X the next largest segment, BPM. At USD 26 billion, BPM's share in total exports is about 22.5%. ER&D and packaged software together account for a little over 21% share. Of the total incremental addition, BPM and ER&D exports together are likely to have a 50% share.

India's IT-BPM exports are playing a key role in India's economy. It's share in India's total services exports is over 49% and it accounts for 32% of India's forex reserves.

### Trends in the domestic market

In FY2017, India's domestic IT-BPM market is likely to grow over 8.5% y-o-y to reach USD 38 billion (excl. eCommerce). IT services is the largest segment with close to 40.5% share, followed by hardware (~37%), software products (12.5%) and BPM with 10% share.

In terms of growth, IT services is to record the fastest growth of 11.4%; demand for mobile apps, website development and consulting services (around customer experience, IoT, and analytics) are the key growth drivers. Software products, though, only one-third the size of IT services segment, is to grow 10.4% to USD 4.8 billion due to the ever growing demand for cloud-based solutions, particularly from

SMBs. Rapid digitization and GST implementation is expected to further catalyze growth as firms would focus on modifying/implementing ERP solutions to simplify their supply chain and inventory management systems.

### **India as a Digital Solutions Partner**

As technology continues to evolve rapidly and permeate more layers of business operations, digital solutions have become an integral component of the growth roadmaps for most enterprises. The enterprise imperative for going digital is fuelled by confluence of factors including an expanding base of demanding digital-savvy consumers, intensified competition from digital-savvy competitors including disruptivew-entrants, and the necessity to stay ahead of them in the market. This has been aided by ubiquitous access to enabling technologies at rapidly increasing efficiencies in terms of cost and performance and their successful application towards improving customer experience.

Technology service providers have responded to these evolving priorities by ramping up their digital services portfolio through a variety of internal (organic capability development, reorganisation and resource rebalancing) and external (partnerships, strategic investments and acquisitions) measures. The key drivers for this change are enhanced customer engagement, business model innovation, application portfolio consolidation, and data based personalization initiatives across industries in order to further improve operational efficiencies.

Adoption of digital technologies at the enterprise level in India is still at a very nascent stage. Spend on social media highest; while security, analytics spend is less than 5% of the total IT budget. BFSI, telecom, retail are already on the digital transformation journey and the progression path is towards becoming a digital enabled organization, while healthcare is in the early stages of adopting technologies and is yet to define a digital strategy at the organisation level.

### **Digital India Key Enabler**

With 375+ million Internet subscribers, India has the 2nd largest user base after China. India is highjacking global market shares everywhere, be it the number of internet users, smartphone users, app downloads, and online payments. There is significant push from the government to go Digital; the global technology giants are supporting this; and the 1.3+ billion people are embracing it in a manner like never before. The year-end also witnessed demonetisation of higher value notes, which is giving a significant boost to digital payments – leading to a cashless, paperless economy. Government of India through its 'Digital India' mission has successfully initiated a number of projects which include the National Digital Literacy Mission, e-kranti mission, wi-fi hotspots, NOFNs being laid, newer technologies are being tried to bring Internet closer to the masses. Among the proposed 100 smart cities, 60 cities are already undergoing developments, with a proposed fund allocation of ₹ 2 billion/city/year. With these initiatives, coupled with 'Make in India', India has embarked upon the journey of becoming a 'Digital Nation' in its truest sense.

### **India's value proposition: Partner of the future**

India is setting itself up to be the digital transformation partner for global businesses. Over the past 25 years, it has set up an USD 154 billion business; which comprises over 16,000 firms that span every technology segment, with over 8,000 firms offering digital solutions. It has continuously been the world's No. 1 preferred location for setting up technology business; is one of the world's fastest growth economies and emerging as the R&D hub for global MNCs in digital technologies. India is also home to 4,750+ start-ups offering a ready ecosystem for collaboration and partnerships in niche technology areas. Its global operating model has over 700 ODCs across 80 countries and offers flexibility in terms of business and pricing models.

(Source: The IT-BPM Sector in India: Strategic Review 2017, NASSCOM)



## BUSINESS OVERVIEW

Silver Touch Technologies Limited was founded in February 1995 with a view to deliver our clients with the Information Technology Solutions in the fields of system integration and software Services. Silver Touch Technologies Limited has now grown with its global clientele, and now it is into multiple areas like System integration and Software Development. The Company is providing all end-to-end Information and Communication Technology (ICT) solution to its clients under a single umbrella. Initially, the primary functional areas were restricted to computer sales and maintenance. Building through a long path of more than two decades, presently Silver Touch is offering a variety of services in the field of Information Technology solutions to its clients. The Company has carried out several domestic and international Joint Ventures which have enabled the Company to expand its geographical reach and create diverse clientele. For more details about Joint Ventures/Associates, please refer to page 109. Company has executed various projects in India and other countries including USA, UK, France, Australia, Middle East and Germany.

We strive to constantly improve our software skills, adopting new and improved technologies on a regular basis to keep up with the constantly evolving world of technology. We believe that by integrating our skills with our clients' needs we can achieve the right results.

### Locations:

With our registered and head office at Ahmedabad, we have various branch offices and support offices at various locations in India. Over and above this, we have also established two wholly owned subsidiaries, one each in US and UK and 3 Joint Venture companies, one each in UK, France and India. From all these locations we provide our services to our clients.

Detail of the Registered, Head and Branch offices of the Company are as under:

Sr. No.	Nature of office	Address
1.	Registered office	2 <sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006
2.	Head Office	All offices at Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006 which are owned/occupied by Company as mentioned in “Properties” on page 96.
3.	Branch Office (Daman)	702, 7th Floor, Nilkamal Aprt, C-Wing, Assucena Road, Moti Daman, Daman
4.	Branch Office (New Delhi)	Office No. 321,322,323,418, Somdutt Chambers-II, 9 Bhikaji Cama Place, New Delhi - 110 066
5.	Branch Office (Mumbai)	DBS Business Center, Office Suite No. 249, 2 <sup>nd</sup> Floor, Raheja Chambers, Bldg No.213, Free Press Journal Road, Nariman point, Mumbai 400 021

For details and locations about support offices, please refer “Properties” on page 96.

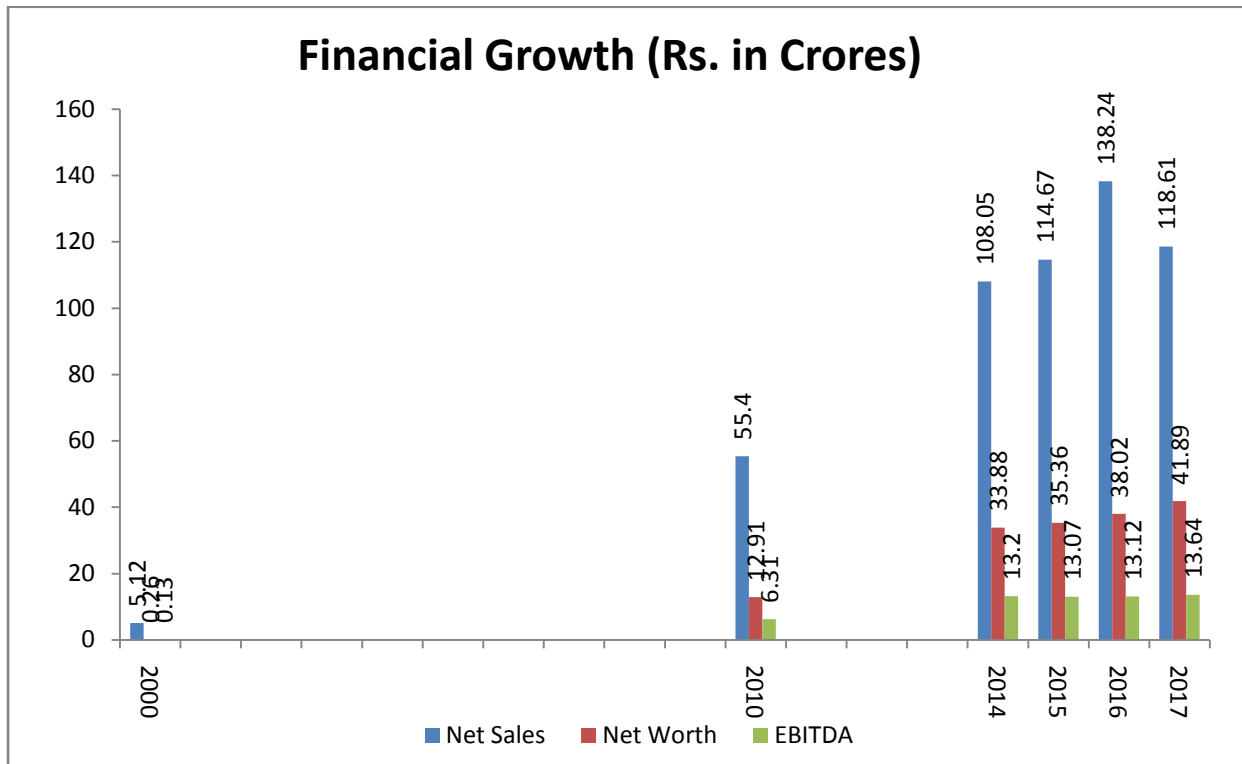
### GROWTH STORY AND MILESTONES

The growth story and major milestones achieved by our company since inception, which tells the success story of our company are as under:

Year	Description
1995	Start of the System Integration Division
2004	Conversion from a Private Limited Company to a Public Limited Company
2007	Establishment of a wholly owned subsidiary in the UK
2009	Company’s “Sales and Operational Income” crosses 50 Crores mark.
2012	Establishment of a wholly owned subsidiary in the USA
2013	Company obtains CMMI Maturity Level 5 Certification
2014	Company’s “Sales and Operational Income” crosses 100 Crores

### Financial Growth:

Financial growth the Company over last few years can be viewed from the below mentioned graph:



#### QUALITY CERTIFICATIONS

1. ISO 9001:2008
2. ISO/IEC 27001 : 2013
3. CMMI Maturity Level 5
4. ISO 20000: 2011

For more details about quality certifications, please refer "Government and Other Approvals" on page 225.

#### AWARDS/RECOGNITION/ACHIEVEMENTS

Some of the awards/recognitions provided to the Company are as under:

##### 2016

- **Leadership Award 2016 for Most Promising IT Company in India of the year 2016** by The Associated Chambers of Commerce and Industry of India (ASSOCHAM).
- **ITPV 9 Regional Editions Partner Leadership Award 2016 for Best Managed IT services Company** by Techplus Media Pvt. Ltd.

##### 2013

- **FY 13 Strategic Deal Partner Excellence Award** by ORACLE.

##### 2012

- GESIA 5<sup>th</sup> Annual Awards for Excellence for **Best Computer Hardware/System Integrator - Gujarat** given by Gujarat Electronics & Software Industries Association (GESIA).
- Award for Best Implementation Partner Award – West by SAP Forum.
- **CRN Xcellence Awards 2012** for India's Best **Enterprise VAR** by UBM.

##### 2011

- **FITAG CONVENTION & LEADERSHIP AWARDS 2011** for **Best System Integrator** by Federation of Information Technology of Gujarat (FITAG).
- Award for **Excellent Contribution towards Cyberoam Growth in Gujarat Region** by **Cyberoam Technologies Private Limited** for the year 2010-11.

## 2010

- Award for **Best Mid-Market Partner- Western Region 2009-10** by IBM.

## 2009

- Award for Best Information Infrastructure Partner, Ahmedabad given by THE DQ WEEK in the year 2009.

## SERVICES WE OFFER

In the modern world, every organization is moving towards digitization which is necessary to stay in the competition and this is what we provide to these companies. Our company is managed by experienced IT, marketing and administrative professionals.

Our Company provides a wide range of services relating to IT requirements of our clients. Some of the services offered by us are as under:

### eGovernance Solutions

Our software solutions meet requirements of government's projects also. We offer citizen-centric solutions to the governments by combining emerging technologies; we aim to help the government to enhance transparency and responsiveness. We have one and a half decades of experience in serving the Indian Government and supplying successful project completions.

**How We Meet Government Needs:** We keep dedicated government solutions team to focus on the unique nature of challenges confronting governments. Having experience across a number of complex governance projects, our specialists are able to conceptualize, develop and deliver solutions that allow government to meet their stakeholders' interests.

### Our eGovernance Services Includes:

- **Web Portal Development:** Silver Touch puts thought on the balance among technical aspects and the artistic aspects of the Project & Requirements. We design for our clients by keeping its target audience and essence behind the project. We have a team to make web site more attractive as well as content rich. We are qualified for Government Website Designing and Development Standards and Compliance. We have STQC Capability Approval Certification and we are bound to follow GIGW, WCAG and W3C Standards for the projects we do. However, said certificate has expired on December 11, 2016 and we have applied for its renewal which is still pending.
- **Document Management & Archival Solution:** The right combination of functionality and reporting tools that helps the client's Human Resource Department to manage documents and to provide archival solutions. At Silver Touch, we provide the client with such tools.
- **NICSI Roll Out:** Silver Touch Technologies Limited is empanelled with NICSI for Software Development and Manpower Procurement. We rollout through a subject expert at the clients office. We have rolled out various NICSI software/websites for multiple ministries.
- **Implementation:** Silver Touch Technologies Ltd. having empanelment with various State Governments and Organizations for carried out IT Projects in India.

### Software Services

Software Application Development is all about providing a customized solution for the client's critical loop holes. It is a crucial service that can be only handed over to a reliable partner who can ensure that the applications are developed and updated according to clients' demands and current standards. At the

same time, the company can stay away from hassles like operational expenditures, training and development, retaining employees, etc. We deliver custom software applications covering all phases right from implementation to post-production support and continually upgrade and modify them according to the current standards.

#### **Our Software Services Include:**

- **Application Development:** Silver Touch Technologies helps enterprises meet the challenges by building sophisticated applications that performs all the client's tasks with precision. With our experience of working for various industries, and a team of experts, we deliver ideal solutions designed to suit the client's business requirements. We specialize in application development services that span over the full software development life cycle. We deliver customized solutions thus offering better value to the client's business.
- **Application Support and Maintenance:** Catering to the critical needs of customers who have got their applications running on the servers is in itself a crucial responsibility undertaken by Silver Touch. We help our customers with continuous improvement of processes based on customer feedback and performance monitoring. Our support staff do root cause analysis of each issue and resolving them within stipulated time. We have established levels of helpdesk support based on the level of gravity of issue and integrated trouble ticketing system.
- **Application Migration and Modernization:** The Application migration, modernization and re-engineering team at Silver Touch helps the client to modernize and migrate the client's old systems to newer, faster and more efficiently working application with limited risks. We have a track record of successfully modernizing large mission-critical and legacy system projects for our clientele.
- **Product Development / Re – Engineering:** We offer fresh new product development as well as outsource product development services in a way that meet all the client's requirements. With product development becoming synonymous with software development companies today, there is cut-throat competition in the market to stay up to client's expectations. Our team of Software Product Professionals works to set-up an ideal and feature-rich development product for the client.
- **Quality Assurance and Testing:** We are committed to creating value for our customers through our information technology services and products. We try to deliver best products, software solutions and services, on time with quality, and as per customer expectations.
- **Consulting Services:** We provide IT consulting services in various areas such as IT Project Management, IT Transformation, Digital Transformation etc.
- **Staff Augmentation:** Silver Touch provides staff augmentation services to its clients who require additional manpower and skill sets for their IT projects

#### **System Integration**

We are providing a wide range of System Integration services that involves total IT solutions including hardware, network and software implementations. Usually in a typical enterprising environment, the IT requirements essentially consist of hardware and software both. We have an experience in understanding our customer's requirements and giving cost effective solutions that involves both the components with required modules.

#### **Our System Integration Services Includes:**

- **Computers and Peripherals:** We also provide hardware such as PCs, Laptops, Networking Equipments, Printers and other Peripherals as part of the solution in the System Integration Projects which we execute for our clients.
- **Servers and Storage Solutions:** We provide server and storage solution using relevant technology. We design & deploy any class of servers & storage infrastructure for our clients.

- **Cloud Solution (IAAS, PAAS):** The concept of cloud computing has been touted for some time now as the "next big thing" in information technology (IT). We provide Cloud Solution to our clients.
- **Business Continuity Solution (DR/Backup):** The Business Continuity Solution is a service that supports the business continuity of our customers by providing measures for ensuring that the designated essential operations of a business are not interrupted during a disaster and for resuming essential functions within a target recovery time frame in the event that business activities are interrupted to protect a company from losing customers to competing companies, losing market share, and degradation of the company's image that accompany an interruption in operations.
- **IT Security & Surveillance:** Silver Touch helps the client protect vital information assets. Our services are designed to address the entire lifecycle of the information security from design and deployment, to management and continuous audits. Our security management services will keep the client's network available 24x7 resulting in lowered security operations costs, better performance and good service levels.
- **Managed IT Solutions (AMC & FMS):** Silver Touch is providing cost effective management of technology infrastructure and AMC services.
- **Virtualization and Mobility Solutions:** Virtualization and workplace mobility ends the days of typing at a desk, scheduling meetings, and operating with limited resources. Businesses that leverage these emerging technologies have a greater competitive advantage. It plays a critical role in the improvement of employee productivity, sales-timing, data collection, data validation and sales personnel. Enterprise Mobility Solutions gets the client connected with the business office system without being physically present in office. Enterprises are now in motion from mobilizing the functionality on a need basis to strategically assessing the need to mobilize enterprise applications.
- **IOT solutions:** The Internet of things (IoT) is the future of technology. It is the modern way of inter-networking of physical devices, connected devices, smart devices, buildings, and other items embedded with electronics, software, sensors, actuators, and network connectivity which enable these objects to collect and exchange data.

### **SAP Solutions (S4 Hana/R3/B1)**

SAP is multinational software corporation that provides ERP (Enterprise Resource Planning) software that. The software works on suite of modular application that collects and integrates data from different departments to undertake smooth work processing.

SAP offers a range of software solutions, which fulfill different needs of businesses with different requirements. Major of these software are,

**SAP Business One:** SAP Business One is a user-friendly and easy-to-implement business solution, specifically built to cater to the growing requirements of small & medium sized enterprises.

**SAP S4 HANA:** SAP HANA is a platform assisting businesses in analyzing complex and large volumes of data in real-time. It has been designed to simplify business and give intelligence to business data and processes.

**SAP R3:** It is real time data processing software that helps to coordinate all the resources, information, and activities needed to complete business processes such as order fulfillment, billing, human resource management, and production planning.

### **How SAP Meets The client's Challenges**

SAP provides an intelligent automation to the client's industrial operations that saves a lot of time, resources, strategies and probable human errors in the system. It also saves a lot of the client's manpower that can be focused in other constructive engagement for the client's business growth. Its real

time analytics and data assessment helps the client in quick decision making, scaling business growth, evaluating performances and in many other ways.

#### **Our SAP Services Includes:**

- **Implementation & Customization:** Silver Touch Team offers the implementation and customization services for SAP solutions. We understand the unique needs of growing businesses and customize SAP to meet industry specific processes. Our employees will dive deeper into the nature of the client's business and develop a groundbreaking custom SAP solution for the client.
- **Training:** Silver Touch provides training for SAP to ensure detailed exposure to the application and procedures and for removal of clients' apprehensions/queries. We give screening of the complete workflow of the system to the admin and the users. Our employees will expose the client to all the feature and functions of SAP and the client's capabilities with which the client can make the client's business processing smooth.
- **Support:** Silver Touch provides both on-site and off-site support services of SAP through its dedicated team.
- **Add-Ons:** Silver Touch has developed add-ons like HRMS, Payroll, Manufacturing and QC. We also provide industry specific add-on development services. Our add-on services include development, upgrade and support.

#### **Social Media Marketing**

Digital marketing is about gaining more visibility and differentiating the client's presence from that of the client's competitors. We believe Digital Marketing requires a deep understanding of the platform and the business to device the right methods to grow.

**How Social Media Meets The client's Marketing Needs:** Our social media experts create posts and trends about the client's organizations deliver buzz for enterprises. As we are living in the era of technology and social media is a very crucial part to reach out the client's users who are just some clicks away from the client. To ensure maximum reach of the client's business today, Silver Touch Technologies uses this Social Media Marketing strategies targeting the client's customers and make the client's identity a brand.

#### **Our SMM Services Includes:**

- **Social Media Strategy Development:** Silver Touch set the client's social media goals, and always tries to align them with their business goal. Our development process also helps the client in setting up the client's social media goals and achieving them with success.
- **Social Media Optimization:** Also known as SMO, it ensures the client's enterprise to reach the consumer's through Social Media. With effective social media presence, the client would be able to get higher consumer engagement.
- **Social Content Creation:** Silver Touch create content for client that is based on their requirements and nature of their business. Our team of writers creates all sorts of social media content.
- **Influencer Engagement with Content:** We supply influential content that creates better user engagement for the client users. A website needs to have versatile mediums of content such as text, videos, press releases and much more and most importantly engaging and original content. We combine Content Strategy with Focused Page approach which brings unprecedented results.

#### **Enterprise Mobile Applications**

We bring the convenience of mobiles to the client's business that works on fingertips anytime and anywhere. Our team of mobile application developers is capable of delivering quality customized

solutions across multiple mobile platforms and meeting the clients' needs on time, within the given budget.

**How Mobile Apps Meet The client's Enterprise Needs:** Mobile applications provide the client convenience to manage the client's business anywhere, anytime right on the client's phone. It helps the client's enterprise in process automation, which induces efficiency and engagement within the organization. We keep the client's businesses in pace with evolving mobile technology to offer infrastructure support as required in the best possible way.

#### **Our Mobile Application Services include:**

- **Native Application Development:** Our technology team can develop the Native Apps for various platforms such as iOS, Android, BlackBerry, Windows Phone etc. As it is high time to have enhanced application for the client's enterprise and to be compatible with mobile devices, Smartphone, PDAs, Tablets and other portable gadgets, Silver Touch offers the client a solution.
- **Application Development for Android:** Silver Touch offers Android Application development services with its team of developers. At Silver Touch development center we ensure to provide a unique experience to the clients with regards to development processes that cover UI Designing, UX thought over process, Application flow diagrams, detailed application analysis, impeccable application development, test plans and successful deployments to stores.
- **Application Development for iOS:** After iPhone made its official Apple App Store a major hit, the iPhone app development industry flourished steadily, along with consistent contribution of iPhone apps developers. This leads to an increasing number of demands for customized apps. Customized applications are a gateway to make the client's work-flow smoother and quicker. We offer custom-made apps for iPhone users. Silver Touch aims to design and create apps that match the client's every expectation. Our developers are experienced in using the Software Development Kit (SDK) platform to develop the most fitting iPhone app for the client.
- **Application Development for Windows:** Windows is the next big happening on the Technology forefront after Apple iOS and Android especially if the client plan to harness a seamless user interface for Smartphone, Tablet PC and desktops. Silver Touch is Microsoft Gold Partner and has the requisite skill set and manpower for developing the client's next Windows application.
- **Mobile App Testing on 2000+ Devices:** We are having an infrastructure to develop and deliver most efficient and suitable application to the client to achieve this aim of the client's application.

#### **Competitive Strengths of the company**

We believe following competitive strengths of the Company will give an edge to the company in comparison to its competitors:

- Long experience of the promoters in the industry;
- End-to-end ICT solution under a single umbrella
- We follow the Quality standards (CMMI Maturity Level 5 Certification) which are followed by leading IT companies.
- Provide flexibility & transparency to work as an extension IT arm of the customer.
- Track Record of successful execution of projects.
- Experience across various Industry Vertical.
- Experienced team.

#### **Key challenges**

Major challenges to the Company are:

- Technology Dependency
- Integration with various Technology
- Manpower Retention
- Competition

## **Plant, Machinery, technology and Process**

As the Company is in business of providing IT solutions to its clients, it doesn't have or need any major plant and machinery. In addition, the clause relating to technology and process is also not applicable due to nature of the business of the Company.

## **Collaborations**

As on the date of Prospectus, the Company doesn't have any collaboration with anyone.

## **Infrastructure Facilities**

**Power:** The Company does not require much power except for the normal requirement of the offices of the Company for running systems which is procured from local State Electricity Boards of respective state where our offices are situated.

**Water:** Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises.

## **Manpower**

Our industry requires an appropriate mix of skilled, semi-skilled and unskilled employees which is readily available. Most of our requirement is that of skilled and semi skilled employees. Our Company also engages contract labour as and when required. The Company has maintained good relationship with the employees. There is no major issue, so far as availability of employees around the area where our offices are situated is concerned. As on July 31, 2017, Our Company has 1042 employees on the payroll of the Company. In addition, there were 192 contract labours for the month July, 2017.

## **Export Obligation**

As on the date of Prospectus, the Company doesn't have any export obligation.

## **Marketing**

We have a marketing team that has developed several initiatives to expand the base of clients that we can potentially acquire in our target markets. Our senior management is actively involved in maintaining client relationships and business development through interaction with different levels in the client organization. In addition, for strategic clients, an identified senior executive has responsibility for overall client development and leads periodic reviews with the client. We follow both direct and indirect marketing approach towards client acquisition.

## **Competition**

With growing number of players, the IT sector is becoming increasingly market driven. There seem to be a high intensity of competition among different players of this industry. We face competition from other domestic and international companies providing IT services but we believe that we compete on the basis of service quality, accuracy and reliability which will place us in a different league altogether.

## **Business Strategy**

The Management of our company is planning to expand its business in order to capture the markets of different cities in india. Our vision is to grow both vertically as well as horizontally and become the one of the preferred IT Solution Provider. The key elements of our business strategies are as follows:

### **Focus on a targeted client portfolio**

We intend to build long-term sustainable business relationships with our clients to generate greater revenues. As part of the strategy, we plan to have an optimal client portfolio to better focus and serve our clients across the geographies and industries in which we do business. Our ability to establish and strengthen client relationships and expand the scope of services we offer to clients will help us grow our revenues and profits.



### Focus on emerging technologies

We regularly track new technologies, industry segments and market trends in the IT solutions market and believe that digitalization will increasingly become systematically critical in the future. We plan to further enhance our digital platforms, build industry and technology frameworks, the 'internet of things', business process digitalization and end-to-end digital transformational delivery capabilities. With respect to business process digitalization, we plan to further develop automation tools providing greater value-added propositions to our clients to bring about business processing efficiency for them.

### Participating in Larger Projects

We are targeting clients who have the potential to offer opportunities with large total contract values. We intend to originate large engagements by either identifying opportunities with our existing clients or by targeting new clients whose existing engagements with IT vendors will be up for renewal.

### Focus on greater internal operational efficiency

We plan to develop and invest in frameworks, accelerators, in-house proprietary solutions and customized software processes to drive efficiencies internally. We also plan to increase our profitability by streamlining our cost structure with a focus on high employee utilization and optimizing resource mix.

### Increase penetration in domestic as well as International market

We plan to increase penetration in domestic & international market. This involve *inter alia* increasing direct presence in global market; creating business alliances with local players in various countries; creating strategic alliances with various System integrators in India.

In addition, we believe that Continuous Customer Consulting, Interaction & continuous Training and knowledge up gradation of the team will help us in growing our business.

### Financial Summary (On standalone basis) of the Company is as under:

(Rupees in lacs)

Particulars	For the Period Ended on 30th June, 2017	2016-17	2015-16	2014-15	2013-14	2012-13
Sale of products	3247.67	5937.18	8263.99	8204.17	4962.69	4429.77
Sale of services	1714.76	6834.29	6465.14	3768.41	6379.68	3842.94
Other operating revenues	1.96	3.44	3.03	12.89	28.37	33.22
Total Sales	4964.39	12774.91	14732.15	11985.47	11370.74	8305.94
<u>Less:</u>						
Service Tax	241.30	914.18	907.73	518.96	564.96	295.90
Revenue from operations	4723.09	11860.72	13824.42	11466.51	10805.78	8010.04
Other income	53.97	126.63	80.61	118.66	63.80	76.24
<b>Total Revenue</b>	<b>4777.06</b>	<b>11987.35</b>	<b>13905.03</b>	<b>11585.17</b>	<b>10869.57</b>	<b>8086.28</b>
Profit before tax	314.57	612.30	450.56	343.75	893.41	683.00
Tax expense	84.49	191.41	150.45	132.43	290.42	221.60
<b>Profit/(Loss) for the period</b>	<b>230.09</b>	<b>420.89</b>	<b>300.10</b>	<b>211.32</b>	<b>602.99</b>	<b>461.40</b>

Sale of products includes IT equipments and Software Licenses.

Sale of Services includes Software Development, Software Export, AMC Maintenance and IT Infrastructure related services.

### Segment Reporting

As per the Company's management, the company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the

location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Company's business activities outside India are spread mainly in United Kingdom, USA, Australia, France & The Netherlands. Hence, there are two reportable segment of company viz., Domestic & Exports.

(Rupees in lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>REVENUE</b>						
India	4567.37	11078.00	12666.79	10007.86	9393.40	6336.65
Outside India	155.72	782.73	1157.63	1475.91	1412.38	1673.39
<b>Total</b>	<b>4723.09</b>	<b>11860.72</b>	<b>13824.42</b>	<b>11483.77</b>	<b>10805.78</b>	<b>8010.04</b>
<b>RESULT</b>						
India	432.27	902.13	826.03	488.75	905.02	260.96
Outside India	13.27	100.23	-81.24	37.37	163.75	651.64
<b>Total</b>	<b>445.54</b>	<b>1002.36</b>	<b>744.79</b>	<b>526.11</b>	<b>1068.77</b>	<b>912.60</b>
<b>SEGMENT ASSETS</b>						
India	8999.53	5836.16	9024.75	6890.28	5917.41	4082.59
Outside India	1013.52	1015.82	955.20	1141.79	1070.07	907.49
<b>Total</b>	<b>10013.05</b>	<b>6851.98</b>	<b>9979.95</b>	<b>8032.07</b>	<b>6987.47</b>	<b>4990.08</b>
<b>SEGMENT LIABILITIES</b>						
India	9337.81	7114.36	9371.95	7032.06	5944.16	4127.25
Outside India	1013.52	111.64	955.20	1141.79	1070.07	907.49
<b>Total</b>	<b>10351.33</b>	<b>7226.00</b>	<b>10327.15</b>	<b>8173.84</b>	<b>7014.23</b>	<b>5034.74</b>

Extracted from the restated financial statements (On standalone basis) of the Company.

## Exports

Country wise figures of the exports to various countries are as under:

(Rupees in lacs)

Name of the Country	Year /Period				
	01.04.2017 to 30.06.2017	2016-17	2015-16	2014-15	2013-14
Australia	0.00	0.00	0.10	10.82	45.03
Belgium	0.00	1.69	3.68	5.06	4.15
France	8.08	67.87	192.73	318.76	291.84
French Polynesia	0.00	0.00	0.00	0.00	0.29
Germany (Deutschland)	0.00	0.45	180.71	399.50	369.29
Hong Kong (Special Administrative Region Of China)	0.00	0.00	0.00	0.00	0.13
Kenya	8.42	35.09	34.20	32.05	21.79
Libya (Libyan Arab Jamahirya)	0.00	0.00	0.00	0.00	0.56
Netherlands	0.00	1.63	3.65	23.18	74.27
Norway	0.00	2.74	1.63	9.82	4.12
Singapore	0.00	1.25	0.00	0.00	1.80
Switzerland (Confederation Of Helvetia)	0.00	0.00	0.00	0.00	1.97
Turkey	0.00	0.00	0.00	0.00	0.88
United Arab Emirates	0.00	1.63	5.50	6.36	2.68
United Kingdom (Great Britain)	40.30	154.48	91.46	112.80	115.72
United States of America	96.95	511.75	605.42	555.77	477.84
Oman	0.00	1.97	37.32	0.00	0.00
Saudi Arabia (Kingdom Of Saudi Arabia)	0.00	2.25	1.24	1.79	0.00
Uruguay	1.97	0.00	0.00	0.00	0.00
<b>Total</b>	<b>155.72</b>	<b>782.80</b>	<b>1157.63</b>	<b>1475.91</b>	<b>1412.38</b>

## Dependency on Government Business

We are heavily dependent upon government & PSU clients for our business and it contributes major part of our revenue from operations. During the financial year 2016-17, sales from government & PSU clients was for Rs.6250.65 lacs which amounts to almost 53% of the total revenue from operations. Even sale during the FY 2016-17 to top one client, which is a PSU client, amount to almost 25% of the total revenue from operations. Our work with government & PSU clients exposes us to additional risks inherent in the government contracting environment.

We are empanelled as IT Solution provider in government sector, therefore our clients include governmental entities. Government work carries various risks inherent in the government contracting process, which may affect our operating profitability. For more details about the risk, please refer risk factor on page 10.

We work with central government, state governments, Government of India Enterprise and PSU. Over the years we have gained experience of working with government and are well aware of government policies.

## NOC of Bank

The Company is enjoying various banking facilities including working capital loan from Banks including from Bank of India and ICICI Bank Limited. In accordance with the terms of sanctions letters, the Company has obtained for the following consent for coming out with an IPO on SME platform from the Bank:

Sr. No.	Name of the Lender	Ref. No and date of NOC
1.	Bank of India	EB/2017-18/17 dated May 5, 2017
2.	ICICI Bank Limited	Nil dated April 13, 2017

## Intellectual Property Rights

For details about various trademarks registered or applied in the name of Company, please refer page 225 in the Section "Government and other Approvals" of the Prospectus.

## Properties

The details of the properties owned or occupied by the Company are as under:

Sr. No.	Particulars of the property including address	Approximate Area (sq. feet)	Nature of Ownership	Current Usage
1	Office No. 201-206 2 <sup>nd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	6154	Owned	Registered & Head Office
2	Office No. 302, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	771	Owned	Head Office
3	Office No. 303, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	621	Owned	Head Office
4	Office No. 304, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	621	Owned	Head Office
5	Office No. 305, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	771	Owned	Head Office
6	Office No. 306, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	1685	Owned	Head Office
7	Office No. 505, 5 <sup>th</sup> Floor, Saffron Tower, Nr. Panchwati Circle,	771	Owned	Head Office

	Ahmedabad – 380 006			
8	Office No. 806, 8 <sup>th</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	1685	Owned	Head Office
9	Office No. 1001, 10 <sup>th</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	2592	Owned	Head Office
10	B-2, Soham Avenue, Soham Park, Vastrapur, Ahmedabad-6	1170	Owned	Godown
11	108-109, Shreeji Chambers, Chandra Colony Corner, B/h Cargo Motors, Opp. Ratnam Complex, Ellisbridge, Ahmedabad	565	Owned <i>Refer Note 1</i>	Given on rent
12	110, Shreeji Chambers, Chandra Colony Corner, B/h Cargo Motors, Opp. Ratnam Complex, Ellisbridge, Ahmedabad	310	Owned	Vacant
13	208, Shreeji Chambers, Chandra Colony Corner, B/h Cargo Motors, Opp. Ratnam Complex, Ellisbridge, Ahmedabad	291	Owned <i>Refer Note 2</i>	Vacant
14	210, Shreeji Chambers, Chandra Colony Corner, B/h Cargo Motors, Opp. Ratnam Complex, Ellisbridge, Ahmedabad	310	Owned	Given on Rent
15	Office No. 301, 3 <sup>rd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	1685	Taken on License vide Leave and License Agreement	Head Office
16	205/A, 2 <sup>nd</sup> Floor, Rajlakshmi Complex, Old Padra Road, Baroda – 390 015	570	Taken on License vide Leave and License Agreement	Support Office
17	SMC Tenament No. 1/933 , Shop No. 01, Ground Floor, Summer Queen, Nanpura, Surat – 385 001	415	Taken on Lease	Support Office
18	Office No. 321,322,323, 3 <sup>rd</sup> Floor, Somdutt Chambers-II, 9 Bhikaji cama Place, New Delhi – 110066	1193	Taken on Lease	Branch Office
19	418, 4 <sup>th</sup> Floor, Somdutt Chambers-II, 9 Bhikaji cama Place, New Delhi – 110066	1000	Taken on Lease	Branch Office
20	F2, First Floor, Padamichha Apt., A 12, Birbal Sahni Marg, Opp. Hanuman Mandir, Hanuman Setu, Lucknow.	1000	Taken on Rent	Support Office
21	Office No. 906, 9 <sup>th</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad – 380 006	1685	Taken on License vide Leave and License Agreement	Head Office
22	1 <sup>st</sup> Floor, House No. 168 Sector – 7 , Panchkula , Haryana	1500	Taken on Rent	Guest house
23	Shop No.114, Vipul Agora, Mehrauli – Gurgaon Road, Nr. MG Metro Station, Sector 28, Gurgaon, Haryana – 122001	862	Taken on Lease	Support Office
24	9, Gokul Apartment, Opp. L D Engineering College, Nr. Passport Office, University Road, Ahmedabad	931	Taken on License vide Leave and License Agreement	Support Office
25	10, Gokul Flats, Near Gulbhai Tekra, Opp. Passport Office, Opp. L D Engineering College, University Road, Ahmedabad	931	Taken on License vide Leave and License Agreement	Support Office

26	702, 7 <sup>th</sup> Floor, Nilkamal Aprt, C-Wing, Assucena Road, Moti Daman, Daman	1200	Taken on License vide Leave and License Agreement. Refer Note 3	Branch Office
27	DBS Business Center, Office Suite No. 249, 2 <sup>nd</sup> Floor, Raheja Chambers, Bldg No.213, Free Press Journal Road, Nariman point, Mumbai 400 021	110	Taken on Rent	Branch Office
28	Flat no. 1303, Elita Garden Vista, Tower-3, New Town, Action Area-III, Kolkata	1956	Taken on License vide Leave and License Agreement	Support Office
29	Viva-605, SJR Verity, Kasavanahalli, Off. Sarjapur Road, Bangalore – 560035	1609	Taken on License vide Leave and License Agreement	Support Office
30	517, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi -110066	408	Taken on Lease	Support Office
31	Ground situated at Shri Popatlal Sorathiya Subyard, Shri Khetiwadi Uttapan Bajar Samiti, Rajkot	24375	Taken on Lease	For Driving License Test Training purpose

Notes:

1. No document has been provided in support of the title of the Company to the property.
2. No document, except share certificate of society, has been provided in support of the title of the Company to the property.
3. The agreement for this property has already expired on June 30, 2017. The Company is in the process of renewing the said agreement. As per the agreement, the said property can used only for residential purpose whereas actually Company is using it for branch office purpose.

### Insurance Policies

The Company has insured its assets through various insurance policies, details of which are mentioned hereunder.

Sr. No.	Policy No.	Name of Insurer	Policy Type	Insurance Details including risk & properties covered	Sum Insured (Rs. In Lacs)	Premium Paid (Rs.)	Date of Expiry of Policy
1	21300011170100001184	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building, Plant & Machinery and Furniture & Fixture situated at 201 to 206, 2nd Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	275.25	20,463	26/08/2018
2	21040211160100001609	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building and Furniture & Fixture situated at 108-109, Shreeji Chambers, C.G. Road, Nr. Cargo Motors, Ahmedabad	9.48	1,660	31/10/2017
3	21040211160100001898	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building and Furniture & Fixture situated at B/2, Soham Avenue, 1st Floor, Opp. Vastrapur lake, Vastrapur, Ahmedabad	13.55	3,195	01/12/2017
4	21040211160100001901	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building and Furniture & Fixture situated at 110, Shreeji Chambers, C.G. Road, Nr. Cargo Motors, Ahmedabad	5.80	398	02/12/2017
5	21040211160100001900	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building and Furniture & Fixture situated at 208, Shreeji Chambers, C.G. Road, Nr. Cargo Motors, Ahmedabad	5.10	352	02/12/2017
6	21040211160100001899	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Building and Furniture & Fixture situated at 210, Shreeji Chambers, C.G. Road, Nr. Cargo Motors, Ahmedabad	5.40	372	02/12/2017

7	21040211160100002154	The New India Assurance Co Ltd	Standard Fire And Special Perils Policy	Fire Insurance of Stock situated B/2,Soham Avenue, 1st Floor, Opp. Vastrapur lake, Vastrapur, Ahmedabad	200.00	40,708	12/01/2018
8	21040246160100000311	The New India Assurance Co Ltd	Burglary Policy	Burglary Policy for all types of Computers and its peripherals & laptops situated at 9,10- Gokul Flat, Nr. Passport Office, University road, Navrangpura, Ahmedabad	5.00	759	22/01/2018
9	21040246160100000303	The New India Assurance Co Ltd	Burglary Policy	Burglary Policy for all types of Computer parts and peripherals & all stock situated at B/2,Soham Avenue, 1st Floor, Opp. Vastrapur lake, Vastrapur, Ahmedabad	200.00	27,600	12/01/2018
10	21040246160100000310	The New India Assurance Co Ltd	Burglary Policy	Burglary Policy for all types of Computer and its peripherals & laptops & all types of Office Equipments and Furniture & Fittings situated at 2nd Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	75.00	9,902	22/01/2018
11	21040211160300000124	The New India Assurance Co Ltd	Fire Floater Policy	Fire Floater Policy for Stock situated at 9,10, Gokul Flat, Nr. Passport Office, University road, Navrangpura, Ahmedabad	5.00	1,298	22/01/2018
12	OG-18-2202-4001-00003335	Bajaj Allianz GIC Ltd	Standard Fire And Special Perils Policy	Fire Insurance Policy for Building at 9, Gokul Flat, Nr. Passport Office, University road, Navrangpura, Ahmedabad	53.20	2,507	19/07/2018
13	OG-18-2202-4001-00003318	Bajaj Allianz GIC Ltd	Standard Fire And Special Perils Policy	Fire Insurance Policy for Building at 10, Gokul Flat, Nr. Passport Office, University road, Navrangpura, Ahmedabad	53.20	2513	19/07/2018
14	OG-17-2202-4001-00008179	Bajaj Allianz GIC Ltd	Standard Fire And Special Perils Policy	Fire Insurance Policy for Furniture & Fixtures situated at 9,10, Gokul Flat, Nr. Passport Office, University road, Navrangpura, Ahmedabad	10.00	461	11/02/2018
15	1001/107843339/02/000	ICICI Lombard GIC Ltd.	Standard Fire And Special Perils Policy	Fire Insurance Policy for Buiding, Furniture & Fixtures and Stocks situated at Office No. 505, 5th Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	32.50	825	12/10/2018
16	1001/125470347/00/000	ICICI Lombard GIC Ltd.	Standard Fire And Special Perils Policy	Fire Insurance Policy for the Building situated Office No. 806, 8th Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	37.50	700	21/12/2017
17	1001/125470416/00/000	ICICI Lombard GIC Ltd.	Standard Fire And Special Perils Policy	Fire Insurance Policy for the Building situated Office No. 1001, 10th Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	32.50	607	21/12/2017
18	1001/126582363/00/000	ICICI Lombard GIC Ltd.	Standard Fire And Special Perils Policy	Fire Insurance Policy for the Building situated Office No. 302 to 306, 3rd Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad	99.50	1,860	15/01/2018

## REGULATIONS AND POLICIES

The following description is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations set out below may not be 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 section also lists out certain other laws in India which are not specific to our Company.

A summary of the regulations and policies currently applicable are as follows:

### Related To Our Business

#### **THE INFORMATION TECHNOLOGY ACT, 2000 (THE “IT ACT”)**

The Information Technology Act, 2000 (the “IT Act”) was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records, creating a mechanism for the authentication of electronic documentation through digital signatures, the IT Act also provides for civil and criminal liability including fines and imprisonment for various computer related offenses. These include offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and *inter alia* gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability.

In April 2011, the Department of Information Technology under the Ministry of Communications & Information Technology, GoI notified the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 in respect of section 43A of the IT Act (the “Personal Data Protection Rules”) and the Information Technology (Intermediaries guidelines) Rules, 2011 in respect of section 79(2) of the IT Act (the “Intermediaries Rules”). The Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it. Further, the Department of Personnel and Training under the Ministry of Personnel, Public Grievances and Pensions, GoI has proposed to introduce a new legal framework that would balance national interest with concerns of privacy, data protection and security.

As part of our Company's operations, we are required to comply with the IT Act and the provisions thereof.

#### **SALE OF GOODS ACT, 1930**

Sale of Goods Act is one of very old mercantile law. The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to carrier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

#### **SOFTWARE TECHNOLOGY PARKS 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.

## **TAXATION LAWS**

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

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### **CENTRAL SALES TAX ACT (CST)**

The main object of this act is to formulate principles for determining;

- (a) When a sale or purchase takes place in the course of trade or commerce
- (b) When a sale or purchase takes place outside a State
- (c) When a sale or purchase takes place in the course of imports into or export from India,

to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

### **VALUE ADDED TAX (VAT)**

VAT is a system of multi-point levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by 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 Sales Tax Officer of the respective State.

We have taken registration under Gujarat VAT, Maharashtra VAT, Delhi VAT, Daman & Diu VAT and Dadra & Nagar Haveli VAT.

### **THE CUSTOMS ACT, 1962 (“Customs Act”)**

The Customs Act came into force in India with effect from February 01, 1963. Customs duty is a duty or tax, which is levied by Central Government on import of goods into, and export of goods from, India. It is collected from the importer or exporter of goods, but its incidence is actually borne by the consumer of the goods and not by the importer or the exporter who pays it. These duties are usually levied with ad valorem rates and their base is determined by the domestic value, 'the imported goods calculated at the official exchange rate. Similarly, export duties are imposed on export values expressed in domestic currency.

The said Act contains provision for levying of custom duty on imported goods, export goods, goods which are not cleared, goods warehoused or transshipped within specified days after unloading etc. it also provides for storage of imported goods in warehouses pending clearance, for goods in transit etc, subject to prescribed conditions.

### **SERVICE TAX ACT**

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. Further, under Rule 7 (1) of Service Tax Rules, the company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Assessee is required to file the half yearly return electronically.

## **GOODS AND SERVICES TAX (GST)**

The Government of India proposed a comprehensive national goods and services tax (“GST”) regime that would combine taxes and levies by the Central and State Governments into a unified rate structure. In this regard, the Constitution (101 Amendment) Act 2016, which received Presidential assent on September 8, 2016, enabled the Government of India and state governments to introduce GST. Accordingly Goods and Services tax (“GST”) was enacted to make a provision for levy and collection of tax on supply of goods or services or both and was made effective from July 1, 2017.

GST is a destination based tax levied on supply of goods and services. 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 Union 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 government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST will be levied on all stages of the supply chain till the final sale to consumers, providing ITC benefits on the basis of invoices issued at the previous stage of the supply chain.

## **IN GENERAL**

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

### **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 vide its notification dated September 12, 2013 notified 100 Sections and on March 26, 2014 notified 183 Sections of the Companies Act, 2013. The same are applicable from September 12, 2013 and April 01, 2014, respectively. The Ministry of Corporate Affairs has issued the rules and new improved e- forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

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

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

The Act is administered by the Government of India through the Employees' Provident Fund Organization (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees’ Provident Fund Schemes, 1952;
- (b) The Employees’ Pension Scheme, 1995; and
- (c) The Employees’ Deposit-Linked Insurance Scheme; 1976.

The Central Government has constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

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

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

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

### **The Bombay Shops and Establishments Act, 1948 ("The Bombay Shops Act")**

The Bombay Shops Act is also applicable to the state of Gujarat and provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn function under the supervision of Labour Commissioner. State of Gujarat has notified the Gujarat Shops and Establishments Rules, 1963 under the Bombay Shops Act.

### **The Gujarat State Tax on Professions, Trade, Callings and Employments Act, 1976**

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 tax is 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. The Gujarat State Tax on Professions, Traders, Callings and Employments Rules, 1976 have also been notified by the Government.

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

The Payment of Gratuity Act, 1972 was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years:

- On his/her superannuation; or
- On his/her retirement or resignation; or
- On his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply).

## **OTHER INDIAN LAWS**

In addition to the above, our Company is also governed by laws in relation to Indian Foreign Trade Policy, 2015-20, under which no export or import can be made by a person without an IEC number unless such person is specifically exempted. We are also governed by foreign exchange related laws and the regulations applicable on investments outside India including the Foreign Exchange Management Act, 1999 and the rules made there under. Certain laws relating to intellectual property rights such as patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999 are also applicable to us.

## **LAWS APPLICABLE FOR OPERATIONS OUTSIDE INDIA**

Our Company operates in various jurisdictions, including through our Subsidiaries and Associates. The relevant laws in these jurisdictions are applicable to our Subsidiaries and Associates, which relate to incorporation or registration as applicable, labour, immigration, intellectual property, data protection, taxation, and other business related laws.

## HISTORY AND CERTAIN CORPORATE MATTERS

Silver Touch Technologies Limited was originally incorporated as “Silver Touch Computers Private Limited” on February 2, 1995 under the Companies Act 1956 with a Certificate of Incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the “Silver Touch Computers Limited” was granted by ROC on February 5, 2004. Name of the Company was further changed to its present name Silver Touch Technologies Limited and fresh certificate of incorporation was issued by ROC on October 13, 2004.

Silver Touch Technologies Limited was founded in February 1995 with a view to deliver our clients with the Information Technology Solutions in the fields of system integration and software Services. Silver Touch Technologies Limited has now grown with its global clientele, and now it is into multiple areas like System integration and Software Development. The Company is providing all end-to-end Information and Communication Technology (ICT) solution to its clients under a single umbrella. Initially, the primary functional areas were restricted to computer sales and maintenance. Building through a long path of more than two decades, presently Silver Touch is offering a variety of services in the field of Information Technology solutions to its clients. The Company has carried out several domestic and international Joint Ventures which have enabled the Company to expand its geographical reach and create diverse clientele. Company has executed various projects in India and other countries including USA, UK, France, Australia, Middle East and Germany.

There are total 18 shareholders of the company as on the date of filing of the Prospectus.

### **Change in Registered Office:**

The Company was initially incorporated with the Registered Office situated at 109, Shreeji Complex, Nr. Cargo Motors, CG Road, Ahmedabad – 380 009. Thereafter Registered office of the company was shifted to the present address i.e. 2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006 w.e.f. November 1, 2007.

### **Major Events**

**Following are the key events and milestones achieved by us:**

<b>Year</b>	<b>Description</b>
1995	Start of the System Integration Division
2004	Conversion from a Private Limited Company to a Public Limited Company
2007	Establishment of a wholly owned subsidiary in the UK
2009	Company’s “Sales and Operational Income” crosses 50 Crores mark.
2012	Establishment of a wholly owned subsidiary in the USA
2013	Company obtains CMMI Maturity Level 5 Certification
2014	Company’s “Sales and Operational Income” crosses 100 Crores

For details regarding products/services, marketing, competition, Exports and Profits due to foreign operations, Segmental results etc. please refer “**Business Overview**” on page no 86. For details regarding raising of Capital in the form of Equity please refer “**Capital Structure**” on page no 56. For details regarding Corporate profile of the company regarding its history, the description of the activities, services, products, market of each segment, the growth of the company, exports, Competition, management, the technology, market, managerial competence etc., please refer to “**Business Overview**” and “**Our Management**” on page no 86 & 122 respectively.

### **Time and Cost Overrun in setting-up of projects**

Considering the nature of business activities, our Company has not experienced any time or cost overrun in the past.

### **Lock out or Strikes or Labour Unrest**

There have been no lock-outs or strikes in our Company since inception.

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

There have been no defaults or rescheduling of borrowings with any financial institutions/banks in the Company. Further, none of the Company's loans have been converted into equity in the past.

### Changes in the activities of our Company during the last five (5) years

There has been no change in the business activities of our Company during last five (5) years preceding the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled "**Management's discussion and analysis of financial conditions & results of operations**" beginning on page 215 of this Prospectus.

### Injunction or restraining order

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

### Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, acquisition of business etc. in our Company.

On March 31, 2011, the Company has revalued the office building and godown building on the basis of valuation reports (total 6 in no's) all dated March 31, 2011 given by registered valuer Mr. Shailesh Khandwala. As per the valuation report, the details of historical cost and revalued amounts were as under:

(Rs. In lacs)						
Sr. No.	Details of Fixed Asset	Historical Cost	Net WDV as on 31/03/2011 before Revaluation	Substituted/ Revalued Amount in 2010-11	Latest Valuation Amt. Rs.	Date of Latest Valuation
1	Office Building 210	5.01	4.04	15.50	19.32	04.02.2017
2	Office Building Semaphore	0.81	0.71	14.55	17.82	04.02.2017
3	Office Building 1	4.34	3.22	43.75	54.84	03.02.2017 & 04.02.2017
4	Office Building Saffron	91.44	86.43	355.00	449.24	29.06.2017
5	Office Building Saffron 505	16.57	16.15	42.40	56.28	29.06.2017
6	Godown Building	5.14	4.54	52.00	53.45	31.05.2017

Consequent to the revaluation, revaluation amount of Rs.408.11 Lacs was transferred to Revaluation Reserve in the Balance Sheet of the Company.

**Reason for Revaluation of Office Building & Godown Building in the FY 2010-11:** At that time, Bank was considering Book value of Fixed Assets under Collateral Coverage ratio. However the company's book value of Building Assets was very low and since the market value of the Building had increased as compare to book value, so to give realistic picture in books of account, revaluation was done for the specified building assets.

Further, since there were no major changes in the market value in the subsequent years and also the Bank started considering the Value on the basis of Valuation report of Approved Valuer instead of Book Value, the company has not gone for Revaluation of Assets in books of account in the subsequent year.

### MAIN OBJECTS OF OUR COMPANY:

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

1. To carry on the business in India or any part of the world to manufacture, develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose off, operate, assemble, record, maintain, convert, improve, procure, install, alter, modify all kinds of software, hardware and to provide information Technology enabled services like medical transcription, medical billing & coding, insurance billing, legal transcription, G.I.S. mapping, call center, back office support, E-commerce, web content, software development, running BPO Centers, cyber café, M.T. (Medical Transcription), I.T. enabled services, FMC (Facility Management Centre), E Mail, E-Commerce, Mobile Computing, Mobile E-Mail Services, Web Designing, Web hosting, call centers, WAP and to undertake turnkey projects for the same on BOOM (Build, Own, Operate and Maintain) and BOLT (Build, Operate, Lease and Transfer) basis and/or similar new technology in this field and to provide programming services and the business of providing resources on site to clients, enterprise resources planning solutions & to undertake IT related recruitment & placement services either by own or jointly with others and to carry on the business of technology in India or abroad by establishing small scale units or 100% export oriented undertakings (EOU), or by setting up unit in Software Technology Park (STP), Special Economic Zone (SEZ) or setting up of 100% wholly owned subsidiary in India or abroad or in joint venture with any other units in India or any part of the world using information technology, satellite data transfer link or internet services or any other technology developed or to be developed in India or any part of the world and to act as consultant, outsourcing agent, trainer, franchiser, job worker, representative, adviser or otherwise to deal in all kinds of transcription services using state of the art equipments with development of information technologies.

The activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum.

#### **CHANGES IN MEMORANDUM OF ASSOCIATION**

Since the date of Incorporation the following changes have been made to the Memorandum of Association:

<b>Date of Shareholders' Approval</b>	<b>Amendment</b>
30.11.1999	Increase in Authorized Share Capital from Rs. 1.00 Lacs to Rs. 20.00 Lacs.
24.02.2001	Increase in Authorized Share Capital from Rs. 20.00 Lacs to Rs. 35.00 Lacs.
10.01.2004	Alteration of Name Clause of Memorandum of Association with consequent upon change of name on conversion of the company to public limited company i.e. Name of the Company was changed from "Silver Touch Computers Private Limited" to "Silver Touch Computers Limited".
08.03.2004	Increase in Authorized Share Capital from Rs. 35.00 Lacs to Rs. 45.00 Lacs.
17.05.2004	Alteration of Name Clause of Memorandum of Association with consequent upon change of name of the company from "Silver Touch Computers Limited" to "Silver Touch Technologies Limited".
24.12.2004	Increase in Authorized Share Capital from Rs. 45.00 Lacs to Rs. 65.00 Lacs.
04.06.2007	Increase in Authorized Share Capital from Rs. 65.00 Lacs to Rs. 800.00 Lacs.
29.09.2007	Alteration of Main Object Clause of memorandum of Association by replacing the then existing main object clause with now existing main object clause.
27.04.2017	Increase in Authorized Share Capital from Rs. 800.00 Lacs to Rs. 1200.00 Lacs.
26.06.2017	Increase in Authorized Share Capital from Rs. 1200.00 Lacs to Rs. 1600.00 Lacs.

#### **Subsidiary**

The company has following 2 subsidiary companies:

##### **Silver Touch Technologies (UK) Limited**

Silver Touch Technologies (UK) Limited, which is wholly owned subsidiary of Silver Touch Technologies Ltd, is a UK based private limited company incorporated on November 19, 2007 with Company No. 6431016. The registered office of the company is situated at Salisbury House, 29 Finsbury Circus, London, United Kingdom, EC2M 5QQ. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in United Kingdom region.

## Shareholding Pattern

The Share Capital of this Company is GBP 500 comprising of 500 Ordinary Shares of GBP 1 each. The shareholding pattern is as under:

Sr. No.	Name of the Shareholders	No. of Shares Held	Percentage of Shareholding (%)
1	Silver Touch Technologies Limited	500	100
<b>TOTAL</b>		<b>500</b>	<b>100</b>

## Board of Directors

Sr. No.	Name
1.	Mr. Vipul H Thakkar
2.	Mr. Jignesh A Patel
3.	Mr. Minesh V Doshi
4.	Mr. Palak V Shah
5.	Mr. Harshal Patel
6.	Mr. Kunjan Jasani

## Unaudited Financial Performance

(Amount in Rupees Lacs)

Particulars	For the year and period ending*			
	March 31, 2015	March 31, 2016	March 31, 2017	June 30, 2017
Equity capital	0.40	0.40	0.40	0.40
Reserves & surplus (excluding Rev. reserves)	24.59	29.19	24.78	29.33
Total revenue/Sales	171.69	257.79	499.57	122.05
Profit/ (Loss) after tax	-1.86	4.59	-4.41	4.55
EPS (Rs.)	-372.74	918.23	-881.40	909.79
NAV (Rs.)	4998.71	5916.95	5035.54	5945.32

\* Figures are converted from GBP to Rupees.

## Silver Touch Technologies Inc

Silver Touch Technologies Inc, a wholly owned subsidiary of Silver Touch Technologies Ltd, is US based Domestic Profit Corporation incorporated on January 10, 2012 with Identification No. 0400463153. The registered office of the company is situated at 256-06, Hillside Ave., 1<sup>st</sup> Floor, Floral Park, NY -11004. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in USA region.

## Shareholding Pattern

The Share Capital of this Company is USD 500 comprising of 100 Shares of USD 5 each. The shareholding pattern is as under:

Sr. No.	Name of the Shareholders	No. of Shares Held	Percentage of Shareholding (%)
1	Silver Touch Technologies Limited	100	100
<b>TOTAL</b>		<b>100</b>	<b>100</b>

## Board of Directors

Sr. No.	Name
1.	Mr. Vipul H Thakkar
2.	Mr. Jignesh A Patel
3.	Mr. Minesh V Doshi

**Unaudited Financial Performance**

(Amount in Rupees Lacs)

Particulars	For the year and period ending*			
	March 31, 2015	March 31, 2016	March 31, 2017	June 30, 2017
Equity capital	0.28	0.28	0.28	0.28
Reserves & surplus (excluding Rev. reserves)	3.56	5.26	6.51	6.56
Total revenue/Sales	104.86	130.15	122.08	38.18
Profit/ (Loss) after tax	1.94	1.59	1.25	0.05
EPS (Rs.)	1937.00	1586.57	1251.46	52.55
NAV (Rs.)	3838.09	5533.66	6785.12	6837.67

\* Figures are converted from USD to Rupees.

**Associates**

The Company has following associates:

**Lime Software Limited**

Lime Software Limited, an associate of Silver Touch Technologies Ltd with its 50 % shareholding, is a UK based private limited company incorporated on December 2, 2013 with Company No. 8798209. The registered office of the company is situated at Norwich Accountancy Services Ltd, London Street, 68-72 London Street, Norwich, NR2 1JT. It is in the business of offering Oracle asset management software and Oracle audit software & tools that will help managing the business more efficiently. Silver Touch Technologies Ltd invested in Lime Software Limited in the financial year 2014-15.

**Shareholding Pattern**

The Share Capital of this Company is GBP 1000 comprising of 1000 Ordinary Shares of GBP 1 each. The shareholding pattern is as under:

Sr. No.	Name of the Shareholders	No. of Shares Held	Percentage of Shareholding (%)
1	Silver Touch Technologies Limited	500	50
2	Mr. Alexander Robin Andrew	500	50
<b>TOTAL</b>		<b>1000</b>	<b>100</b>

**Board of Directors**

Sr. No.	Names
1.	Mr. Minesh Doshi
2.	Mr. Alexander Robin Andrew

**Unaudited Financial Performance**

(Amount in Rupees Lacs)

Particulars	For the year ending* March 31, 2015
Equity capital	0.46
Reserves & surplus (excluding Rev. reserves)	18.20
Total revenue/Sales	107.68
Profit/ (Loss) after tax	49.50
EPS (Rs.)	9,899.80
NAV (Rs.)	3,732.79

\* Figures are converted from GBP to Rupees.

@ Financial data for year ended June 30, 2017, March 31, 2017 and March 31, 2016 are not available from other JV partner and therefore have not been shown here.



## Silver Touch Technologies SAS

Silver Touch Technologies SAS, an associate of Silver Touch Technologies Ltd with its 50% shareholding, is a France based simplified joint stock company incorporated on April 11, 2017 with Company No. 82895754800013. The registered office of the company is situated at 12 Place de la Défense 92400 Courbevoie, France. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in France region.

### Shareholding Pattern

The Capital of this Company is Euro 50000 comprising of 5000 Shares of Euro 10 each. The shareholding pattern is as under:

Sr. No.	Name of the Shareholders	No. of Shares Held	Percentage of Shareholding (%)
1	Silver Touch Technologies Limited	2500	50
2	Mr. Habib Ewane	2500	50
<b>TOTAL</b>		<b>5000</b>	<b>100</b>

### Board of Directors

Sr. No.	Name
1.	Mr. Vipul H Thakkar
2.	Mr. Jignesh A Patel
3.	Mr. Minesh V Doshi
4.	Mr. Renee Clement
5.	Mr. Habib Ewane
6.	Mr. Ida Gustav Gilles Delapierre

### Unaudited Financial Performance

(Amount in Rupees Lacs)

Particulars	For the period ending <b>June 30, 2017</b>
Equity capital	17.90
Reserves & surplus (excluding Rev. reserves)	(10.28)
Total revenue/Sales	Nil
Profit/ (Loss) after tax	(10.28)
EPS (Rs.)	(205.60)
NAV (Rs.)	152.47

### Shark Identity Private Limited

Shark Identity Private Limited is a private limited company incorporated under Companies Act, 2013 on August 1, 2016 with CIN U72900GJ2016PTC093178. The registered office of the company is situated at A-807, Wall Street II, Opp Orient Club, Nr. Railway Crossing, Ellisbridge, Ahmedabad – 380 006. It is in the business of Product Development i.e. SharkID which is digital business card publishing & sharing platform. It is designed to keep the phonebook updated automatically.

### Shareholding Pattern

The paid up Share Capital of this Company is Rs.31.00 lacs comprising of 31,00,000 Equity Shares of Re.1 each. The shareholding pattern is as under:

Sr. No.	Name of the Equity Shareholders	No. of Equity Shares Held	Percentage of Shareholding (%)
---------	---------------------------------	---------------------------	--------------------------------

1	E-Procurement Technologies Limited	15,81,000	51.00
2	Silver Touch Technologies Limited	15,19,000	49.00
<b>TOTAL</b>		<b>31,00,000</b>	<b>100.00</b>

### Board of Directors

Sr. No.	Names
1.	Mr. Jignesh A Patel
2.	Mr. Rakesh Prasad Sinha

### Financial Performance

(Amount in Rupees Lacs)

Particulars	For the year ending* March 31, 2017	For the period ending June 30, 2017
Equity capital	20.00	31.00
Reserves & surplus (excluding Rev. reserves)	(25.82)	(72.84)
Total revenue/Sales	Nil	Nil
Profit/ (Loss) after tax	(25.82)	(47.02)
EPS (Rs.)	(1.29)	(1.52)
NAV (Rs.)	(0.29)	(1.35)

(Source: Audited Financial Statement)

### Shareholders Agreements

#### Shareholders' agreement dated February 28, 2017, entered into between Mr. Habib Ewane and Our Company

Pursuant to this agreement, our Company formed a joint venture Silver Touch Technologies SAS, a France based simplified joint stock company, with Mr. Habib Ewane, with the holding of our Company and Mr. Habib Ewane being 50.00% each, in Silver Touch Technologies SAS. Our Company was required to subscribe to 2500 shares of Euro 10 each. This agreement is valid for 99 years.

#### Shareholders' agreement dated October 1, 2016, entered into between e-Procurement Technologies Ltd and Our Company

Pursuant to this agreement, our Company formed a joint venture Shark Identity Private Limited, a Private Limited Company incorporated under Companies Act, 2013, with e-Procurement Technologies Ltd, a Public Limited Company incorporated under Companies, Act, 1956, with the holding of our Company and e-Procurement Technologies Ltd being 49% and 51% respectively, in Shark Identity Private Limited. Our Company was required to subscribe to 9,80,000 shares of Re. 1 each. Any Addition in the paid up share capital shall be in the same ratio. Our company and e-Procurement Technologies Ltd also agreed to bring in additional contribution of Rs. 578.20 Lacs and Rs. 601.80 Lacs respectively as unsecured loan.

### Other Agreements / Arrangements

Except the Agreements/Contracts entered in the ordinary course of business carried on and intended to be carried on by the Company, the Company has not entered into any other agreement/contract.

### Strategic Partners

As on date of this Prospectus, there are no strategic partner agreements entered into by our Company.

### Financial Partners

As on date of this Prospectus, there are no financial partnership agreements entered into by our Company.

## OUR MANAGEMENT

### Board of Directors

The following table sets forth the details regarding the Board of Directors:

Sr. No	Name, Father/Husband's Name, Age, Address, Nationality, Occupation, Designation, Term & DIN	Qualification	Other Directorship
1.	<p>Mr. Vipul H. Thakkar S/o Mr Haridas K. Thakkar <b>Age:</b> 47 years <b>Address:</b> 19, Netra Bungalows, Near Seema Saurabh Society, Near Memnagar Fire Station, Memnagar, Ahmedabad - 380052 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Designation:</b> Chairman &amp; Managing Director <b>Term:</b> 3 years from April 1, 2017 <b>DIN:</b> 00169558</p>	MBA , BCA, Diploma in Computer Technology	<ul style="list-style-type: none"> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc.</li> <li>• Silver Touch Technologies SAS</li> <li>• Gesia IT Association</li> </ul>
2.	<p>Mr. Jignesh A. Patel S/o Mr. Amratlal K. Patel <b>Age:</b> 46 years <b>Address:</b> 5, Sadhna Colony, Navjivan, Navrangpura, Ahmedabad - 380014 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Designation:</b> Whole Time Director <b>Term:</b> 3 years from April 1, 2017 <b>DIN:</b> 00170562</p>	Diploma in VTH Electronics and Radio Engineering	<ul style="list-style-type: none"> <li>• Shark Identity Pvt Ltd</li> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc.</li> <li>• Silver Touch Technologies SAS</li> </ul>
3.	<p>Mr. Minesh V. Doshi S/o Vinodchandra R. Doshi <b>Age:</b> 46 years <b>Address:</b> 1, Sadhna Colony, Near Sardar Patel Stadium, Navjivan Road, Navrangpura, Ahmedabad – 380 014 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Designation:</b> Whole Time Director <b>Term:</b> 3 years from April 1, 2017 <b>DIN:</b> 00306106</p>	Bachelor of Engineering in Computers	<ul style="list-style-type: none"> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc.</li> <li>• Silver Touch Technologies SAS</li> <li>• Lime Software Ltd</li> </ul>
4.	<p>Mr. Palak V. Shah S/o Mr. Vinukant D. Shah <b>Age:</b> 46 years <b>Address:</b> 34, Yogeshwar Bungalows, Nandkunj Society, Near Sola Over Bridge, Thaltej, Ahmedabad - 380054 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Designation:</b> Whole Time Director cum Chief Financial Officer <b>Term:</b> 3 years from April 1, 2017 <b>DIN:</b> 00306082</p>	Bachelor of Engineering in Computers	<ul style="list-style-type: none"> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc.</li> </ul>
5.	<p>Mr. Himanshu S. Jain S/o Mr. Shishirkant Jain <b>Aged</b> 48 Years <b>Address:</b> 32, Sukhdev Vihar, Jamia Nagar, Delhi - 110025 <b>Nationality:</b> Indian <b>Occupation:</b> Service <b>Designation:</b> Whole Time Director <b>Term:</b> 3 years from January 1, 2017</p>	Diploma in Computer Technology	None

	<b>DIN:</b> 00454477		
6.	Mr. Vijaykumar K. Shah S/o Mr. Kantilal M. Shah <b>Aged</b> 53 Years <b>Address:</b> C/23, Swastik Park, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380054 <b>Nationality:</b> Indian <b>Occupation:</b> Service <b>Designation:</b> Whole Time Director <b>Term:</b> 3 years from June 1, 2017 <b>DIN:</b> 06792172	B.Sc., Master of Computer Application	<ul style="list-style-type: none"> <li>• Cosmo IT Services Pvt Ltd</li> <li>• Cosmo Ecosystem Care LLP</li> </ul>
7.	Mr. Harivadan P. Thaker S/o Mr. Prabhashanker S. Thaker <b>Aged</b> 65 years <b>Address:</b> 10, Vijay Vihar Society, St. Xaviers Road, Navrangpura, Ahmedabad – 380 009 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Designation:</b> Independent Director <b>Term:</b> 5 Years From April 1, 2014 <b>DIN:</b> 02466067	B. Com*	None
8.	Mr. Ronak S. Shah S/o Mr. Sudhirbhai K. Shah <b>Aged</b> 44 years <b>Address:</b> B/3, Dipkunj Flats, Opp. Purnanand Ashram, Navjivan Post, Ahmedabad – 380 014 <b>Nationality:</b> Indian <b>Occupation:</b> Professional <b>Designation:</b> Independent Director <b>Term:</b> 5 Years From April 1, 2014 <b>DIN:</b> 02292044	B.Com., LLB, FCS, PGDM	<ul style="list-style-type: none"> <li>• Sunflower Overseas Pvt Ltd</li> </ul>
9.	Dr. Gayatri M. Doctor W/o Mr. Mukul C. Doctor <b>Aged</b> 53 years <b>Address:</b> 4, Anandmayi Society, Drive In Road, Thaltej, Ahmedabad – 380 054 <b>Nationality:</b> Indian <b>Occupation:</b> Academician <b>Designation:</b> Independent Director <b>Term:</b> 5 Years From April 6, 2017 <b>DIN:</b> 02012395	M. Phil., MCA, Ph.D.	<ul style="list-style-type: none"> <li>• Safelink Agencies Pvt Ltd</li> <li>• Safelink Agencies LLP</li> </ul>

Relevant copy of education qualification of Mr. Harivadan P. Thaker is not traceable and hence the same is mentioned based on the affidavit provided by him

There is no relationship, in terms of the Companies Act, 2013, between any of the directors of the company.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which the directors have been appointed.

Further, none of our Directors is or was director of any listed company whose shares were (a) suspended from trading by BSE/NSE during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.

#### **Brief profile of the Directors**

Brief profile of directors is given hereunder:

**Mr. Vipul H. Thakkar**

Mr. Vipul H. Thakkar is Chairman & Managing Director and one of the Promoter of our Company. He has overall experience of 22 years in E-Governance, Software solution and Networking. He is looking after eGovernance & administration department in our Company.

**Mr. Jignesh A. Patel**

Mr. Jignesh A. Patel is Whole Time Director and one of the Promoter of our Company. Mr. Jignesh A. Patel has overall experience of 22 years in IT infrastructure sales & service. He is looking after sales and marketing in our company.

**Mr. Minesh V. Doshi**

Mr. Minesh V. Doshi is Whole Time Director and one of the Promoter of our Company. He has overall experience of 21 years in experience in process and quality management, software engineering, project and operations management and human resources management. He is currently looking after Business development and Human resource department.

**Mr. Palak V. Shah**

Mr. Palak V. Shah is Whole Time Director and one of the Promoter of our Company. He has overall experience of 21 years in Information Systems Planning and executing large software projects on the Internet and in E-Governance Project. He is currently looking after software development & finance.

**Mr. Himanshu S. Jain**

Mr. Himanshu S. Jain is Whole Time Director of our Company. He has over 24 years of experience in IT with Domain of experience range from both Hardware & software-ERP, E-Governance, E-Commerce, Social & Digital Media, Mobility and Technical Resourcing. He is looking after business development in North India in STTL.

**Mr. Vijaykumar K. Shah**

Mr. Vijaykumar K. Shah is Whole Time Director of our Company. He has been trained at Center of the International Cooperation for Computerization (CICC) - The Association for Overseas Technical Scholarship (AOTS) in Japan. He has over 29 years of multi-domain experience in IT with specialization in SAP software. He has gained experience in SAP based projects, new implementations, enhancements and integration with collaborative process systems for business subsidiaries, customers and suppliers. He was the Chairman of Computer Society of India - Ahmedabad Chapter for the year 2015-16. Currently, he is the Head of the SAP team of the Company and looks after the implementation of all types of SAP based projects (B1, R3, HANA etc). Before his appointment as Whole Time Director in STTL, he was SAP head of the Company from April 1, 2017 to May 31, 2017.

**Mr. Harivadan P. Thaker**

Mr. Harivadan P. Thaker is an Independent Director of our Company. He is doing a business of trading and manufacturing of surgical medical devises through his Partnership Firm Cash Pharma since last 13 years. Prior to that he has 20 years of experience of Finance, Accounts, Taxation – Legal matters.

**Mr. Ronak S. Shah**

Mr. Ronak S. Shah is an Independent Director of our Company. He is a practicing Company Secretary having 16 years in the practice of Corporate Law.

**Dr. Gayatri M. Doctor**

Dr. Gayatri M. Doctor is an Independent Director of our Company. She is currently an Associate Professor in CEPT University. She is an Academician having experience of over two decades.

**Terms of Appointment and Compensation of Managing Director and Whole Time Directors**

## **Mr. Vipul H. Thakkar**

The shareholders of the Company vide a Special Resolution passed at their Extra-Ordinary General Meeting held on April 27, 2017, have approved pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to approval of the Board of Directors at their meeting held on November 25, 2016 for re-appointment as a Managing Director & approval of remuneration and further approval of the Board of Directors of the Company at their meeting held on April 6, 2017 for increase in remuneration and subject to other statutory approvals, if required, to re-appoint Mr. Vipul H. Thakkar, as a Managing Director of the Company for a period of 3 (Three) years commencing from April 1, 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Vipul H. Thakkar, Managing Director:

### **a. Salary:**

Up to Rs. 7,00,000/- (Rupees Seven Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

### **b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

### **c. Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

### **d. Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

### **e. Personal accident insurance**

As per rules of the Company

### **f. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

### **g. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

### **h. Car/Telephone**

- Car will be provided by the Company for official use.
- Telephone connection at residence shall be provided by the Company.

*Provided that* personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

## **Mr. Jignesh A. Patel**

The shareholders of the Company vide a Special Resolution passed at their Extra-Ordinary General Meeting held on April 27, 2017, have approved pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to approval of the Board of Directors at their meeting held on November 25, 2016 for re-appointment as a Whole Time

Director & approval of remuneration and further approval of the Board of Directors of the Company at their meeting held on April 6, 2017 for increase in remuneration and subject to other statutory approvals, if required, to re-appoint Mr. Jignesh A. Patel, as a Whole Time Director of the Company for a period of 3 (Three) years commencing from April 1, 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Jignesh A. Patel, Whole Time Director:

**a. Salary:**

Up to Rs. 7,00,000/- (Rupees Seven Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

**b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**c. Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

**d. Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

**e. Personal accident insurance**

As per rules of the Company

**f. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**g. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

**h. Car/Telephone**

- Car will be provided by the Company for official use.
- Telephone connection at residence shall be provided by the Company.

*Provided that* personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

**Mr. Minesh V. Doshi**

The shareholders of the Company vide a Special Resolution passed at their Extra-Ordinary General Meeting held on April 27, 2017, have approved pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to approval of the Board of Directors at their meeting held on November 25, 2016 for reappointment as a Whole Time Director & approval of remuneration and further approval of the Board of Directors of the Company at their meeting held on April 6, 2017 for increase in remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Minesh V. Doshi, as a Whole Time Director of the Company for a period of 3 (Three) years commencing from April 1, 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013

or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Minesh V Doshi, Whole Time Director:

**a. Salary:**

Up to Rs. 7,00,000/- (Rupees Seven Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

**b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**c. Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

**d. Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

**e. Personal accident insurance**

As per rules of the Company

**f. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**g. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

**h. Car/Telephone**

- Car will be provided by the Company for official use.
- Telephone connection at residence shall be provided by the Company.

*Provided that* personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

**Mr. Palak V. Shah**

The shareholders of the Company vide a Special Resolution passed at their Extra-Ordinary General Meeting held on April 27, 2017, have approved pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to approval of the Board of Directors at their meeting held on November 25, 2016 for reappointment as a Whole Time Director & approval of remuneration and further approval of the Board of Directors of the Company at their meeting held on April 6, 2017 for increase in remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Palak V. Shah, as a Whole Time Director of the Company for a period of 3 (Three) years commencing from April 1, 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Palak V. Shah, Whole Time Director:

**a. Salary:**

Up to Rs. 7,00,000/- (Rupees Seven Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/ Special/ Management/ Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance,



Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

**b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**c. Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

**d. Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

**e. Personal accident insurance**

As per rules of the Company

**f. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**g. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

**h. Car/Telephone**

- Car will be provided by the Company for official use.
- Telephone connection at residence shall be provided by the Company.

*Provided that* personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

He has been appointed as CFO with effect from April 6, 2017 and he has been re-designated as "Whole Time Director Cum CFO" vide board resolutions dated April 6, 2017 & April 27, 2017.

**Mr. Himanshu S. Jain**

The shareholders of the Company vide a Special Resolution passed at their Extra-Ordinary General Meeting held on April 27, 2017, have approved pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, pursuant to approval of the Board of Directors at their meeting held on November 25, 2016 for reappointment as a Whole Time Director & approval of remuneration and further approval of the Board of Directors of the Company at their meeting held on April 6, 2017 for increase in remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Himanshu S. Jain, as a Whole Time Director of the Company for a period of 3 (Three) years commencing from January 1, 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Himanshu S. Jain, Whole Time Director:

**a. Salary:**

Up to Rs. 5,00,000/- (Rupees Five Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

**b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**c. Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

**d. Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

**e. Personal accident insurance**

As per rules of the Company

**f. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**g. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

**h. Car/Telephone**

- Car will be provided by the Company for official use.
- Telephone connection at residence shall be provided by the Company.

*Provided that* personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

**Mr. Vijaykumar K. Shah**

The shareholders of the Company vide a Special Resolution passed at their Annual General Meeting held on September 1, 2017, have approved pursuant to provisions of sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, pursuant to approval of the Board of Directors at their meeting held on June 1, 2017 for appointment as a Whole Time Director, the consent of the Members be and is hereby accorded to appoint Mr. Vijaykumar K. Shah, as a Whole Time Director of the Company for a period of 3 (Three) years commencing from June 1, 2017, upon the following terms and conditions including remuneration, as approved and recommended by the Nomination and Remuneration Committee of the Board, with further liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V to the Companies Act, 2013 and as may be agreed to between Board members and Mr. Vijaykumar K. Shah, viz:

**a. Salary:**

Up to Rs. 5,00,000/- (Rupees Five Lacs only) per month.

(It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

**b. Perquisites**

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**c. Leave Travel Assistance**

As per rules of company.

**d. Personal accident insurance**

As per rules of the Company

**e. Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**f. Gratuity**

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

**g. Car/Telephone**

As per rules of the Company.

The board of directors of the company have approved the actual remuneration payable to CMD and Whole Time Directors of the company, as under:

Name of Director	Actual Remuneration paid/payable per month (Rs. Lacs)	Date of board meeting
Mr. Vipul H Thakkar	3.40	April 27, 2017
Mr. Jignesh A Patel	3.40	April 27, 2017
Mr. Minesh V Doshi	3.00	April 27, 2017
Mr. Palak V Shah	3.00	April 27, 2017
Mr. Himanshu S Jain	1.75	April 27, 2017
Mr. Vijaykumar K Shah	2.00	June 1, 2017

**Payment or benefit to Directors of the Company**

Except as stated in the Prospectus including the disclosures relating to related party transactions in the restated financial statement of the Company, no amount or benefit has been paid or is intended to be paid or given to any of the Directors of the Company except the normal remuneration for services rendered as Directors.

**Details of the compensation & benefits in kind granted during the last financial year i.e. 2016-17 to the executive director:**

Name of executive director	Rs. in lacs
Mr. Vipul H. Thakkar	40.80
Mr. Jignesh A. Patel	40.80
Mr. Minesh V. Doshi	36.00
Mr. Palak V. Shah	36.00
Mr. Himanshu S. Jain	16.80
Mr. Vijaykumar K. Shah	10.00*

Mr. Vijaykumar K. Shah has been appointed as Whole Time Director of the Company wef June 1, 2017 and prior to that he has received Rs. 10 Lacs as a consultant for providing professional services to the company in FY 2016-17.

No service contracts have been entered into by the directors with the company providing benefits upon termination of employment. Further, except statutory benefits upon termination of employment in the Company or retirement, no officer of the Company including the Directors and Key Managerial Personnel, are entitled to any benefits upon termination of employment.

**Details of the remuneration to Non Executive Directors during the last financial year:**

All other Non Executive Directors are not being paid any remuneration including sitting fees for attending the meeting of the Board of Directors or committees thereof.

**Remuneration paid or payable from subsidiaries and associate companies**

In Financial Year 2016-17, no remuneration has been paid to any of our Directors by our subsidiaries and associate companies.

**Appointment of relatives to a place of profit**

Except as mentioned below, none of the relatives of the Directors have been appointed to an office or place of profit with our Company:

Mrs. Jyoti H. Jain and Ms. Aayushi H. Jain are relatives of the Whole Time Director, Mr. Himanshu S. Jain. Mrs. Jyoti H. Jain who is currently Project Manager of STTL, has been the employee of STTL since February 1, 2011. For FY 2016-17, she received a total compensation of Rs. 9.00 Lacs. Ms. Aayushi H. Jain who is currently Social Media Executive of STTL, has been the employee of STTL since June 15, 2016. For FY 2016-17, she received a total compensation of Rs. 3.60 Lacs.

Ms. Hem V. Shah, who has been appointed as CS Trainee since July 4, 2016, is a relative of the Whole Time Director Mr. Vijaykumar K. Shah. Her training period was completed on October 3, 2017

### Shareholding of the Directors

The shareholding of the directors on the date of Prospectus is as follows:

Sr. No.	Name of Director	No. of Equity Shares	% of pre-Offer equity share capital
1.	Mr. Vipul H. Thakkar	3637510	28.88
2.	Mr. Jignesh A. Patel	3603710	28.61
3.	Mr. Minesh V. Doshi	1926580	15.30
4.	Mr. Palak V. Shah	785200	6.23
5.	Mr. Himanshu S. Jain	0	0.00
6.	Mr. Vijaykumar K. Shah	0	0.00
7.	Mr. Harivadan P. Thaker	0	0.00
8.	Mr. Ronak S. Shah	0	0.00
9.	Dr. Gayatri M. Doctor	0	0.00

### Interest of Directors

Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them and their relatives in the Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Directors of the 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 other remuneration, reimbursement of expenses payable to them.

Except as stated in "Our Promoters and Promoter Group", none of our Directors have any interest in the promotion of our Company.

Further, the Directors are also directors on the boards of certain Promoter Group entities and they may be deemed to be interested to the extent of the payments made by the Company, if any, to these Promoter Group entities. For further details, see "Our Promoters and Promoter Group" beginning on page 129. For the payments that are made by the Company to certain Promoter Group entities, please refer to the section titled "Financial Information of the Company", beginning on page 136.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with any other Company in which they hold Directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Except as stated otherwise in this Prospectus including section "Related Party Transactions" on page 134, the Company has not entered into any contract, agreements, transactions or arrangements during the preceding two years from the date of this Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements, transactions or arrangements which are proposed to be made with them including the properties purchased by the Company other than in the normal course of business.

### Changes in Directors during Last Three Years

Change in the composition of the Board of Director during the last 3 years from the date of filing of the

Prospectus other than regularization of additional directors is as follows:

Name	Date	Reason
Dr. Gayatri M. Doctor	April 6, 2017	Appointment
Mr. Vijaykumar K. Shah	June 1, 2017	Appointment

### Details of borrowing powers

The Company at its Annual General Meeting held on August 11, 2014, ratified the increase in borrowing powers of the company to Rs. 75.00 Crore pursuant to provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 read with Rules made there under, if any.

### CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with NSE. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has nine directors out of which three are Independent Directors in which one Independent Director is woman. The constitution of our Board is in compliance with section 149 of the Companies Act, 2013.

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

- A. Audit Committee
- B. Stakeholder Relationship Committee
- C. Nomination and Remuneration Committee
- D. Corporate Social Responsibility (CSR) Committee

### Audit Committee

The Audit Committee presently comprises the following three (3) directors:

Sr. No.	Name	Position in Committee	Designation in the company
1.	Mr. Ronak S. Shah	Chairman	Independent Director
2.	Dr. Gayatri M. Doctor	Member	Independent Director
3.	Mr. Vipul H. Thakkar	Member	Chairman and Managing Director

The Audit Committee of the Company was re-constituted by the Board at its meeting held on April 6, 2017. The scope and function of the Audit Committee is in accordance with the Companies Act, 2013 and the listing agreement to be entered with the stock exchange and shall include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
5. Examination of the financial statement and the auditors' report thereon.

6. Reviewing, with the management, the annual financial statements 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 (2AA) of section 217 of the Companies Act, 1956
  - 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
  - g. Qualifications in the draft audit report.
7. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
8. approval or any subsequent modification of transactions of the company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, 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.
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
14. 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.
15. Discussion with internal auditors any significant findings and follow up there on.
16. 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.
17. 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.
18. 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.
19. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. The Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and as required to be carried out as per applicable law including listing agreement.

### **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee presently comprises the following three (3) directors:

<b>Sr. No.</b>	<b>Name</b>	<b>Position in Committee</b>	<b>Designation in the company</b>
1.	Mr. Ronak S. Shah	Chairman	Independent Director
2.	Mr. Jignesh A. Patel	Member	Whole Time Director
3.	Mr. Minesh V. Doshi	Member	Whole Time Director

The Stakeholders Relationship Committee of the Company was constituted by the Board at its meeting held on April 6, 2017. The Stakeholders Relationship Committee" is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI

(LODR), Regulations, 2015. The scope/terms of reference of Stakeholders Relationship Committee are as follows:

1. The role of the stakeholders committee shall be as specified as in Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.
2. Consider and resolve the grievances of security holders of the Company including Investors' complaints regarding Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.
4. Non-receipt of declared dividends, balance sheets/annual reports of the Company, etc; and
5. Carrying out any other function contained in the Listing Agreement as and when amended from time to time;

#### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Board comprises presently comprises the following four (4) directors:

<b>Sr. No.</b>	<b>Name</b>	<b>Position in Committee</b>	<b>Designation in the company</b>
1.	Mr. Ronak S. Shah	Chairman	Independent Director
2.	Dr. Gayatri M. Doctor	Member	Independent Director
3.	Mr. Harivadan P. Thaker	Member	Independent Director
4.	Mr. Vipul H. Thakkar	Member	Chairman and Managing Director

The Nomination and Remuneration Committee of the Company was re-constituted by the Board at its meeting held on April 6, 2017. The Committee shall act in accordance with the Companies Act, 2013 and the listing agreement to be entered with the stock exchange and shall include:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of independent directors and the Board.
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. Devising a policy on Board diversity.
5. 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.
6. To carry out any other function as required to be carried out as per applicable law including listing agreement.

#### **Corporate Social Responsibility (CSR) Committee**

The CSR Committee presently comprises the following three (3) directors:

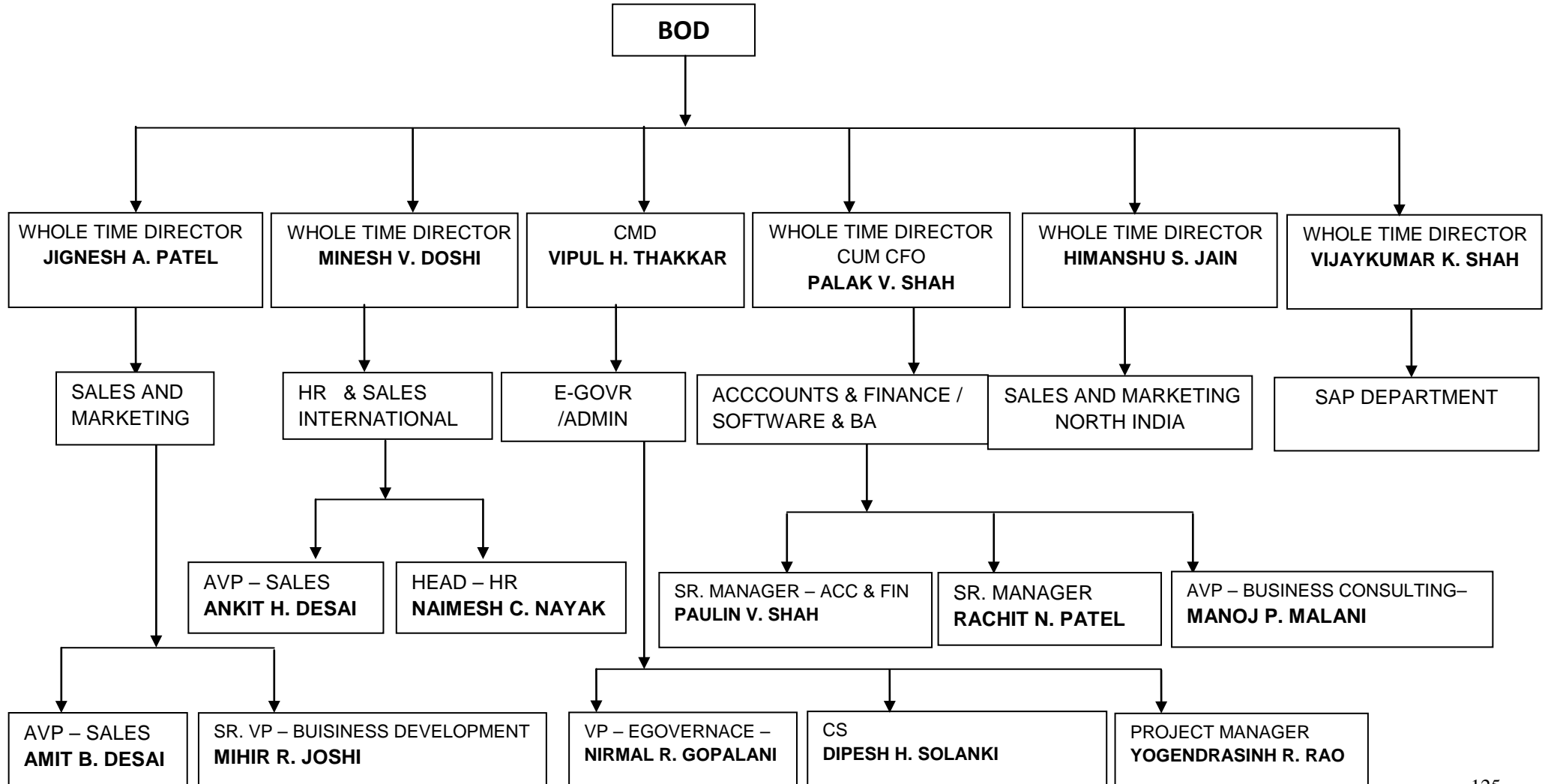
<b>Sr. No.</b>	<b>Name</b>	<b>Position in Committee</b>	<b>Designation in the company</b>
1.	Mr. Vipul H. Thakkar	Chairman	Chairman and Managing Director
2.	Mr. Jignesh A. Patel	Member	Whole Time Director
3.	Mr. Harivadan P. Thaker	Member	Independent Director

The CSR Committee of the Company was constituted by the Board at its meeting held on March 28, 2014. The terms of reference of the CSR Committee is authorized to review and submit recommendations on the Company's CSR activities and progress. The CSR Committee shall

- a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of section 135 of the Companies Act, 2013;
- b) Recommend the amount of expenditure to be incurred on the activities referred to clause (a); and
- c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

## Organisation Chart

The organization chart of STTL is as under:





## Key-Managerial Personnel

The details of the Key Management Personnel other than our Executive Directors, as on the date of this Prospectus, are set out below:

Name	Qualification	Designation and functions and areas of experience in STTL	Date of Appointment	Experience	Last employment	Shareholding in the company	Amt. of compensation paid (in cash or kind) during the financial year 2016-17 (Rs. in Lacs)
Mr. Amit B. Desai	Diploma in Computer Technology	Currently working as Associate Vice President - Sales and handling overall domestic sales and development activities for the Hardware, product services, OEM, Business development, key account management and new business acquisition for the organization	01.06.1996	Total 20+ Years of experience in the area of Business development, Marketing, key account management in IT industries.	Image System Pvt Ltd	Nil	14.05
Mr. Ankit H. Desai	BE in Instrumentation & Control	As Associate Vice President - New business development for international region for software services in all technologies and vertical, international business acquisition, Key Account Management, Client Handling and strategic inputs	16.01.2009	Total 11+ Years or experience in International business Acquisition, Key Account Management, Client Handling and strategic inputs	Gateway Technolab Pvt Ltd	Nil	8.20
Mr. Yogendrasinh R. Rao	B. Sc. (Chemistry), Certificate of Skill for E-Commerce	Project Manager and looking after BPO and government projects, people management, project execution, support and providing solutions	07.12.2006	Total 15+ Years or experience in Project Management in BPO and government projects and people management.	Self Employed	Nil	9.27
Mr. Rachit N. Patel	B. Com., MCM	Sr. Project Manager - looking after entire software department and software project for all verticals, people management and program Management,	22.09.2014	Total 15+ Years or experience in Project Management, Software Life Cycle, Project Implementation, Team Management, Application Development, PMO Management etc.	P And K Infocom Pvt Ltd	Nil	15.05

		software Life cycle.					
Mr. Manoj P. Malani	B. Sc., MBA	AS AVP - Business Consulting - handling the business Analysis profile for all vertical, requirement gathering, team management, Project analysis, client liaising, scope finalization and estimation.	15.06.2010	Total 15+ Years or experience in business Analysis profile for all vertical, requirement gathering, team management, Project analysis, client liaising etc.	Intercom Online Pvt Ltd	Nil	7.53
Mr. Paulin V. Shah	B.Com., Inter CA	Sr. Manager Accounts & Finance - managing overall accounts and finance, budgeting, finalization of accounts and balance sheets, MIS and profit monitoring.	09.02.2009	Total 22+ Years or experience in Accounts and Finance, account functions, budgeting, taxation and statutory compliance.	Devki Steel Mills Ltd	Nil	5.81
Mr. Naimesh C. Nayak	B.Com.	Head - HR. Looking after entire HR gamut such as Recruitment, Payroll, Employee engagement, Performance Appraisal, Compliances and Training and Development	20.02.2010	Total 12+ Years or experience in HR function with roles Such as IT Recruiter, HR Executive, Sr. HR to Head HR in past companies and taking care of entire HR functions.	Ledger Solutions Pvt Ltd	Nil	5.10
Mr. Nirmal R. Gopalani	B.A.	VP – E-governance and looking after E-governance and corporate sector projects, project monitoring, strategic planning	15.07.2011	Total 32+ Years or experience in E-governance and corporate sector for business development, strategic decision, contract with government, project execution and planning prioritizing	Gujarat Infotech Ltd	Nil	6.12
Mr. Mihir R. Joshi	PG Diploma in Marketing & Sales Management	Sr. VP - Business Development and looking after IT & ICT industries, mainly Telecom, Government, PSU & Corporate Accounts.	05.08.2013	Total 29+ Years or experience in IT & ICT industries, mainly Telecom, Government, PSU, & Corporate Accounts.	Sai InfoSystem (India) Ltd	Nil	13.47
Mr. Dipesh H. Solanki	B.Com., LLB, ACS	Company Secretary and Compliance Officer looking after secretarial functions	05.10.2017	18 months in Secretarial functions	Ontic Finserve Ltd	Nil	NA

All the above Key Managerial Personnel are the permanent employees of the Company except Mr. Palak V. Shah who has been appointed as Whole Time Director cum CFO for a period of three years from April 1, 2017.

There is no family relationship between any of the Key Managerial Personnel.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the KMP or member of senior management has been appointed.

#### **Bonus or Profit Sharing Plan for the Directors/Key Managerial Personnel**

There is no Profit Sharing Plan for the Directors/Key Managerial Personnel.

#### **Changes in the Key Managerial Personnel during the last three years:**

<b>Name</b>	<b>Designation</b>	<b>Joining Date</b>	<b>Resignation Date</b>
Gautam Viradiya	Company Secretary	--	30.10.14
Rushabh Patel	AVP - Sales	--	21.08.15
Himanshu Chudasma	Business Head	--	30.06.16
Manish Savant	AVP - Business	23.05.16	16.02.17
Ranish Shah	Company Secretary	02.02.15	30.11.15
Roshni Sidhwani	Company Secretary	10.02.16	06.04.17
Gaurang Upadhyay	AVP - Sales	11.05.15	31.05.16
Rachit Patel	Sr. Project Manager	22.09.14	--
Navinchandra D. Panchal	Company Secretary	06.04.17	04.10.17
Palak Shah	CFO	06.04.17	--
Dipesh H. Solanki	Company Secretary	05.10.17	--

#### **Disclosures Regarding Employees Stock Option Scheme / Employees Stock Purchase Scheme**

Till date, except "ESOP 2017" the Company has not introduced any Employees Stock Option Scheme / Employees Stock Purchase Scheme. For details of "ESOP 2017", please refer page 71.

#### **Payment or Benefit to Officers of the Company**

Except statutory benefits upon termination of their employment in our Company, no officer of our Company is entitled to any benefit upon termination of his employment.

## OUR PROMOTERS AND PROMOTER GROUP

### PROMOTERS AND THEIR BACKGROUND

<b>Name of the Promoter</b>	Mr. Vipul H. Thakkar	Mr. Jignesh A. Patel	Mr. Minesh V. Doshi	Mr. Palak V. Shah
<b>Address</b>	19, Netra Bungalows, Near Seema Saurabh Society, Near Memnagar Fire Station, Memnagar, Ahmedabad - 380052	5, Sadhna Colony, Navjivan, Navrangpura, Ahmedabad - 380014	1, Sadhna Colony, Near Sardar Patel Stadium, Navjivan Road, Navrangpura, Ahmedabad – 380 014	34, Yogeshwar Bungalows, Nandkunj Society, Near Sola Over Bridge, Thaltej, Ahmedabad - 380054
Photograph of the promoter				
Passport No.	Z3622094	J9873906	Z4006585	P7506284
Driving License	GJ01 19890645115	GJ01 19890002178	GJ01 19890632068	GJ01 19990305323
Permanent Account No.	ABVPT8027A	ABXPP2283Q	AEHPD1881M	AFXPS5699R
Voter's Identity No.	Not Available	Not Available	Not Available	UHH3234101
Name of Bank & Branch	Bank of India, Ellisbridge Branch, Ahmedabad	Bank of India, Ellisbridge Branch, Ahmedabad	Bank of India, Ellisbridge Branch, Ahmedabad	Bank of India, Ellisbridge Branch, Ahmedabad
Bank Account No.	200410100007967	200410100007940	200410110001673	200410110001682
DOB/DOI	21.09.1970	15.05.1971	23.11.1970	20.12.1970

For further details including profile of the promoters, please refer section entitled “Our Management” on page 112.

### Change in the management and control of the Company

There has been no change in the control of the company within 5 years immediately preceding the date of DP.

### Interest of Promoters

Promoters may also be deemed to be interested to the extent of Equity Shares, if any, already held by them and their relatives in the Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Promoters who are directors of the 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 other remuneration, reimbursement of expenses payable to them.

Except as stated in “Our Promoters and Promoter Group”, none of our Promoters have any interest in the promotion of our Company.

Further, the Promoters are also directors on the boards of certain Promoter Group entities and they may be deemed to be interested to the extent of the payments made by the Company, if any, to these Promoter Group entities. For further details, see “Our Promoters and Promoter Group” beginning on page 129. For the payments that are made by the

Company to certain Promoter Group entities, please refer to the section titled “Financial Information of the Company”, beginning on page 136.

All Promoters may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with any other Company in which they hold Directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Except as stated otherwise in this Prospectus including section “Related Party Transactions” on page 134, the Company has not entered into any contract, agreements, transactions 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, transactions or arrangements which are proposed to be made with them including the properties purchased by the Company other than in the normal course of business.

Except as disclosed in this Prospectus, our Promoters have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of the Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

### Payment or Benefit to Promoters of the Company

Except as stated in “Related Party Transactions” on page 134, no amount or benefit has been paid or given to any Promoter within the two preceding years from the date of filing of this Prospectus or is intended to be paid.

### PROMOTER GROUP

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

The natural persons who are part of the Promoter Group (Being immediate relative of our Promoters) are as follows:

Sr. No.	Name of the Promoter/ Relations	Mr. Vipul H. Thakkar	Mr. Jignesh A. Patel	Mr. Minesh V. Doshi	Mr. Palak V. Shah
1	Spouse	Kajal Thakkar	Joly Patel	Varsha Doshi	Zankhana Shah
2	Mother	Ramaben Thakkar	Majulaben Patel	Pushpa Doshi	Kunjbala Shah
3	Father	Haridas Thakkar	Amratlal Patel	Vinodchandra Doshi	Vinubhai Shah
4	Brothers	Unmesh Thakkar	Rajan Patel	Paras Doshi	Dimple Shah
5	Sisters	Yamini Thakkar	--	Priti Shah	Peena Vora
6	Son	Mahir Thakkar	Ansh Patel	Akshat Doshi	Jash Shah
7	Daughter	Tasha Thakkar	--	Prapti Doshi	Vaishvi Shah
8	Mother of Spouse	Leena Thakkar	Chandrikaben Patel	Sudhaben Mehta	Urmilaben Agarwal
9	Father of Spouse	Piyush Thakkar	Vinodbhai Patel	Vimalkant Mehta	Dineshbhai Agarwal
10	Brothers of Spouse		Harshal Patel	--	Apurva Agarwal Parthiv Agarwal
11	Sisters of Spouse	Meghna Dave	--	Nehal Mehta	--

Other Entities forming part of the Promoter Group are as under:

1.	Silver Touch Technologies (UK) Ltd
2.	Silver Touch Technologies Inc.
3.	Shark Identity Pvt Ltd
4.	Silver Touch Technologies SAS
5.	Lime Software Ltd
6.	Silvertouch Infotech Ltd
7.	Tasha Consultancy
8.	Thakkar Vipul Haridas (HUF)
9.	Jignesh Amratlal Patel HUF
10.	Palak V Shah HUF
11.	Minesh Vinodchandra Doshi HUF

## GROUP COMPANIES/ENTITIES

Unless otherwise specifically stated, none of the Group Companies/Entities described below (i) are listed on any stock exchange; (ii) have completed any public or rights issue in the last ten years immediately preceding the date of filing the Prospectus; (iii) have become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995; (iv) are under winding-up; (v) have become defunct during the last five years preceding the date of the Prospectus; (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Entity is registered, for striking off its name during the last five years preceding the date of the Prospectus; or (vii) had negative net worth as of the date of their last audited financial statements.

In terms of the SEBI Regulations, and in terms of the policy of materiality defined by the Board pursuant to its resolution dated April 6, 2017, our Group Companies/Entities include (a) those companies disclosed as related parties in accordance with Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years; and (b) all companies forming part of the Promoter Group (as defined under the SEBI Regulations), with whom our Company has entered into one or more transactions during any of the last five financial years, such that the cumulative transaction value with our Company in any of the aforementioned financial years /period exceeds 10% of the net worth of our Company for such financial years /period or wherein the investment in the form of equity or loan by our Company exceeds 10% of the net worth of our Company for such financial years /period in which transaction was entered or investment was made. 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 or promoters of our Company have not been disclosed as Group Companies/Entities.

Based on the above, the following are the Group Companies/Entities (Other than Subsidiaries/Associates, for which relevant information has been shown on page 131):

### 1. SILVERTOUCH INFOTECH LTD

Silvertouch Infotech Ltd ("SIL"), a public limited company was incorporated on June 17, 2005. Its registered office is located at B/2 Soham Avaneue, Soham Park, Nr. Vastrapur Lake, Vastrapur, Ahmedabad – 380015. Currently the company is engaged in trading of computer hardware.

#### Shareholding pattern

The shareholding pattern of the company is as follows:

Sr. No.	Name Of Shareholders	No. Of Equity Shares	% Shareholding
1.	Kajal V. Thakkar	16000	32.00
2.	Jolly J. Patel	16000	32.00
3.	Varsha M. Doshi	3500	7.00
4.	Zankhana P. Shah	3500	7.00
5.	Vipul H. Thakkar	5000	10.00
6.	Jignesh A. Patel	5000	10.00
7.	Minesh V. Doshi	500	1.00
8.	Palak V. Shah	500	1.00
	<b>Total</b>	<b>50000</b>	<b>100.00</b>

#### Board of Directors

Sr. No.	Name	Designation
1.	Kajal V. Thakkar	Director
2.	Jolly J. Patel	Director
3.	Varsha M. Doshi	Director
4.	Zankhana P. Shah	Director

#### Financial Information

Financial information of SIL derived from Audited Financial Statements for the last three years are as under:  
(Amount in Rupees)

Particulars	For the year ended		
	March 31, 2015	March 31, 2016	March 31, 2017
Equity capital	5.00	5.00	5.00
Reserves and surplus (excluding revaluation reserve)	33.93	37.09	37.65
Total revenue	503.34	508.90	73.34
Profit after Tax	5.14	3.16	0.57
EPS (in ₹) (Basic and Diluted)	10.28	6.31	1.13
NAV per share (in ₹)	77.86	84.17	85.30

## 2. TASHA CONSULTACY

Tasha Consultancy is a proprietorship concern having its office at 19, Netra Bunglows, Near Memnagar Fire Station, Memnagar, Ahmedabad - 380006. There is no business activity in this entity till date and hence no financial statements were prepared for the same. Vipul Haridas Thakkar HUF is the proprietor of this entity.

## 3. THAKKAR VIPUL HARIDAS (HUF)

Thakkar Vipul Haridas (HUF) is a Hindu Undivided Family represented by Mr. Vipul H. Thakkar as its Karta and Mrs. Kajal V. Thakkar, Ms. Tasha V. Thakkar & Mr. Mahir V. Thakkar as its members. The Permanent Account Number (PAN) of Thakkar Vipul Haridas (HUF) is AAAHT9278F.

## 4. JIGNESH AMRATLAL PATEL HUF

Jignesh Amratlal Patel HUF is a Hindu Undivided Family represented by Mr. Jignesh A. Patel as its Karta and Mrs. Jolly J. Patel & Mr. Ansh J. Patel as its members. The Permanent Account Number (PAN) of Jignesh Amratlal Patel HUF is AADHJ6047H.

## 5. MINESH VINODCHANDRA DOSHI HUF

Minesh Vinodchandra Doshi HUF is a Hindu Undivided Family represented by Mr. Minesh V. Doshi as its Karta and Mrs. Varsha M. Doshi, Mr. Akshat M. Doshi and Ms. Prapti M. Doshi as its members. The Permanent Account Number (PAN) of Minesh Vinodchandra Doshi HUF is AAPHM8640D.

## 6. PALAK V SHAH HUF

Palak V Shah HUF is a Hindu Undivided Family represented by Mr. Palak V Shah as its Karta and Mrs. Zankhana P. Shah, Ms. Vaishvi P. Shah and Mr. Jash P. Shah as its members. The Permanent Account Number (PAN) of Palak V Shah HUF is AAJHP3199Q.

### Company with Negative Network

None of the Companies has negative network as on March 31, 2017 except the associate, Shark Identity Pvt Ltd. For more details about Shark Identity Pvt Ltd, please refer page 110.

### Common Pursuits

All our Subsidiary Companies/Associates/Group Companies, except the proprietor concern and HUFs as mentioned above, are in the similar line of business that of the Company and may give rise to the conflict of interest. Company does not have any non-compete agreements/arrangements with any of our group entities and such a conflict of interest may have adverse effect on company's business and growth. However, the Company shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when it may arise. Please refer risk factor no. 4 on page 12.

### Other confirmations

None of our Group companies/entities is a sick company within the meaning of erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 or are under winding up or have any BIFR proceedings initiated against it.

Except Semaphore Infotech Pvt Ltd, none of the Group companies/entities has been struck off by any Registrar of Companies in India and no application was made to the Registrar of Companies for striking off the name of any of the group company during the five years preceding the date of filing Prospectus with the Stock Exchange.

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company.

No Group Company/Entity has business interest in Silver Touch Technologies Limited except as disclosed in the section "Related Party Transactions" on page 134. For related business transactions, please refer section "Related Party Transactions" on page 134.

There are no companies/firms with which the promoters of the company have disassociated themselves during preceding three years except the following: Silver Touch Technologies B.V. was closed on 01.04.2016 in Netherlands. The said JV was never functional after its incorporation.

For details on litigations and disputes pending against our group companies/entities and defaults made, please refer to section titled "Outstanding Litigations and Material Developments" on page no.221.



## RELATED PARTY TRANSACTIONS

For details on related party transactions of our Company during the last five financial years and the three months ended June 30, 2017, as per the requirements under Accounting Standard 18 - '*Related Party Disclosures*', see Annexure AA of our restated standalone financial statements and Annexure AA of our restated consolidated financial statements in the section titled "*Financial Information of the Company*" on pages 165 and 205, respectively.

## DIVIDEND POLICY

The declaration and payment of dividends on our equity shares will be recommended by our board of directors and approved by our shareholders, at their discretion, and will depend on a number of factors, our results of operations and financial condition, capital requirements, contractual restrictions (including the terms of some of our financing arrangements that restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders.

The details of dividend paid by our Company in the last five Financial Years are given below:

Particulars	For The Year Ended				
	31/03/17	31/03/16	31/03/15	31/03/14	31/03/13
Class of Shares	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>
Equity Share of Rs.10 each	55,95,000	55,95,000	55,95,000	55,95,000	55,95,000
Rate of Dividend (%)	5%	5%	5%	5%	5%
Interim Dividend	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50
Final Dividend per share	Nil	Nil	Nil	Nil	Nil

**SECTION V – FINANCIAL INFORMATION**  
**FINANCIAL INFORMATION OF THE COMPANY**

**INDEPENDENT AUDITOR’S REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS**  
**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies**  
**(Prospectus and Allotment of Securities) Rules, 2014)**

To,  
Board of Directors,  
**SILVER TOUCH TECHNOLOGIES LIMITED**  
2ND FLOOR, SAFFRON,  
NR. PANCHWATI CIRCLE,  
AMBAWADI,  
AHMEDABAD,  
GUJARAT – 380 006

Dear Sirs,

**1. Report on Restated Standalone Financial Statements**

We have examined the Restated Standalone Financial Statements of **SILVER TOUCH TECHNOLOGIES LIMITED** (hereinafter referred as “the Company”), which comprise of the Restated Standalone Summary Statements of the Assets and Liabilities as at June 30, 2017 and 31<sup>st</sup> March, 2017, 2016, 2015, 2014, and 2013. The Restated Standalone Summary Statements of Profit and Loss and the Restated Standalone Summary Statement of Cash Flows for the period ended on June 30, 2017 and 31<sup>st</sup> March, 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 accordance with the requirements of:

- (i) Section 26 read with the applicable provisions within Rule- 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the “Act”) and
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
  - (iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform (“IPO” or “SME IPO”); and
  - (iv) The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (“ICAI”)
  - (v) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, **AMBALAL PATEL & CO., Chartered Accountants**, Chartered Accountants of India (ICAI) and hold a valid Certificate No. 006729 dated 13/11/2013 issued by the “Peer Review Board” of the ICAI.
2. The Restated Standalone Summary Statements of the Company have been extracted/prepared by the management from the Audited Financial Statements of the Company for Three months period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 & March 31, 2013 which have been approved by the Board of Directors.
  3. Information of the Company for the Three months period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, & March 31, 2013 have been audited by us and books of accounts underlying those financial statements and other records of the Company, to the extent

considered necessary by us, have been examined for the presentation of restated standalone summary statements under the requirements of Schedule III of the act.

4. Financial Information as per Audited Standalone Financial Statements:

1. We have examined:

- b. The attached **Restated Standalone Statement of Assets and Liabilities** of the company, as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (**Annexure - I**)
- c. The attached **Restated Standalone Statement of Profits and Loss** of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (**Annexure - II**)
- d. The attached **Restated Standalone Statement of Cash Flows** of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (**Annexure - III**);
- e. The Significant Accounting Policies adopted by the Company and notes to the **Restated Standalone Financial Statement** along with adjustments on account of audit qualifications / adjustments / regrouping (**Annexure - IV**);

(Collectively hereinafter referred as “Restated Standalone Financial Statements” or “Restated Standalone Summary Statements”)

2. In accordance with the requirements of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Report/Certificates on Financial Information in Offer Documents issued by ICAI and the terms of our Engagement Letter, we further report that:

(ii) The “**Restated Standalone Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Standalone Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.

(iii) The “**Restated Standalone Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Standalone Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statement of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.

(iv) The “**Restated Standalone Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 we are of the opinion that “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**” have been made after incorporating:

- a) Adjustments for any material amounts in the respective financial years have been made to which the year relate; and
- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements other than those disclosed specifically;
- c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report;
- d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies;
- e) Revaluation reserve which is disclosed separately in the Restated Standalone Financial statements;
- f) The Company has paid the following dividends on its equity shares till June 30, 2017:

**STATEMENT OF DIVIDEND DECLARED:**

Particulars	For The Period ended	For The Year Ended				
	30/06/2017	31/03/17	31/03/16	31/03/15	31/03/14	31/03/13
Class of Shares	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>
Equity Share of Rs.10 each	1,11,90,000	55,95,000	55,95,000	55,95,000	55,95,000	55,95,000
Rate of Dividend (%)	-	5%	5%	5%	5%	5%
Interim Dividend	Nil	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50
Final Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil

5. Other Financial Information

1. We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

Restated Standalone Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Standalone Statement of Reserves And Surplus	Annexure-B
Restated Standalone Statement of Long Term Borrowings	Annexure-C & C1
Restated Standalone Statement of Deferred Tax (Assets) / Liabilities	Annexure-D
Restated Standalone Statement of other Long Term Liability	Annexure-E
Restated Standalone Statement of Short Term Borrowings	Annexure-F& F1
Restated Standalone Statement of Trade Payables	Annexure-G
Restated Standalone Statement of Other Current Liabilities	Annexure-H
Restated Standalone Statement of Short Term Provisions	Annexure –I
Restated Standalone Statement of Fixed Assets	Annexure-J
Restated Standalone Statement of Non-Current Investments	Annexure-K
Restated Standalone Statement of Long-Term Loans And Advances	Annexure-L
Restated Standalone Statement of Other Non-Current Assets	Annexure-M
Restated Standalone Statement of Inventories	Annexure-N
Restated Standalone Statement of Trade Receivables	Annexure-O
Restated Standalone Statement of Cash & Bank	Annexure-P
Restated Standalone Statement of Short-Term Loans And Advances	Annexure-Q
Restated Standalone Statement of Revenue from Operations	Annexure-R

Restated Standalone Statement of Other Income	Annexure-S
Restated Standalone Statement of Purchase of Stock in trade	Annexure-T
Restated Standalone Statement of Changes in Inventories of Stock in trade	Annexure-U
Restated Standalone Statement of Employee Benefits Expense	Annexure-V
Restated Standalone Statement of Finance Cost	Annexure-W
Restated Standalone Statement of Operations & Other Expenses	Annexure-X
Restated Standalone Statement of Contingent liabilities	Annexure-Y
Restated Standalone Statement of Tax shelter	Annexure-Z
Restated Standalone Statement of Related party transaction	Annexure-AA
Restated Standalone Statement of Capitalization	Annexure-AB
Restated Standalone Statement of Mandatory Accounting Ratios	Annexure-AC
Restated Standalone Statement of Dividend Declared	Annexure-AD
Restated Standalone Statement of Other Income in detail	Annexure-AE
Restated Standalone Statement of Segment Reporting	Annexure-AF
Restated Standalone Statement of Issue of Employee Stock Options Scheme	Annexure-AG

2. The Restated Standalone Financial Information contain all the disclosures required by the SEBI ICDR regulation and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/2013 dated September 13, 2013 of Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013.
3. The preparation and presentation of the Standalone Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
4. In our opinion, the above financial information contained in Annexure I to III and Annexure A to AD of this report read along with the Restated Standalone Statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provision within Rule 4to6 of the Companies (Prospectus and Allotment of Securities)Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you.
5. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
6. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed 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 and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

## 6. Auditor’s Responsibility

Our responsibility is to express an opinion on these restated Standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement of the risks of material misstatement of the procedures selected depend on the auditor's judgment, including the assessment financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **7. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated Standalone statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India, to the extent applicable;

- a) In the case of Restated Standalone Statement of Assets and Liabilities of the Company as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013;
- b) In the case of the Restated Standalone Statement of Profit and Loss of the Company for the Three months ended on June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013;
- c) In the case of the Restated Standalone Cash Flow Statement of the Company for the Three months ended on June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013.

**For AMBALAL PATEL & CO.**  
**Chartered Accountants**  
**Firm Reg. No. : 100305W**

**CA Nikunj B. Patalia**  
**Partner**  
**M. No. 131220**

**Ahmedabad**  
**25.08.2017**

**SILVER TOUCH TECHNOLOGIES LIMITED**  
**CIN-U72200GJ1995PLC024465**

**ANNEXURE - I**

**Restated Standalone Statement of Assets and Liabilities**

Amount (In ₹ Lacs)

Sr. No.	Particulars	An nx. No.	For the Period Ended on 30th June, 2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>							
<b>1</b>	<b>Shareholders' funds</b>							
(a)	Share capital	A	1,119.00	559.50	559.50	559.50	559.50	559.50
(b)	Reserves and surplus	B	3,300.36	3,629.77	3,242.55	2,976.12	2,828.74	2,265.76
<b>2</b>	<b>Non-current liabilities</b>							
(a)	Long-term borrowings	C	432.43	306.46	475.23	717.83	130.26	132.69
(b)	Deferred tax liabilities (Net)	D	69.39	80.90	81.76	121.81	182.41	107.99
(c)	Other Long term liabilities	E	45.86	53.08	59.65	289.81	330.63	232.57
<b>3</b>	<b>Current liabilities</b>							
(a)	Short-term borrowings	F	1,461.71	1,183.74	1,696.14	1,205.51	1,114.72	372.70
(b)	Trade payables	G	2,875.81	534.29	3,061.00	1,039.68	1,256.31	886.19
(c)	Other current liabilities	H	934.56	783.79	1,037.74	1,224.57	671.01	493.39
(d)	Short-term provisions	I	458.59	356.63	385.34	299.31	606.73	399.27
	<b>TOTAL</b>		<b>10,697.72</b>	<b>7,488.17</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>
<b>II.</b>	<b>ASSETS</b>							
<b>1</b>	<b>Non-current assets</b>							
(a)	Fixed assets	J						
	(i) Tangible assets		1,652.37	1,654.56	1,623.09	1,517.27	1,983.43	1,418.99
	(ii) Intangible assets		17.43	16.26	17.20	26.60	31.90	32.70



(b)	Non-current investments	K	32.54	13.06	1.56	1.56	0.86	0.86
(c)	Long-term loans and advances	L	269.32	296.16	251.45	260.41	194.82	261.65
(d)	Other non-current assets	M	271.35	310.23	465.73	619.93	-	-
<b>2</b>	<b>Current assets</b>							
(a)	Inventories	N	130.34	165.10	558.57	545.00	268.27	345.89
(b)	Trade receivables	O	6,566.29	3,403.30	6,039.54	3,673.50	3,362.45	1,978.42
(c)	Cash and Bank Balance	P	601.52	562.12	514.37	678.34	551.36	482.42
(d)	Short-term loans and advances	Q	1,156.56	1,067.38	1,127.39	1,111.52	1,287.22	929.13
	<b>TOTAL</b>		<b>10,697.72</b>	<b>7,488.17</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>

**SILVER TOUCH TECHNOLOGIES LIMITED**

**CIN-U72200GJ1995PLC024465**

**ANNEXURE - II**

**Restated Standalone Statement of Profit and Loss**

**Amount (In ₹ Lacs)**

Sr. No.	Particulars	An nx. No	For the Period Ended on 30th June, 2017	2016-17	2015-16	2014-15	2013-14	2012-13
I.	<b>Revenue from operations</b>	R						
	Sales & Operational Revenue		4,964.39	12,774.91	14,732.15	11,985.47	11,370.74	8,305.94
	Less:							
	Service Tax		241.30	914.18	907.73	518.96	564.96	295.90
			4,723.09	11,860.72	13,824.42	11,466.51	10,805.78	8,010.04
II.	Other income	S	53.97	126.63	80.61	118.66	63.80	76.24
III.	<b>Total Revenue (I + II)</b>		<b>4,777.06</b>	<b>11,987.35</b>	<b>13,905.03</b>	<b>11,585.17</b>	<b>10,869.57</b>	<b>8,086.28</b>
IV.	<b>Expenses:</b>							
	Purchases of Stock-in-Trade	T	2,762.73	4,433.65	7,206.58	6,813.07	4,906.44	4,441.83
	Changes in inventories of Stock-in-Trade	U	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
	Employee benefits expense	V	701.49	4,375.19	4,382.64	2,640.85	2,321.22	1,885.69
	Finance costs	W	66.13	313.82	313.47	275.80	142.22	81.30
	Depreciation and amortization expense		103.88	437.66	548.07	687.62	284.80	196.46
	Operations & Other Expenses	X	793.48	1,421.25	1,017.28	1,100.81	2,243.87	979.23
	<b>Total expenses</b>		<b>4,462.48</b>	<b>11,375.05</b>	<b>13,454.47</b>	<b>11,241.41</b>	<b>9,976.16</b>	<b>7,403.27</b>
V.	<b>Profit before tax (III- IV)</b>		<b>314.57</b>	<b>612.30</b>	<b>450.56</b>	<b>343.75</b>	<b>893.41</b>	<b>683.00</b>
VI.	<b>Tax expense:</b>							
	(1) Current tax		96.00	181.00	190.00	174.00	216.00	191.00
	(2) Deferred tax		(11.51)	(0.86)	(40.05)	(45.61)	74.42	30.60
	(3) Prior Period Tax Adjustment		-	11.27	0.50	4.04	-	-
			<b>84.49</b>	<b>191.41</b>	<b>150.45</b>	<b>132.43</b>	<b>290.42</b>	<b>221.60</b>

VII.	<b>Profit/(Loss) for the period</b>		<b>230.09</b>	<b>420.89</b>	<b>300.10</b>	<b>211.32</b>	<b>602.99</b>	<b>461.40</b>
VIII.	Earnings per equity share (Face Value ₹ 10 per share)							
	(1) Basic		2.06	3.76	2.68	1.89	5.39	4.12
	(2) Diluted		2.06	3.76	2.68	1.89	5.39	4.12
	<b>Significant Accounting Policies</b>	<b>VI</b>						

**SILVER TOUCH TECHNOLOGIES LIMITED**  
CIN-U72200GJ1995PLC024465

**ANNEXURE - III**

**Restated Standalone Statement of Cash Flow**

**Amount (In ₹ Lacs)**

PARTICULARS	For the Period Ended on 30th June 2017	2016-17	2015-16	2014-15	2013-14	2012-13
<b>A. Cash inflow/(outflow) from the operating activities</b>						
<b>Net profit before Tax and Prior Period Adjustments</b>						
	314.57	612.30	450.56	343.75	893.41	683.00
<b>Adjustments for:</b>						
Depreciation	65.00	282.15	392.56	687.62	284.80	196.46
Interest paid	46.51	214.05	223.33	196.66	102.19	57.23
Interest Income	(15.34)	(63.78)	(62.65)	(49.08)	(28.06)	(26.85)
Provision of Gratuity payable	3.71	(20.01)	23.51	42.52	26.38	23.44
(Profit)/Loss on sale of Assets	-	-	-	(60.38)	-	0.84
Provision for CSR Donation	2.25	0.30	11.00	-	-	-
<b>Operating Profit before working capital changes</b>	<b>416.70</b>	<b>1,025.03</b>	<b>1,038.31</b>	<b>1,161.09</b>	<b>1,278.72</b>	<b>934.12</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>						
Inventories	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
Receivables	(3,162.99)	2,636.24	(2,366.04)	(311.05)	(1,384.03)	248.98
Direct Tax paid	(48.74)	(218.24)	(344.88)	(253.05)	(267.98)	(143.64)

Other Non Current Asset	38.88	155.51	154.20	(619.93)	-	-
Loans & Advances	(13.60)	32.27	209.98	(179.38)	(58.42)	(280.95)
Current Liabilities & Provisions	2,492.29	(2,780.66)	1,823.49	336.93	547.74	103.58
<b>Net cash inflow/(outflow) from operating activities (A)</b>	<b>(242.69)</b>	<b>1,243.61</b>	<b>501.50</b>	<b>(142.13)</b>	<b>193.65</b>	<b>680.86</b>
<b>B. Cash inflow/(outflow) from investing activity</b>						
Investments	(19.48)	(11.49)	-	(0.37)	-	-
Purchase of Assets	(63.98)	(312.68)	(488.98)	(278.17)	(855.70)	(571.66)
Sale of Fixed Assets	-	-	-	90.41	-	4.42
<b>Net cash inflow/(outflow) from investing activity (B)</b>	<b>(83.46)</b>	<b>(324.18)</b>	<b>(488.98)</b>	<b>(188.13)</b>	<b>(855.70)</b>	<b>(567.24)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>						
Secured Loans Availed/(Paid)	263.87	(694.33)	317.63	537.51	728.72	56.96
Unsecured Loans Availed/(Paid)	132.85	6.59	(299.77)	100.04	108.91	162.65
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Interest Paid	(46.51)	(214.05)	(223.33)	(196.66)	(102.19)	(57.23)
Interim Dividend and Tax thereon	-	(33.67)	(33.67)	(32.73)	(32.51)	(32.51)
<b>Net cash inflow/(outflow) from Financing activity (C)</b>	<b>365.55</b>	<b>(871.68)</b>	<b>(176.48)</b>	<b>457.24</b>	<b>730.99</b>	<b>156.71</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>	<b>39.40</b>	<b>47.75</b>	<b>(163.97)</b>	<b>126.98</b>	<b>68.93</b>	<b>270.33</b>
<b>Cash &amp; Cash Equivalent at the beginning of the Period</b>	<b>562.12</b>	<b>514.37</b>	<b>678.34</b>	<b>551.36</b>	<b>482.42</b>	<b>212.09</b>
<b>Cash &amp; Cash Equivalent at the end of the Period</b>	<b>601.52</b>	<b>562.12</b>	<b>514.37</b>	<b>678.34</b>	<b>551.36</b>	<b>482.42</b>
<b>Net Increase in cash and cash equivalent</b>	<b>39.40</b>	<b>47.75</b>	<b>(163.97)</b>	<b>126.98</b>	<b>68.93</b>	<b>270.33</b>
<b>Note :</b>						
1. The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies (Accounting Standards) Rules, 2006.						
2. Figures in bracket represent Outflow of cash.						

**Notes forming Part of accounts:**

**1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**i) Basis Of Accounting :**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis of accounting. The company is a Large Company as defined in the general instruction in respect of accounting standards notified under the Companies Act, 2013. Accordingly, the company has complied with the accounting standards as applicable to a Large Company.

**ii) Use of Estimates :**

The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**iii) Fixed assets & Depreciation :**

Fixed Assets are stated at cost less accumulated depreciation. Upto FY 2013-14, Depreciation is provided on Straight Line Method at the rates provided in Companies Act, 1956. W.e.f. FY 2014-15, Depreciation is provided on fixed assets used during the year as per Straight Line Method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013 except on few assets, where different life has been estimated by the management where assets are for specific project.

Depreciation on additions or sale/discard of asset is being provided on pro-rata basis from the date on which such asset is ready to be put to use to date of sale/discard.

**iv) Inventories :**

Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained using FIFO method.

**v) Investments :**

Investments are classified as Current Investments and non-current Investments. The investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are stated at lower of cost and net realizable value. A provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current Investments.

**vi) Revenue Recognition :**

Revenue from the sale of equipment / computers are recognised upon delivery, which is when title passes to the customer. Sales are stated net of returns, & Sales Tax/VAT.

Revenue from sale of software licences are recognised upon delivery.

Revenue from service contracts are recognised when services are rendered and related costs are incurred.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

**vii) Employee Benefits :**

**Gratuity**

The company does not have any defined benefit scheme for its employees. The company makes provision for the gratuity for the current financial year by debiting the same as an expense under the head Payments

made to personnel. Company obtained actuarial valuation report to arrive at the amount of provision required for Gratuity.

**Provident Fund & ESI Scheme**

The contribution to Provident Fund & Employees State Insurance Scheme is provided for and payments in respect thereof are made to relevant authorities on actual basis which is charged to Statement of profit and loss.

The company does not have any other scheme of short term or long term retirement benefits.

**viii) Leases :**

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**ix) Impairment of Assets:**

An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

**x) Earning per Share :**

The company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.

**xi) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

**xii) Foreign Currency Transactions :**

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions taken place. Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise. Company maintains EEFC Account with various banks. Periodically, at the time of conversion of foreign currency from EEFC Account to INR, company takes into consideration the bank rate prevailing on that particular day and exchange difference, if any, arises are recognized as income or expense in the statement of profit & loss.

**xiii) Taxes on Income :**

Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

**xiv) General :**

Accounting policies not specifically referred to are consistent with generally accepted accounting policies.

**SILVER TOUCH TECHNOLOGIES LIMITED SILVER TOUCH TECHNOLOGIES LIMITED**  
CIN-U72200GJ1995PLC024465

**Annexure - A : Restated Standalone Statement of Share Capital, Reserves And Surplus**

Particulars	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)
<b>Authorised</b>												
Equity Shares of ₹ 10 each	160.00	1,600.00	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 ₹ 10 each	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
<b>Subscribed &amp; Paid up</b>												
Equity Shares of ₹ 10 each fully paid	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
<b>Total</b>	<b>111.90</b>	<b>1,119.00</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>

**Reconciliation of Shares outstanding at the beginning and end of year.**

Particulars	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)	Number (In Lacs)	Amount (In ₹ Lacs)
Shares outstanding at the beginning of the year	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
Shares Issued during the year	55.95	559.50	-	-	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50

of the year												
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**Details of Share Holders holding more than 5% shares**

Name of Equity Share Holders	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number of Shares (In Lacs)	%age of Holding	Number of Shares (In Lacs)	%age of Holding	Number of Shares (In Lacs)	%age of Holding	Number of Shares (In Lacs)	%age of Holding	Number of Shares (In Lacs)	%age of Holding	Number of Shares (In Lacs)	%age of Holding
Vipul Haridas Thakkar	36.38	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%
Jignesh Amrutlal Patel	36.04	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%
Minesh Vinodchandra Doshi	19.27	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%
Palak Vinukant Shah	7.85	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%



<b>Annexure - B : Restated Standalone Statement of Reserves And Surplus</b>						
<b>Particulars</b>	<b>30/06/2017</b>	<b>31/03/2017</b>	<b>31/03/2016</b>	<b>31/03/2015</b>	<b>Amount (In ₹ Lacs)</b>	
					<b>31/03/2014</b>	<b>31/03/2013</b>
<b>a. Revaluation Reserve</b>						
Opening Balance	386.31	386.31	386.31	386.31	393.58	400.86
(+) Current Year Transfer		-	-	-	-	-
(-) Written Back in Current Year		-	-	-	(7.28)	(7.28)
Closing Balance	386.31	386.31	386.31	386.31	386.31	393.58
<b>b.General Reserve</b>						
Opening Balance	500.00	450.00	400.00	350.00	300.00	250.00
(+) Current Year Transfer	-	50.00	50.00	50.00	50.00	50.00
(-) Written Back in Current Year	-	-	-	-	-	-
(-) Used for Bonus Shares	(200.00)	-	-	-	-	-
Closing Balance	300.00	500.00	450.00	400.00	350.00	300.00
<b>c. Surplus</b>						
<b>Profit &amp; Loss A/c</b>						
Opening balance	2,743.47	2,406.25	2,189.81	2,092.44	1,572.17	1,193.29
Add:						
Net Profit/(Net Loss) For the current year	230.09	420.89	300.10	211.32	602.99	461.40
Transfer from Reserves		-	-	-	-	-
(Less):						
Proposed/Interim Dividends		(27.98)	(27.98)	(27.98)	(27.98)	(27.98)
Depreciation Transitional Entry	-	-	-	(31.22)	-	-
Tax on Proposed/Interim Dividends		(5.70)	(5.70)	(4.75)	(4.75)	(4.54)
Transfer to Reserves	-	(50.00)	(50.00)	(50.00)	(50.00)	(50.00)
(-) Used for Bonus Shares	(359.50)					
Closing Balance	2,614.06	2,743.47	2,406.25	2,189.81	2,092.44	1,572.17
<b>Total</b>	<b>3,300.36</b>	<b>3,629.77</b>	<b>3,242.55</b>	<b>2,976.12</b>	<b>2,828.74</b>	<b>2,265.76</b>

<b>Annexure - C : Restated Standalone Statement of Long Term Borrowings</b>						
<b>Particulars</b>	<b>30/06/2017</b>	<b>31/03/2017</b>	<b>31/03/2016</b>	<b>31/03/2015</b>	<b>Amount (In ₹ Lacs)</b>	
					<b>31/03/2014</b>	<b>31/03/2013</b>
<b>Secured</b>						
<b>(a) Term loans</b>						
<b>From Banks</b>						
<b>SBI Car Loan Acct-Mercedes Benz</b>	6.27	7.47	11.96	15.98	19.52	22.75
(Secured by Hypothication of Mercedes Benz Car)						
(Repayable in 84 Monthly Installment)						
<b>BOI Car Loan Acct 200460510000143- Renault Scala</b>	-	-	0.93	2.49	3.87	5.12
(Secured by Hypothication of Scala Car)						
(Repayable in 60 Monthly Installment)						
<b>BOI Car Loan Acct- 200460510000148 -Maruti Cargo</b>	-	-	0.39	0.78	1.11	1.41
(Secured by Hypothication of Maruti Cargo)						
(Repayable in 59 Monthly Installment)						
<b>SBI Car Loan Acct-Honda City</b>	3.56	3.84	4.87	5.79	-	-
(Secured by Hypothication of Honda City)						
(Repayable in 84 Monthly Installment)						
<b>SBI Car Loan Maruti Wagon-R</b>	1.49	1.60	2.01	2.37	-	-
(Secured by Hypothication of Wagon R)						
(Repayable in 84 Monthly Installment)						
<b>SBI Car Loan Acct-Honda Mobilio</b>	3.93	4.20	5.35	6.25	-	-
(Secured by Hypothication of Honda Mobilio)						
(Repayable in 84 Monthly Installment)						
<b>Bank Of India A/c. No.35</b>	-	-	-	60.61	-	-
(Secured by Hypothication of Items Purchased out of the Loan)						
(Repayable in 36 Monthly Installment)						
<b>SBI Car Loan Acct-Grand i10</b>	1.99	2.17	2.85	-	-	-
(Secured by Hypothication of Grand I10)						
(Repayable in 84 Monthly Installment)						
<b>SBI CAR LOAN ACCT-HONDA CITY- 2</b>	5.55	6.00	-	-	-	-
(Secured by Hypothication of Honda City)						
(Repayable in 60 Monthly Installment)						
<b>From Others</b>						
<b>Loan from CISCO Finance</b>	30.14	36.82	63.60	79.53	-	-

(Secured by Hypothecation of Computers, Network Equipments etc. purchased out of the Loan)						
(Repayable in 18 Quarterly Installments)						
<b>(b) Long term maturities of finance lease obligations</b>						
Finance Lease From Cisco Finance	68.54	93.09	195.86	287.01	-	-
<b>Unsecured</b>	121.46	155.19	287.82	460.81	24.51	29.28
<b>(a) Loans and advances from related parties</b>						
From Directors						
(Out of the above loan Rs 1.06crore is fixed as per the Bank of India Loan sanction dt 22.02.2016and the remaining amount is repayable on demand)	283.28	112.89	103.48	123.51	105.75	103.41
<b>(b) Other loans and advances</b>						
Loan from CISCO Finance						
	27.69	38.39	83.93	133.51	-	-
<b>Total</b>	<b>310.97</b>	<b>151.28</b>	<b>187.41</b>	<b>257.02</b>	<b>105.75</b>	<b>103.41</b>

**Annexure - C1 : Standalone Statement of Principal Terms of Secured Loans and Assets charges as security**

(₹ in Lacs)

Name of the Lender	Purpose	Amount Sanctioned	Rate of Interest	Date of Sanction	Security offered	Re-payment	Moratorium	As at 30.06.2017	As at 31.03.2017
CISCO	Secured Loan	114.19	12.05%	14.2.2014	CISCO material used in UTWAN project	Repayment in 18 Quarterly Installments	NA	47.65	54.33
	Unsecured Loan	187.18	12.05%	14.2.2014	Unsecured	Repayment in 18 Quarterly Installments	NA	82.51	93.21
Bank of India	Vehicle Loan	7.35	10.95%	28.12.2012	Hypothecation of Vehicle - Renault Scala	Repayment in 60 Monthly Installments	NA	0.68	1.14
	Vehicle Loan	1.98	10.95%	18.01.2013	Hypothecation of Vehicle - Maruti Cargo	Repayment in 60 Monthly Installments	NA	0.36	0.48
State Bank of India	Vehicle Loan	30.00	9.85%	19.10.2012	Hypothecation of Vehicle - Mercedes Benz	Repayment in 84 Monthly Installments	NA	12.34	13.54
	Vehicle Loan	8.00	10.05%	11.06.2014	Hypothecation of Vehicle - Honda City	Repayment in 84 Monthly Installments	NA	5.21	5.48

Vehicle Loan	3.20	9.70%	20.08.2014	Hypothication of Vehicle - Wagon R	Repayment in 84 Monthly Installments	NA	2.13	2.24
Vehicle Loan	8.10	9.70%	20.08.2014	Hypothication of Vehicle - Honda Mobilio	Repayment in 84 Monthly Installments	NA	5.57	5.85
Vehicle Loan	4.00	9.80%	09.12.2015	Hypothication of Vehicle - Grand i10	Repayment in 84 Monthly Installments	NA	3.01	3.19
Vehicle Loan	10.00	8.60%	28.04.2016	Hypothication of Vehicle - Honda City 2	Repayment in 60 Monthly Installments	NA	8.09	8.54

**Annexure - D : Restated Standalone Statement of Deferred Tax (Assets) / Liabilities**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Opening Balance	80.90	81.76	121.81	182.41	107.99	77.39
Charge/ (Credit) during the year to P & L A/c	(11.51)	(0.86)	(40.05)	(60.60)	74.42	30.60
<b>Closing Balance</b>	<b>69.39</b>	<b>80.90</b>	<b>81.76</b>	<b>121.81</b>	<b>182.41</b>	<b>107.99</b>

**Annexure - E : Restated Standalone Statement of other Long Term Liability**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Others</b>						
E-Mitra (Refundable SD)	15.75	18.25	29.40	174.41	176.13	134.82
UID (Refundable SD)	16.11	20.83	14.00	106.90	143.00	86.50
Staff Deposites	14.00	14.00	16.25	8.50	11.50	11.25
<b>Total</b>	<b>45.86</b>	<b>53.08</b>	<b>59.65</b>	<b>289.81</b>	<b>330.63</b>	<b>232.57</b>

**Annexure - F : Restated Standalone Statement of Short Term Borrowings**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Secured</b>						
<b>(a) Loans repayable on demand</b>						
<b>From Banks</b>						
ICICI BANK - USD - B.D. A/c.	-	-	-	-	-	20.59

(The working capital facility from ICICI Bank is in the form of Foreign Bill Discounting/Purchasing and is secured by Equitable Mortgage of property situated at B-2, Soham Avenue, Vastrapur, Ahmedabad and exclusive charge by way hypothication of export receivable of company)							
Bank Of India No.28 (Sec. against Hypo. Of Stock)	1,432.03	1,134.44	1,696.14	1,205.51	799.37	350.21	
Bank Of India No.35 (Sec. against Hypo. Of Stock)	-	-	-	-	279.95	-	
Bank Of India No.29 (Sec. against Hypo. Of Debts)	-	-	0.00	0.00	24.99	0.00	
(The working capital facilities from Bank of India are secured by first charge by way of hypothication on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)							
<b>Unsecured</b>							
-							
<b>(a) Loans repayable on demand</b>							
<b>From Banks</b>							
BOI A/C no: 664820110000110 (Jaipur Branch)	-	-	-	-	10.41	1.89	
<b>From others</b>							
L & T FINANCE (UNSECURED)	29.68	49.30	-	-	-	-	
<b>Total</b>	<b>1,461.71</b>	<b>1,183.74</b>	<b>1,696.14</b>	<b>1,205.51</b>	<b>1,114.72</b>	<b>372.70</b>	

**Annexure - F1 : Standalone Statement of Principal Terms of Short Term Secured & Unsecured Loans and Assets charges as security**

( ₹ in Lacs)

Name of the Lender	Purpose	Amount Sanctioned	Rate of Interest	Date of Sanction	Security offered	Re-payment	Moratorium	As at 30.06.2017	As at 31.03.2017
Bank of India	1. Fund Base : Cash Credit (Working Capital)	1,800.00	10.85%	22.2.2016	Hypo. Of all domestic receivables including Govt, Semi	On Demand	NA	1,432.03	1,134.44

	2. Non-Fund Based : Bank Guarantee	1900.00 (Including 300.00 Adhoc Limit)	Guarantee Commission 1 % p.a.		Govt., Autonomous bodies and Private Sector Book Debts	NA	NA	2,277.63	1,588.99
ICICI Bank	1. Fund Based Limits : PSCFC/FUBD/FBP with sub-limit	155.00	12.10%	28.08.2016	Hypo. Of all Export receivables	On Demand	NA	-	-
	2. Non-Fund Based : Bank Guarantee		Guarantee Commission 1.50 % p.a.			NA	NA	146.72	150.78
L & T Finance	Short Term financing facility on revolving basis	400.00	12.00%	19.10.2016	Unsecured	On Demand	NA	29.68	49.30

#### Annexure - G : Restated Standalone Statement of Trade Payables

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Due to Others	2,875.81	534.29	3,061.00	1,039.68	1,256.31	886.19
<b>Total</b>	<b>2,875.81</b>	<b>534.29</b>	<b>3,061.00</b>	<b>1,039.68</b>	<b>1,256.31</b>	<b>886.19</b>

#### Annexure - H : Restated Standalone Statement of Other Current Liabilities

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Current maturities of long-term debt</b>						
SBI Car Loan Acct-Mercedes Benz	6.07	6.07	6.07	6.07	6.07	6.07
SBI Car Loan Acct-Honda City	1.64	1.64	1.64	1.64	-	-
SBI Car Loan Maruti Wagon-R	0.65	0.65	0.65	0.65	-	-
SBI Car Loan Acct-Honda Mobilio	1.64	1.64	1.64	1.64	-	-
SBI Car Loan Acct-Grand i10	1.02	1.02	1.02	-	-	-
SBI CAR LOAN ACCT-HONDA CITY- 2	2.54	2.54	-	-	-	-
Loan From CISCO Finance (Secured)	17.51	17.51	15.53	21.60	-	-
Loan From CISCO Finance (Unsecured)	54.82	54.82	49.58	36.62	-	-
BOI Term Loan (A/c No. 35)	-	-	-	133.33	-	-

BOI Car Loan Acct 200460510000143- Renault Scala	0.68	1.14	1.94	1.94	1.94	1.94
BOI Car Loan Acct- 200460510000148 -Maruti Cargo	0.36	0.48	0.52	0.52	0.52	0.52
<b>(b) Current maturities of finance lease obligations</b>						
Finance Lease from CISCO Finance	102.77	102.77	91.16	80.86	-	-
<b>(C) Other payables</b>						
Creditors for Expenses	10.23	4.34	163.96	236.06	212.64	81.97
Advance from Customer	34.77	47.16	36.55	37.48	25.19	88.55
Other Dues	500.20	416.65	421.29	252.38	191.44	173.72
Staff Dues	44.53	45.90	34.97	11.79	8.91	8.77
Government Dues	155.12	79.44	211.22	401.97	224.29	131.84
<b>Total</b>	<b>934.56</b>	<b>783.79</b>	<b>1,037.74</b>	<b>1,224.57</b>	<b>671.01</b>	<b>493.39</b>

#### Annexure - I : Restated Standalone Statement of Short Term Provisions

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Provision for employee benefits</b>						
Gratuity (Unfunded)	168.04	164.33	184.34	160.83	118.31	91.93
<b>(b) Others</b>						
Provision for Taxation	277.00	181.00	190.00	138.48	483.66	302.80
Provision for Tax on Interim Dividend	-	-	-	-	4.75	4.54
Provision for CSR Expenditure	13.55	11.30	11.00	-	-	-
<b>Total</b>	<b>458.59</b>	<b>356.63</b>	<b>385.34</b>	<b>299.31</b>	<b>606.73</b>	<b>399.27</b>

#### Annexure – J : Restated Standalone Statement of Fixed Assets

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>A)Tangible Assets</b>						
<b>Buildings</b>						
Gross Block	1,056.69	1,053.61	891.42	607.98	569.80	569.80
Less: Accumulated Depriciation	117.36	112.34	93.60	81.09	72.08	62.79
Net Block	<b>939.32</b>	<b>941.27</b>	<b>797.82</b>	<b>526.89</b>	<b>497.72</b>	<b>507.01</b>
<b>Plant and Equipment</b>						
Gross Block	2,249.88	2,211.75	2,142.07	1,993.08	2,108.27	1,312.88
Less: Accumulated Depriciation	1,804.93	1,761.05	1,556.54	1,234.95	879.32	624.15
Net Block	<b>444.96</b>	<b>450.70</b>	<b>585.53</b>	<b>758.13</b>	<b>1,228.95</b>	<b>688.73</b>

<b>Furniture and Fixtures</b>						
Gross Block	315.87	297.67	254.08	222.60	204.45	163.61
Less: Accumulated Depreciation	146.46	137.54	105.50	76.99	49.81	41.57
Net Block	<b>169.41</b>	<b>160.13</b>	<b>148.59</b>	<b>145.61</b>	<b>154.64</b>	<b>122.04</b>
<b>Vehicles</b>						
Gross Block	104.71	104.71	92.37	87.47	70.85	70.58
Less: Accumulated Depreciation	49.73	46.89	35.62	25.77	22.26	15.81
Net Block	<b>54.98</b>	<b>57.82</b>	<b>56.75</b>	<b>61.70</b>	<b>48.59</b>	<b>54.77</b>
<b>Office equipment</b>						
Gross Block	118.72	116.46	95.31	76.29	69.17	59.09
Less: Accumulated Depreciation	75.02	71.81	60.91	51.35	15.65	12.64
Net Block	<b>43.70</b>	<b>44.65</b>	<b>34.40</b>	<b>24.94</b>	<b>53.53</b>	<b>46.45</b>
<b>Total Tangible Assets</b>	<b>1,652.37</b>	<b>1,654.56</b>	<b>1,623.09</b>	<b>1,517.27</b>	<b>1,983.43</b>	<b>1,418.99</b>
<b>B) Intangible Assets</b>						
<b>Computer software</b>						
Gross Block	81.77	79.46	75.72	74.58	69.33	60.22
Less: Accumulated Depreciation	64.34	63.20	58.52	47.98	37.43	27.51
Net Block	<b>17.43</b>	<b>16.26</b>	<b>17.20</b>	<b>26.60</b>	<b>31.90</b>	<b>32.70</b>
<b>Total Intangible Assets</b>	<b>17.43</b>	<b>16.26</b>	<b>17.20</b>	<b>26.60</b>	<b>31.90</b>	<b>32.70</b>

**Annexure - K : Restated Standalone Statement of Non-Current Investments**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Other Investments</b>						
(a) Investment in Equity instruments						
- Quoted Investments (Patni Computers - 50 shares) *					0.12	0.12
- Unquoted Investments	29.07	11.03	1.29	1.29	0.47	0.47
(b) Other non-current investments	3.48	2.02	0.28	0.28	0.28	0.28
<b>Total</b>	<b>32.54</b>	<b>13.06</b>	<b>1.56</b>	<b>1.56</b>	<b>0.86</b>	<b>0.86</b>

\* Market Value is not available since being not traded on stock exchange since year 2012



**Annexure - L : Restated Standalone Statement of Long-Term Loans And Advances**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Security Deposits</b>						
Unsecured, considered good	269.32	296.16	251.45	260.41	194.82	261.65
<b>Total</b>	<b>269.32</b>	<b>296.16</b>	<b>251.45</b>	<b>260.41</b>	<b>194.82</b>	<b>261.65</b>

**Annexure - M : Restated Standalone Statement of Other Non Current Assets**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Unamortised Cost of Facility - UTWAN Project	271.35	310.23	465.73	619.93	-	-
<b>Total</b>	<b>271.35</b>	<b>310.23</b>	<b>465.73</b>	<b>619.93</b>	<b>-</b>	<b>-</b>

**Annexure - N : Restated Standalone Statement of Inventories**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
a. Stock in Trade	130.34	165.10	558.57	545.00	268.27	345.89
<b>Total</b>	<b>130.34</b>	<b>165.10</b>	<b>558.57</b>	<b>545.00</b>	<b>268.27</b>	<b>345.89</b>

**Annexure - O : Restated Standalone Statement of Trade Receivables**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/12/2016	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	1,065.12	616.47	736.96	981.68	801.52	360.49
Unsecured, considered doubtful	-	-	-	-	-	132.51
Less: Provision for doubtful debts						
	1,065.12	616.47	736.96	981.68	801.52	493.00

<b>Trade receivables outstanding for a period less than six months from the date they are due for payment</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	5,501.17	2,786.83	5,302.58	2,691.82	2,560.93	1,485.41
Unsecured, considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful debts						
	5,501.17	2,786.83	5,302.58	2,691.82	2,560.93	1,485.41
<b>Total</b>	<b>6,566.29</b>	<b>3,403.30</b>	<b>6,039.54</b>	<b>3,673.50</b>	<b>3,362.45</b>	<b>1,978.42</b>
<b>Trade Receivable stated above include debts due by:</b>						
Directors	-	-	-	-	-	-
Other officers of the Company	-	-	-	-	-	-
Firm in which director is a partner	-	-	-	-	-	-
Private Company in which director is a member or director	165.70	128.90	118.97	129.34	21.67	22.11
<b>Total</b>	<b>165.70</b>	<b>128.90</b>	<b>118.97</b>	<b>129.34</b>	<b>21.67</b>	<b>22.11</b>

**Annexure - P : Restated Standalone Statement of Cash & Bank**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Cash &amp; Cash Equivalants</b>						
i) Cash on hand	4.81	9.69	20.67	18.79	28.57	33.89
<b>b. Other Bank balances</b>						
Bank Balances	17.32	11.14	67.46	238.02	110.48	158.96
Bank Deposits						
Deposits with less than 12 months maturity	422.96	465.79	277.17	301.74	342.78	287.78
Deposits with more than 12 months maturity	156.43	75.50	149.08	119.77	69.53	1.79
<b>Total</b>	<b>601.52</b>	<b>562.12</b>	<b>514.37</b>	<b>678.34</b>	<b>551.36</b>	<b>482.42</b>

**Annexure - Q : Restated Standalone Statement of Short-Term Loans And Advances**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Loans and advances to related parties</b>						
Unsecured, considered good	-	-	-	-	-	-
Directors	-	-	-	-	-	-
Other officers of the	-	-	-	-	-	-

Company						
Firm in which director is a partner	-	-	-	-	-	-
Private Company in which director is a member or director	18.37	5.42	0.50	0.50	0.83	0.83
	<b>18.37</b>	<b>5.42</b>	<b>0.50</b>	<b>0.50</b>	<b>0.83</b>	<b>0.83</b>
<b>b. Others</b>						
Unsecured, considered good						
Balance with Government	696.20	647.15	650.30	712.96	851.97	535.37
Advance to Staff	60.94	58.15	65.63	44.13	45.01	35.82
Advance to Supplier	61.38	57.98	203.50	165.08	234.98	259.02
Others	319.67	298.68	207.46	188.86	154.43	98.09
	<b>1,138.19</b>	<b>1,061.96</b>	<b>1,126.89</b>	<b>1,111.02</b>	<b>1,286.39</b>	<b>928.30</b>
<b>Total</b>	<b>1,156.56</b>	<b>1,067.38</b>	<b>1,127.39</b>	<b>1,111.52</b>	<b>1,287.22</b>	<b>929.13</b>

**Annexure - R : Restated Standalone Statement of Revenue from Operations**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Sale of products	3,247.67	5,937.18	8,263.99	8,204.17	4,962.69	4,429.77
Sale of services	1,714.76	6,834.29	6,465.14	3,768.41	6,379.68	3,842.94
Other operating revenues	1.96	3.44	3.03	12.89	28.37	33.22
<b>Total Sales</b>	<b>4,964.39</b>	<b>12,774.91</b>	<b>14,732.15</b>	<b>11,985.47</b>	<b>11,370.74</b>	<b>8,305.94</b>
Less:						
Service Tax	241.30	914.18	907.73	518.96	564.96	295.90
<b>Total</b>	<b>4,723.09</b>	<b>11,860.72</b>	<b>13,824.42</b>	<b>11,466.51</b>	<b>10,805.78</b>	<b>8,010.04</b>

**Annexure - S : Restated Standalone Statement of Other Income**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Other non-			17.96	69.58	35.74	49.39

operating income	38.63	62.85				
<b>TOTAL</b>	<b>53.97</b>	<b>126.63</b>	<b>80.61</b>	<b>118.66</b>	<b>63.80</b>	<b>76.24</b>

**Annexure - T : Restated Standalone Statement of Purchase of Stock in trade**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Purchase of Computets & Peripherals	2,812.84	4,554.24	7,358.19	6,945.62	5,014.05	4,555.58
Less: Transferred to Fixed Assets from Opening Stock	5.93	12.36	8.65	7.02	10.32	6.54
Less: Discount	44.17	108.23	142.96	125.52	97.29	107.20
<b>TOTAL</b>	<b>2,762.73</b>	<b>4,433.65</b>	<b>7,206.58</b>	<b>6,813.07</b>	<b>4,906.44</b>	<b>4,441.83</b>

**Annexure - U : Restated Standalone Statement of Changes in Inventories of Stock in trade**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Opening Stock	165.10	558.57	545.00	268.27	345.89	164.66
Less: Closing Stock	130.34	165.10	558.57	545.00	268.27	345.89
<b>TOTAL</b>	<b>34.77</b>	<b>393.47</b>	<b>(13.57)</b>	<b>(276.73)</b>	<b>77.62</b>	<b>(181.23)</b>

**Annexure - V : Restated Standalone Statement of Employee Benefits Expense**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
(a) Salaries and incentives	569.37	3,793.67	3,870.92	2,220.39	1,947.63	1,573.02
(b) Contributions to -						
(i) Provident fund & ESIC	2.26	13.25	19.18	8.14	3.54	3.29
(c) Provisions for Gratuity	4.79	(6.20)	23.51	42.52	26.38	23.44
(d) Staff welfare expenses	2.60	3.09	4.28	0.34	0.93	0.27
(e) Salaries to Contractual Employees	122.47	571.38	464.75	369.45	342.74	285.67
<b>TOTAL</b>	<b>701.49</b>	<b>4,375.19</b>	<b>4,382.64</b>	<b>2,640.85</b>	<b>2,321.22</b>	<b>1,885.69</b>

**Annexure - W : Restated Standalone Statement of Finance Cost**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest expense	46.51	214.05	223.33	196.66	102.19	57.23
Other borrowing costs	19.62	99.77	90.15	79.14	40.02	24.07
<b>TOTAL</b>	<b>66.13</b>	<b>313.82</b>	<b>313.47</b>	<b>275.80</b>	<b>142.22</b>	<b>81.30</b>

**Annexure - X : Restated Standalone Statement of Operations & Other Expenses**

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Power & Fuel	10.17	38.59	43.15	42.73	34.32	32.08
Rent	21.99	83.12	75.48	65.41	54.86	42.70
Repairs to buildings	2.05	16.05	10.75	4.04	3.29	3.14
Repairs to machinery	-	-	-	0.10	-	-
Insurance	1.77	2.24	4.85	6.80	2.44	3.62
Rates and taxes, excluding taxes on income	14.83	28.20	32.09	18.50	15.29	11.27
Net loss on foreign currency transaction and translation	(5.40)	6.49	-	29.19	-	4.53
Bad Debts	-	-	-	-	131.85	-
Payment to Auditors	1.89	7.13	6.77	5.56	4.75	4.78
Project Expenses	543.20	617.41	353.97	404.86	1,678.07	571.99
Corporate Social Responsibility Expenditure	2.25	11.30	23.10	3.11	-	-
Miscellaneous expenses	200.74	610.74	467.12	520.52	319.01	305.11
<b>TOTAL</b>	<b>793.48</b>	<b>1,421.25</b>	<b>1,017.28</b>	<b>1,100.81</b>	<b>2,243.87</b>	<b>979.23</b>

**SILVER TOUCH TECHNOLOGIES LIMITED**  
**CIN-U72200GJ1995PLC024465**
**Annexure - Y: Restated Standalone Statement of Contingent liabilities**

a) There are contingent liability of the company as under:

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a) Bank Guarantee</b>						
Bank of India	2,277.63	1,588.99	1,820.89	1,757.76	1,021.16	774.25
ICICI Bank				134.74	120.38	

	146.72	150.78	129.69			96.28
IDBI Bank	44.14	44.14	-	-	-	-
<b>b) Income tax Demand :</b>						
Penalty u/s 271(1)(c) (AY 2007-08)		-	-	-	3.09	3.09
U/s 143(3) (AY 2009-10) - Pending with ITAT		-	0.02	0.02	0.02	0.02
U/s 143(3) (AY 2010-11) - Pending with ITAT	131.63	131.63	131.63	131.63		
U/s 143(3) (AY 2011-12) - Pending with ITAT		-	0.11	0.11	0.11	-
U/s 143(3) (AY 2012-13) - Pending with ITAT		-	3.71	3.71	-	-
U/s 143(3) (AY 2013-14) - Pending with CIT(A)	0.94	0.94	2.76	2.76	-	-
U/s 143(3) (AY 2014-15) - Pending with CIT(A)	0.98	0.98	-	-	-	-

#### Annexure - Z : Restated Standalone Statement of Tax shelter

Particulars	As at 30th June, 2017	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><u>Tax Computation as per normal tax provisions</u></b>						
<b>Restated Profit before tax (A)</b>	<b>314.57</b>	<b>612.30</b>	<b>450.56</b>	<b>343.75</b>	<b>893.41</b>	<b>683.00</b>
MAT rate including surcharge	20.39%	20.39%	20.39%	20.00%	20.00%	20.00%
Normal Tax rate including surcharge	33.06%	33.06%	33.06%	32.45%	32.45%	32.45%
<b>Adjustments:</b>						
Add : Depreciation as per Companies Act, 1956/2013	65.00	282.15	392.56	532.63	284.80	196.46
Add: Provision for Gratuity	4.79	(6.20)	23.51	42.52	26.38	23.44
Add: Disallowance u/s 37	2.30	17.76	26.71	51.70	0.19	2.05
Add: Loss on sale of assets	-	-	-	-	-	0.84
Add: Preliminary Expenses disallowed	-	-	-	-	-	-
Add: Disallowance u/s 14A	-	-	-	-	0.00	0.00
Add: Disallowance u/s 43B	-	-	-	-	0.03	-
Less: Profit on sale of Fixed Assets	-	-	-	60.38	-	-
Less: Depreciation as per Income Tax Act, 1961	53.89	363.16	287.95	374.18	540.55	317.17

Less: Deduction u/s 80G	-	2.45	1.50	-	0.04	0.50
<b>Total Adjustments (B)</b>	<b>18.20</b>	<b>(71.90)</b>	<b>153.34</b>	<b>192.29</b>	<b>(229.20)</b>	<b>(94.88)</b>
<b>Gross Total Income (A+B)</b>	<b>332.77</b>	<b>540.41</b>	<b>603.90</b>	<b>536.05</b>	<b>664.21</b>	<b>588.12</b>
Tax Payable as per Normal Rate	110.02	178.66	199.65	173.95	215.54	190.85
Less : MAT Credit Utilised		-	-	35.52	35.30	54.16
<b>Tax as per Income Tax (C )</b>	<b>110.02</b>	<b>178.66</b>	<b>199.65</b>	<b>138.43</b>	<b>180.24</b>	<b>136.68</b>
<b>Computation of Book Profit</b>						
Restated Book Profit before tax	314.57	612.30	450.56	343.75	893.41	683.00
Add : Deprecation attributable to Rev. Reserve	-	-	-	-	7.28	7.28
Add : Expenses for Exempt Income	-	-	-	-	0.00	0.00
Taxable Book Profit	314.57	612.30	450.56	343.75	900.69	690.28
<b>Tax Payable as per Minimum Alternate Tax u/s 115 JB of the Income Tax Act, 1961 (D)</b>	<b>64.14</b>	<b>124.85</b>	<b>91.87</b>	<b>68.75</b>	<b>180.14</b>	<b>138.06</b>
Net Tax Higher of (C & D)	110.02	178.66	199.65	138.43	180.24	138.06
<b>Tax Payable as per Restated Profits</b>	<b>110.02</b>	<b>178.66</b>	<b>199.65</b>	<b>138.43</b>	<b>180.24</b>	<b>138.06</b>

**Notes:**

- The figures disclosed above are based on the restated Standalone summary statement of assets and liabilities of the Company
- The above statement should be read with the restated Standalone statement of assets and liabilities, statement of profit a cash flow statement, significant accounting policies and notes to restated Standalone summary statements as appearing in Annexures I, II, III and IV respectively

<b>Annexure - AA : Restated Standalone Statement of Related party transaction</b>	
Related party disclosure as required by Accounting Standard -18 issued by the Institute of Chartered Accountants of India.	
<b>A. List Of Related parties &amp; Relationships</b>	
<b>Particulars</b>	<b>Name</b>
<b>a) Subsidiaries, Fellow Subsidiaries, and Associates :</b>	
<b>Subsidiaries</b>	1. Silvertouch Technology (UK) Ltd
	2. Silvertouch Technologies Inc.
<b>Fellow Subsidiaries</b>	None
<b>Associates</b>	1. Silvertouch Technologies B.V.
	2. Silvertouch Technologies SAS
	3. Lime Software Ltd
	4. Shark Identity Private Limited
<b>b) Key Management Personnel :</b>	1. Mr. Vipul H. Thakkar
	2. Minesh V. Doshi
	3. Jignesh A. Patel
	4. Palak V. Shah
	5. Himanshu Jain
	6. Vijay Shah
<b>c) Relatives of Key Management Personnel :</b>	1. Kajal V. Thakkar
	2. Jolly J. Patel
	3. Zankhana Shah
	4. Varsha Doshi
	5. Haridas Thakkar
	6. Jyoti Jain
	7. Ayushi Jain
	8. Manjulaben Patel
	9. Amrutlal K. Patel
	10. Hem Shah
<b>d) Enterprise over which Key Management Personnel and their relative exercise significant influence with whom transaction have taken place during the year :</b>	1. Silvertouch Infotech Limited



**B. Transaction with related parties**

Particulars	Nature of Related Party	Name of the Party	For the 3 Months ended 30th June 2017	2016-17	2015-16	2014-15	2013-14	2012-13
Sales of Goods / Services	Subsidiaries	Silver Touch Technologies INC.	5.08	48.12	92.33	87.69	18.30	47.54
		Silver Touch Technologies (UK) Ltd.	40.30	137.88	91.46	95.65	102.03	249.14
	Enterprise Controlled by relatives of KMP	Silvertouch Infotech Limited	-	-	365.59	362.69	0.87	15.71
Purchase of Goods/ Services	Enterprise Controlled by KMP	Silvertouch Infotech Limited	-	12.36	13.55	63.84	-	1,439.11
Other Expenses	Relatives of KMP	Hem Shah	0.04	-	-	-	-	-
Interest Paid	Key Management Personnel (KMP)	Vipul H. Thakkar	2.76	13.45	6.93	8.99	15.67	12.63
		Minesh V. Doshi	1.14	3.88	2.37	2.22	2.34	4.46
		Jignesh A. Patel	2.60	8.87	7.92	5.32	3.56	4.24
		Palak V. Shah	1.70	7.13	5.52	3.48	3.25	4.18
Dividend Paid	Key Management Personnel (KMP)	Vipul H. Thakkar	-	9.09	9.09	9.09	9.09	9.09
		Minesh V. Doshi	-	4.82	4.82	4.82	4.82	4.82
		Jignesh A. Patel	-	9.01	9.01	9.01	9.01	9.01
		Palak V. Shah	-	1.96	1.96	1.96	1.96	1.96
	Relatives of KMP	Jolly J.Patel	-	1.31	1.31	1.31	1.31	1.31
		Kajal V. Thakkar	-	1.23	1.23	1.23	1.23	1.23
		Zankhana Shah	-	0.28	0.28	0.28	0.28	0.28
		Varsha Doshi	-	0.28	0.28	0.28	0.28	0.28
		Haridas Thakkar	-	0.00	0.00	0.00	0.00	0.00
		Amurtlal K Patel	-	0.00	0.00	0.00	0.00	0.00
		Manjulaben Patel	-	0.00	0.00	0.00	0.00	0.00
Dividend Received		Lime Software Ltd		9.56				
Remuneration	Key Management Personnel (KMP)	Vipul H. Thakkar	10.20	40.80	37.80	34.80	31.80	30.00
		Minesh V. Doshi	9.00	36.00	33.00	30.00	27.00	25.20
		Jignesh A. Patel	10.20	40.80	37.80	34.80	31.80	30.00

		Palak V. Shah	9.00	36.00	33.00	30.00	27.00	25.20
		Himanshu Jain	4.90	16.80	16.80	15.00	13.20	10.80
		Vijay Shah	2.00	-	-	-	-	-
	Relatives of KMP	Jyoti Jain	2.25	9.00	9.00	7.80	7.80	7.80
		Ayushi Jain	1.10	3.60	-	-	-	-
Rent Received	Enterprise Controlled by relatives of KMP	Silvertouch Infotech Limited	0.44	1.74	1.74	1.74	1.68	1.68
Rent Paid	Relatives of KMP	Jolly J. Patel	0.53	2.10	2.10	2.10	2.10	2.10
		KajalV.Thakkar	0.53	2.10	2.10	2.10	2.10	2.10
Loans & Advance (inc. Interest)		Silver Touch Technologies (UK) Ltd.	0.50	0.50	0.50	0.50	0.50	0.50
	Subsidiary	Silver Touch Technologies Inc.	-	-	-	-	0.33	0.33
	Subsidiary	Silver Touch Technologies SAS	-	4.92				
	Associates	Shark Identity Pvt Ltd	17.87	-	-	-	-	-
Debtors	Subsidiary	Silver Touch Technologies INC.	31.72	39.55	23.35	25.39	3.04	13.18
		Silver Touch Technologies (UK) Ltd.	106.58	61.87	4.84	17.77	8.26	8.94
	Enterprise Controlled by relatives of KMP or Relatives of KMP	Silvertouch Infotech Limited	27.39	27.47	90.78	86.18	10.38	-
		Silvertouch Infotech Limited	74.34	80.09	55.45	-	-	262.81
Creditors	Enterprise Controlled by relatives of KMP	Vipul H. Thakkar	2.54	2.47	-	-	-	-
	Key Management Personnel (KMP)	Minesh V. Doshi	2.31	2.27	-	-	-	-
		Jignesh A. Patel	2.54	2.45	-	-	-	-
		Palak V. Shah	2.28	2.30	-	-	-	-
		Himanshu Jain	1.52	1.12	-	-	-	-
		Vijay Shah	1.92	-	-	-	-	-
		Hem Shah	0.04	-	-	-	-	-
	Relatives of KMP	Jyoti Jain	0.69	0.69	-	-	-	-
		Ayushi Jain	0.40	0.30	-	-	-	-

		Vipul H. Thakkar	92.06	43.82	41.54	26.83	42.24	59.89
Deposit (Liability)	Key Management Personnel (KMP)	Minesh V. Doshi	38.66	20.38	19.09	18.35	19.35	14.74
		Jignesh A. Patel	91.61	18.27	15.45	42.01	16.22	12.02
		Palak V. Shah	60.95	30.42	27.39	36.32	27.94	16.76

#### Annexure - AB : Restated Standalone Statement of Capitalization

Particulars		Pre - Issue As at 30th June, 2017	Post - Issue *
<b>Debt</b>			
Short Term Debt		1,461.71	1,461.71
Long Term Debt		622.15	622.15
Total Debt		2,083.86	2,083.86
<b>Shareholders' Fund (Equity)</b>			
Share Capital		1,119.00	1,119.00
Reserves & Surplus		2,914.06	2,914.06
Less: Miscellaneous Expenses not w/off		-	-
Total Shareholders' Fund (Equity)		4,033.06	4,033.06
Long Term Debt/Equity		0.15	0.15
Total Debt/Equity		0.52	0.52

**\*Promoters of Silver Touch Technologies Ltd is proposing to offer the equity shares of the Company to the public through an Offer For Sale. Hence there will be no change in the shareholders' funds post issue.**

Note : There is Allotment of 14,05,000 shares (@ 110 per share, having face value of Rs. 10 per share) on private placement on 09th August, 2017 i.e. after stub period ended on 30th June, 2017.

#### **Notes :**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on re stated statement of Assets and Liabilities of the Company as at 30 June, 2017.

#### Annexure - AC: Restated Standalone Statement of Mandatory Accounting Ratios

Amount (In ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
-------------	------------	------------	------------	------------	------------	------------

Face Value Per Equity Share	10	10	10	10	10	10
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - Before Bonus & Private Placement	4.11	7.52	5.36	3.78	10.78	8.25
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - After Bonus but before private placement	2.06	3.76	2.68	1.89	5.39	4.12
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - After Bonus & private placement	1.83	3.76	2.68	1.89	5.39	4.12
Return on Networth (%)	5.71%	11.07%	10.31%	6.71%	24.14%	18.97%
Net Asset Value per Share - Before Bonus & Private Placement	36.04	67.97	52.05	56.29	44.65	43.46
Net Asset Value per Share - After Bonus but before private placement	36.04	33.99	26.03	28.14	22.33	21.73
Net Asset Value per Share - After Bonus & private placement	32.02	33.99	26.03	28.14	22.33	21.73
Net profit available for appropriation (as restated)	230.09	420.89	300.10	211.32	602.99	461.40
Weighted average numbers of equity shares for calculating Basic and diluted EPS	111.90	55.95	55.95	55.95	55.95	55.95
Impact of Issue of Bonus Shares before Stub Period	-	55.95	55.95	55.95	55.95	55.95
Impact of Issue of Private Placement after Stub Period	14.05	-	-	-	-	-
Weighted average numbers of equity shares for calculating Basic and diluted EPS after adjustment of issue of Bonus Share & Private placement	125.95	111.90	111.90	111.90	111.90	111.90
Net Worth as at the end of the period/year	4,033.06	3,802.97	2,912.20	3,149.31	2,498.39	2,431.67
Current Assets	8,454.71	5,197.90	8,239.87	6,008.36	5,469.30	3,735.86
Current Liabilities	5,730.68	2,858.45	6,180.22	3,769.07	3,648.76	2,151.55
Current Ratio	1.48	1.82	1.33	1.59	1.50	1.74

Note : In above calculation, Bonus Shares which have been issued on 06th May, 2017 i.e. before stub period ended on 30th June, 2017 & Allotment of 14,05,000 shares (@ 110 per share) on private placement on 09th August, 2017 i.e. after stub period ended on 30th June, 2017 have been considered accordingly.

1	The above ratios are calculated as under:	
a)	Basic and Diluted Earning per Share =	$\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Weighted average number of equity shares outstanding during the year}}$
b)	Return on Net Worth(%) =	$\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Net worth as at the year end}}$
c)	Net Asset Value Per Equity Share =	$\frac{\text{Net Worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the Year}}$
2	Net Worth means the aggregate of the paid up share capital, share premium account, and reserve and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and debit balance of the profit and loss account;	
3	Earnings Per Share (EPS) calculation are in accordance with the Accounting Standard 20 "Earnings Per Share" prescribed under the Companies (Accounting Standards)	
4	The figures disclosed above are based on the restated financial information of the Company.	

#### ANNEXURE - AD : Restated Standalone Statement of Dividend Declared

Particulars	For The Period ended	For The Year Ended				
		30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014
Class of Shares	Equity	Equity	Equity	Equity	Equity	Equity
Equity Share of Rs. 10 each	111.90	55.95	55.95	55.95	55.95	55.95
Rate of Dividend (%)	0%	5%	5%	5%	5%	5%
Interim Dividend	NIL	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50
Final Dividend per share	NIL	Nil	Nil	Nil	Nil	Nil

#### Annexure - AE : Restated Standalone Statement of Other Income in detail

Particulars	Recurring / Non Recurring	Amount (In ₹ Lacs)					
		30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest Income	Recurring	15.34	63.78	62.65	49.08	28.06	26.85
Other non-operating income							

Training Fees Income	Recurring	-	-	11.84	4.29	-	8.96
Dividend Income	Non Recurring	-	9.56	-	-	-	-
Commission	Non Recurring	-	-	-	0.49	11.90	-
Interest on Income Tax Refund	Non Recurring	-	-	-	-	-	4.11
Miscellaneous Revenue	Recurring	-	0.45	0.91	1.44	3.33	0.86
Rent Income	Recurring	0.87	4.20	2.98	2.97	5.68	5.28
Profit on sale of Assets	Non Recurring	-	-	-	60.38	-	-
Exchange Rate Fluctuation	Recurring	-	-	2.23	-	14.84	30.18
Sundry Balance Written Off	Recurring	37.76	48.65				
<b>TOTAL</b>		<b>53.97</b>	<b>126.63</b>	<b>80.61</b>	<b>118.66</b>	<b>63.80</b>	<b>76.24</b>
Net Profit Before Tax		314.57	612.30	450.56	343.75	893.41	683.00
Percentage		17.16%	20.68%	17.89%	34.52%	7.14%	11.16%

**Note :** All the incomes arising out of Interest Income or other Non - Operating incomes are from Business Activities only.

#### **Annexure - AF : Restated Standalone Statement of Segment Reporting**

The company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Company's business activities outside India are spread mainly in United Kingdom, USA, Australia, France & The Netherlands. Hence, there are two reportable segment of company viz., Domestic & Exports.

#### **Primary Disclosures (Geographical by Customers)**

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Revenue</b>						
India	4,567.37	11,078.00	12,666.79	10,007.86	9,393.40	6,336.65
Outside India	155.72	782.73	1,157.63	1,475.91	1,412.38	1,673.39
<b>Total</b>	<b>4,723.09</b>	<b>11,860.72</b>	<b>13,824.42</b>	<b>11,483.77</b>	<b>10,805.78</b>	<b>8,010.04</b>
<b>Result</b>						
India	432.27	902.13	826.03	488.75	905.02	260.96
Outside India	13.27	100.23	(81.24)	37.37	163.75	651.64
<b>Total</b>	<b>445.54</b>	<b>1,002.36</b>	<b>744.79</b>	<b>526.11</b>	<b>1,068.77</b>	<b>912.60</b>
<b>Unallocable Expenses</b>	<b>184.93</b>	<b>516.68</b>	374.84	301.02	239.15	305.84

<b>Other Income</b>	53.97	126.63	80.61	118.66	63.80	76.24
<b>MAT Credit of earlier years</b>	-	-	-	-	-	-
<b>Profit Before Tax</b>	<b>314.57</b>	<b>612.30</b>	<b>450.56</b>	<b>343.75</b>	<b>893.41</b>	<b>683.00</b>
<b>Tax Expense</b>	84.49	191.41	150.45	132.43	290.42	221.60
<b>Profit for the year</b>	<b>230.09</b>	<b>420.89</b>	<b>300.10</b>	<b>211.32</b>	<b>602.99</b>	<b>461.40</b>
<b>Segment Assets</b>						
India	8,999.53	5,836.16	9,024.75	6,890.28	5,917.41	4,082.59
Outside India	1,013.52	1,015.82	955.20	1,141.79	1,070.07	907.49
<b>Total</b>	<b>10,013.05</b>	<b>6,851.98</b>	<b>9,979.95</b>	<b>8,032.07</b>	<b>6,987.47</b>	<b>4,990.08</b>
<b>Unallocated Assets</b>	684.66	635.93	618.96	402.07	692.83	459.99
<b>Total Assets</b>	<b>10,697.72</b>	<b>7,487.91</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>
<b>Segment Liabilities</b>						
India	9,337.81	7,114.36	9,371.95	7,032.06	5,944.16	4,127.25
Outside India	1,013.52	111.64	955.20	1,141.79	1,070.07	907.49
<b>Total</b>	<b>10,351.33</b>	<b>7,226.00</b>	<b>10,327.15</b>	<b>8,173.84</b>	<b>7,014.23</b>	<b>5,034.74</b>
<b>Unallocated Liabilities</b>	346.39	261.90	271.76	260.29	666.07	415.33
<b>Total Liabilities</b>	<b>10,697.72</b>	<b>7,487.91</b>	<b>10,598.91</b>	<b>8,434.14</b>	<b>7,680.30</b>	<b>5,450.07</b>

(i) The company has disclosed Geographical Segments as the primary segment.

(ii) Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The company's operations predominantly relate to Computer & IT Services.

#### **Annexure - AG : Issue of Employee Stock Options Scheme:**

The company has authorised ESOP Scheme by passing special resolution on 27th April, 2017. Under the said scheme, company has granted 90,000 equity shares on 08th May, 2017. However, there is no allotment of the said shares during the period under review.

**INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIALS STATEMENT**  
**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies**  
**(Prospectus and Allotment of Securities) Rules, 2014)**

To,  
Board of Directors,  
**SILVER TOUCH TECHNOLOGIES LIMITED**  
2ND FLOOR, SAFFRON,  
NR. PANCHWATI CIRCLE,  
AMBAWADI,  
AHMEDABAD,  
GUJARAT – 380 006

Dear Sirs,

**1. Report on Restated Consolidated Financial Statement**

We have examined the Restated Consolidated Financial Statements of **SILVER TOUCH TECHNOLOGIES LIMITED** (hereinafter referred as "the Company"), which comprise of the Restated Standalone Summary Statements of the Assets and Liabilities as at June 30, 2017 and 31<sup>st</sup> March, 2017, 2016, 2015, 2014, and 2013. The Restated Consolidated Summary Statements of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows for the period ended on June 30, 2017 and 31<sup>st</sup> March, 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 accordance with the requirements of:

(i) Section 26 read with the applicable provisions within Rule- 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act") and

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulation") ("SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;

(iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform ("IPO" or "SME IPO"); and

(iv) The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India ("ICAI")

(v) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, **AMBALAL PATEL & CO., Chartered Accountants**, Chartered Accountants of India (ICAI) and hold a valid Certificate No. 006729 dated 13/11/2013 issued by the "Peer Review Board" of the ICAI.

2. The Restated Consolidated Summary Statements of the Company have been extracted from the Audited Financial Statements of the Company for Three months period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 & March 31, 2013 which have been approved by the Board of Directors.

3. Financial Statements of the holding Company i.e. SILVER TOUCH TECHNOLOGIES LIMITED for the Three months period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 & March 31, 2013 have been audited by us. Financial



Statement of Joint Venture company i.e. Shark Identity Private Limited for the period ended June 30, 2017 and for the period ended on March 31, 2017 have been audited by another auditor and the same has been considered for Consolidation for the period ended June 30, 2017 and for the period ended on March 31, 2017. The financial statements of Subsidiary Companies, namely Silvertouch Technologies (UK) Ltd, Silvertouch Technologies Inc, and the Joint venture companies, namely Lime Software Ltd, Silvertouch Technologies BV and Silvertouch Technologies SAS., are not required to get its Account audited as per the legal requirements prevalent in respective country and thus by virtue of MCA Circular 11/2015 dated July 21, 2015, we have considered unaudited financial results of Silvertouch Technologies (UK) Ltd for the period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 & March 31, 2013 and for Silvertouch Technologies Inc. we have considered unaudited financial results for the period ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 & March 31, 2013 and for Silvertouch Technologies SAS, we have considered unaudited financial results for the period ended on June 30 2017 for the purpose of Restated Consolidated Financial Statements. Further, we have consolidated Financial Statements of one Joint venture company namely Lime Software Ltd for the year ended March 31, 2015 only as the financial data for other period viz., June, 2017 and March 31, 2017 and March 2016 is not available from JV partner. We have not consolidated Financial statements of one joint venture company namely Silvertouch Technologies BV as the financial data is not available from JV partner and the JV company has been closed on 01<sup>st</sup> April, 2016

4. Financial Information as per Consolidated Audited Financial Statements:

3. We have examined:

- f. The attached Restated Consolidated **Statement of Assets and Liabilities** of the company, as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (**Annexure - I**)
- g. The attached Restated Consolidated **Statement of Profits and Loss** of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (**Annexure - II**)
- h. The attached Restated Consolidated **Statement of Cash Flows** of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (**Annexure - III**);
- i. The Significant Accounting Policies adopted by the Company and notes to the Restated Consolidated Financial Statement along with adjustments on account of audit qualifications / adjustments / regrouping (**Annexure - IV**);

(Collectively hereinafter referred as “Restated Consolidated Financial Statements” or “Restated Consolidated Summary Statements”)

4. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

(ii) The “**Restated Consolidated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as set out in **Annexure I** to this report, of the Company as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Consolidated Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in **Annexure IV** to this Report.

(iii) The “**Restated Consolidated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Consolidated Statement of

Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statement of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in **Annexure IV** to this Report.

(iv) The “**Restated Consolidated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Consolidated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited as well as unaudited financial statements of the Subsidiary Companies the company for the Three months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 we are of the opinion that “**Restated Consolidated Financial Statements**” or “**Restated Consolidated Summary Statements**” have been made after incorporating:

- Adjustments for any material amounts in the respective financial years have been made to which the year relate; and
- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements other than those disclosed specifically;
- Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in **Annexure IV** to this Report;
- Adjustments in Financial Statements have been made in accordance with the correct accounting policies;
- Revaluation reserve which is disclosed separately in the Restated Consolidated Financial statements;
- The Company has paid the following dividends on its equity shares till June 30, 2017:

#### STATEMENT OF DIVIDEND DECLARED:

Particulars	For The Period ended	For The Year Ended				
	30/06/2017	31/03/17	31/03/16	31/03/15	31/03/14	31/03/13
Class of Shares	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>	<b>Equity</b>
Equity Share of Rs.10 each	1,11,90,000	55,95,000	55,95,000	55,95,000	55,95,000	55,95,000
Rate of Dividend (%)	0%	5%	5%	5%	5%	5%
Interim Dividend	Rs.0.00	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50
Final Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil

#### 5. Other Financial Information

- We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Nine months ended on June 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

Restated Consolidated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Consolidated Statement of Reserves And Surplus	Annexure-B
Restated Consolidated Statement of Long Term Borrowings	Annexure-C& C1

Restated Consolidated Statement of Deferred Tax (Assets) / Liabilities	Annexure-D
Restated Consolidated Statement of other Long Term Liability	Annexure-E
Restated Consolidated Statement of Short Term Borrowings	Annexure-F
Restated Consolidated Statement of Trade Payables	Annexure-G
Restated Consolidated Statement of Other Current Liabilities	Annexure-H
Restated Consolidated Statement of Short Term Provisions	Annexure –I
Restated Consolidated Statement of Fixed Assets	Annexure-J
Restated Consolidated Statement of Non-Current Investments	Annexure-K
Restated Consolidated Statement of Long-Term Loans And Advances	Annexure-L
Restated Consolidated Statement of Other Non-Current Assets	Annexure-M
Restated Consolidated Statement of Inventories	Annexure-N
Restated Consolidated Statement of Trade Receivables	Annexure-O
Restated Consolidated Statement of Cash & Bank	Annexure-P
Restated Consolidated Statement of Short-Term Loans And Advances	Annexure-Q
Restated Consolidated Statement of Revenue from Operations	Annexure-R
Restated Consolidated Statement of Other Income	Annexure-S
Restated Consolidated Statement of Purchase of Stock in trade	Annexure-T
Restated Consolidated Statement of Changes in Inventories of Stock in trade	Annexure-U
Restated Consolidated Statement of Employee Benefits Expense	Annexure-V
Restated Consolidated Statement of Finance Cost	Annexure-W
Restated Consolidated Statement of Operations & Other Expenses	Annexure-X
Restated Consolidated Statement of Contingent liabilities	Annexure-Y
Restated Consolidated Statement of Tax shelter	Annexure-Z
Restated Consolidated Statement of Related party transaction	Annexure-AA
Restated Consolidated Statement of Capitalization	Annexure-AB
Restated Consolidated Statement of Mandatory Accounting Ratios	Annexure-AC
Restated Consolidated Statement of Dividend Declared	Annexure-AD
Restated Consolidated Statement of Other Income in Detail	Annexure-AE
Restated Consolidated Statement of Segment Reporting	Annexure-AF
Restated Consolidated Statement of Issue of Employee stock option Scheme	Annexure-AG

2. The Restated Consolidated Financial Information contain all the disclosures required by the SEBI ICDR regulation and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.
3. The preparation and presentation of the Consolidated Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
4. In our opinion, the above financial information contained in Annexure I to III and Annexure A to AD of this report read along with the Restated Consolidated Statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued

by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

5. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
6. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed 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 and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

## **6. Auditor's Responsibility**

Our responsibility is to express an opinion on these restated consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement of the risks of material misstatement of the procedures selected depend on the auditor's judgment, including the assessment financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **7. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated Consolidated statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India, to the extent applicable.

- a) In the case of Restated Consolidated Statement of Assets and Liabilities of the Company as at as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013;
- b) In the case of the Restated Consolidated Statement of Profit and Loss, of the profit of the Company for the for the Three months ended on June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013; and
- c) In the case of the Restated Consolidated Cash Flow Statement, of the cash flows of the Company for the Three months ended on June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013.

**For AMBALAL PATEL & CO.  
Chartered Accountants  
Firm Reg. No. : 100305W**

**CA Nikunj B. Patalia  
Partner  
M.No. 131220**

**Ahmedabad  
25.08.2017**

**SILVER TOUCH TECHNOLOGIES LIMITED**  
CIN-U72200GJ1995PLC024465

ANNEXURE - I

**RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lacs)

Sr · N o.	Particulars	Ann x. No.	For the Period Ended on 30th June, 2017	As at year ended 31st March, 2017	As at year ended 31st March, 2016	As at year ended 31st March, 2015	As at year ended 31st March, 2014	As at year ended 31st March, 2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>							
<b>1</b>	<b>Shareholders' funds</b>							
(a)	Share capital	A	1,119.00	559.50	559.50	559.50	559.50	559.50
(b)	Reserves and surplus	B	3,295.48	3,648.47	3,277.06	3,022.48	2,856.63	2,286.28
<b>2</b>	<b>Non-current liabilities</b>							
(a)	Long-term borrowings	C	432.43	306.46	475.23	717.83	276.87	132.69
(b)	Deferred tax liabilities (Net)	D	68.75	80.29	81.76	121.98	182.59	107.99
(c)	Other Long term liabilities	E	45.86	53.08	59.65	292.54	330.63	232.57
<b>3</b>	<b>Current liabilities</b>							
(a)	Short-term borrowings	F	1,462.71	1,192.47	1,696.14	1,205.51	834.77	372.70
(b)	Trade payables	G	2,899.59	557.83	3,085.64	1,045.61	1,264.86	964.64
(c)	Other current liabilities	H	983.77	827.82	1,070.41	1,236.87	816.42	485.00
(d)	Short-term provisions	I	458.91	357.30	385.75	311.48	607.60	401.16
	<b>TOTAL</b>		<b>10,766.51</b>	<b>7,583.22</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>
<b>II.</b>	<b>ASSETS</b>							
<b>1</b>	<b>Non-current assets</b>							
(a)	Fixed assets	J						
	(i) Tangible assets		1,660.61	1,663.21	1,624.29	1,517.51	1,983.81	1,419.76
	(ii) Intangible assets		17.42	16.26	17.21	26.74	32.19	33.51
(b)	Non-current investments	K	4.03	2.58	0.89	0.40	0.51	0.46
(c)	Long-term loans and advances	L	281.63	307.99	252.49	260.62	196.65	261.65
(d)	Other non-current assets	M	271.35	310.23	465.73	619.93	-	-
<b>2</b>	<b>Current assets</b>							
(a)	Inventories	N	130.34	165.10	558.57	545.00	268.27	345.89
(b)	Trade receivables	O	6,579.67	3,425.28	6,092.72	3,697.25	3,380.70	2,027.43
(c)	Cash and Bank Balance	P	676.65	616.54	550.41	726.52	575.14	502.41
(d)	Short-term loans and advances	Q	1,144.82	1,076.03	1,128.81	1,119.84	1,292.61	951.41
	<b>TOTAL</b>		<b>10,766.51</b>	<b>7,583.22</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>

**SILVER TOUCH TECHNOLOGIES LIMITED**  
**CIN-U72200GJ1995PLC024465**

Annexure -II

**STATEMENT OF PROFIT AND LOSS AS RESTATED CONSOLIDATED**

(Amount in ₹ Lacs)

Sr. No.	Particulars	Annx. No.	For the Period Ended on 30th June, 2017	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
I.	<b>Revenue from operations</b>	R						
	Sales & Operational Revenue		5,169.86	13,210.57	14,936.36	12,203.88	11,467.45	8,531.02
	<u>Less:</u>							
	Service Tax		241.30	914.18	907.73	518.96	564.96	295.90
			4,928.56	12,296.38	14,028.63	11,684.92	10,902.49	8,235.12
II.	Other income	S	54.11	126.63	82.22	118.83	68.04	76.24
III.	<b>Total Revenue (I + II)</b>		<b>4,982.67</b>	<b>12,423.01</b>	<b>14,110.85</b>	<b>11,803.75</b>	<b>10,970.52</b>	<b>8,311.36</b>
IV.	<b>Expenses:</b>							
	Purchases of Stock-in-Trade	T	2,869.31	4,542.62	7,225.45	6,833.27	4,913.03	4,448.34
	Changes in inventories of Stock-in-Trade	U	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
	Employee benefits expense	V	782.78	4,590.35	4,510.50	2,685.16	2,350.48	1,913.05
	Finance costs	W	66.14	315.98	315.25	277.43	143.19	81.30
	Depreciation and amortization expense		104.42	440.76	548.67	687.92	285.23	196.90
	Operations & Other Expenses	X	834.25	1,543.16	1,066.18	1,190.23	2,297.30	1,165.10
	<b>Total expenses</b>		<b>4,691.67</b>	<b>11,826.33</b>	<b>13,652.49</b>	<b>11,397.28</b>	<b>10,066.85</b>	<b>7,623.46</b>
V.	<b>Profit before tax (III- IV)</b>		<b>291.00</b>	<b>596.68</b>	<b>458.36</b>	<b>406.47</b>	<b>903.68</b>	<b>687.90</b>
VI.	Tax expense:							
	(1) Current tax		96.00	181.84	191.62	187.14	216.88	193.28
	(2) Deferred tax		(11.51)	(1.51)	(40.05)	(45.61)	74.42	30.60
	(3) Prior Period Tax Adjustment		-	11.27	0.50	4.04	-	

			<b>84.49</b>	<b>191.60</b>	<b>152.08</b>	<b>145.57</b>	<b>291.30</b>	<b>223.89</b>
<b>VII.</b>	<b>Profit/(Loss) for the period</b>		<b>206.51</b>	<b>405.08</b>	<b>306.28</b>	<b>260.90</b>	<b>612.38</b>	<b>464.02</b>
VIII.	Earnings per equity share (Face Value ₹ 10 per share)							
	(1) Basic		1.85	3.62	2.74	2.33	5.47	4.15
	(2) Diluted		1.85	3.62	2.74	2.33	5.47	4.15
	<b>Significant Accounting Policies</b>	<b>1</b>						



**SILVER TOUCH TECHNOLOGIES LIMITED**  
CIN-U72200GJ1995PLC024465

Annexure -III

**STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS CONSOLIDATED**

(Amount in ₹ Lacs)

PARTICULARS	For the Period Ended on 30th June, 2017	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>A. Cash inflow/(outflow) from the operating activities</b>						
<b>Net profit before Tax and Prior Period Adjustments</b>	291.00	596.68	458.36	406.47	903.68	687.90
<b>Adjustments for:</b>						
Depreciation	65.55	285.25	548.67	687.92	285.23	196.90
Interest paid	46.51	214.12	223.33	197.01	102.19	57.23
Interest Income	(15.34)	(63.78)	(62.65)	(49.08)	(28.06)	(26.85)
Provision of Gratuity payable	3.71	(20.01)	23.51	42.52	26.38	23.44
Preliminary Expenses written off						-
(Profit)/Loss on sale of Assets	-	-	(60.38)	(60.38)	-	0.84
Provision for CSR Donation	2.25	0.30	11.00			
<b>Operating Profit before working capital changes</b>	<b>393.68</b>	<b>1,012.58</b>	<b>1,141.85</b>	<b>1,224.45</b>	<b>1,289.42</b>	<b>939.46</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>						
Branch Contra Difference (Liabilities)						
Inventories	34.77	393.47	(13.57)	(276.73)	77.62	(181.23)
Receivables	(3,154.39)	2,667.45	(2,395.47)	(316.56)	(1,353.26)	234.20
Direct Tax paid	(0.37)	(201.88)	(33.41)	(259.00)	(253.94)	(166.24)
Other Non Current Asset	38.88	155.51	154.20	(619.93)	-	-
Loans & Advances	(42.43)	(2.72)	(215.10)	(176.26)	(58.42)	(280.67)
Current Liabilities & Provisions	2,497.71	(2,770.39)	1,873.56	334.54	498.31	143.09
<b>Net cash inflow/(outflow) from operating activities (A)</b>	<b>(232.16)</b>	<b>1,254.01</b>	<b>512.06</b>	<b>(89.49)</b>	<b>199.72</b>	<b>688.61</b>
<b>B. Cash inflow/(outflow) from investing activity</b>						

Dividend Received					-	
Investments	(1.45)	(1.63)	(0.49)	0.12	(0.05)	(0.00)
Purchase of Assets	(64.11)	(323.22)	(490.42)	(278.17)	(855.70)	(571.66)
Sale of Fixed Assets	-	-		90.41		4.42
<b>Net cash inflow/(outflow) from investing activity (B)</b>	<b>(65.55)</b>	<b>(324.86)</b>	<b>(490.91)</b>	<b>(187.64)</b>	<b>(855.75)</b>	<b>(567.24)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>						
Secured Loans Availed/(Paid)	263.87	(694.33)	317.63	537.51	728.72	56.96
Unsecured Loans Availed/(Paid)	125.12	15.32	(302.50)	102.77	108.91	162.65
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Interest Paid	(46.51)	(214.12)	(223.33)	(197.01)	(102.19)	(57.23)
Interim Dividend and Tax thereon	-	(33.67)	(51.70)	(63.84)	(34.75)	(32.51)
<b>Net cash inflow/(outflow) from Financing activity</b>	<b>357.82</b>	<b>(863.02)</b>	<b>(197.25)</b>	<b>428.51</b>	<b>728.76</b>	<b>156.71</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>	<b>60.10</b>	<b>66.13</b>	<b>(176.10)</b>	<b>151.38</b>	<b>72.72</b>	<b>278.08</b>
<b>Cash &amp; Cash Equivalent at the beginning of the Period</b>	<b>616.54</b>	<b>550.41</b>	<b>726.52</b>	<b>575.14</b>	<b>502.41</b>	<b>224.33</b>
<b>Cash &amp; Cash Equivalent at the end of the Period</b>	<b>676.65</b>	<b>616.54</b>	<b>550.41</b>	<b>726.52</b>	<b>575.14</b>	<b>502.41</b>
<b>Net Increase in cash and cash equivalent</b>	<b>60.10</b>	<b>66.13</b>	<b>(176.10)</b>	<b>151.38</b>	<b>72.72</b>	<b>278.08</b>

**Note :**

1. The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies (Accounting Standards) Rules, 2006.
2. Figures in bracket represent Outflow of cash.

## SILVER TOUCH TECHNOLOGIES LIMITED

CIN-U72200GJ1995PLC024465

## Notes forming Part of accounts:

## Note 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

## i) Corporate Information :

Silvertouch Technologies Limited ("The Holding Company"), and its subsidiaries (together the holding company and its subsidiaries constitute "the Group") are primarily engaged in the business of providing Information Technology services including web based services both in the domestic and international markets.

## ii) Basis Of Accounting :

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"). The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

## iii) Principles of Consolidation :

The consolidated financial statements relate to Silvertouch Technologies Limited (the 'Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 30th June, 2017.
- b) 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, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- c) Following subsidiary companies/ JVs have been considered in the preparation of the consolidated financial statements :

Sr.	Name of Subsidiary / Associate Company	Country of Incorporation	Extent of Holding as on 30.06.2017	Consolidation Required	Actual Period of Consolidation
1	Silvertouch Technologies (UK) Ltd	United Kingdom	100 %	1-4-12 to 30.06.17	1-4-12 to 30-06-17
2	Silvertouch Technologies Inc.	USA	100 %	1-4-12 to 30.06.17	1-4-12 to 30-06.17
3	Lime Software Ltd	United Kingdom	50 %	1-4-14 to 30.06.17	1-4-14 to 31-03-15
4	Shark Identity Pvt Ltd	India	49 %	1-4-16 to 30.06.17	1-8-16 to 30-06.17
5	Silvertouch	Neatherland	None	1-4-12 to 31-03-	None

			<b>Technologies BV</b>			<b>16</b>	
	<b>6</b>		<b>Silvertouch Technologies SAS</b>	<b>France</b>	<b>50 %</b>	<b>1-4-17 to 30-06-17</b>	<b>11.04.17 to 30.06.17</b>
	<b>iv) Use of Estimates :</b>						
	The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.						
	<b>v) Fixed assets &amp; Depreciation :</b>						
	Fixed Assets are stated at cost less accumulated depreciation. However, Upto FY 2013-14, Holding company was providing Depreciation on Straight Line Method at th rates provided in Companies Act, 1956. W.e.f. FY 2014-15, Depreciation is provided on fixed assets used during the year as per Straight Line Method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013 except on few assets, where different life has been estimated by the management where assets are for specific project.						
	Depreciation on additions or sale/discard of asset is being provided on pro-rata basis from the date on which such asset is ready to be put to use to date of sale/discard.						
	<b>vi) Inventories :</b>						
	Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained using FIFO method.						
	<b>vii) Investments :</b>						
	Investments are classified as Current Investments and non-current Investments. The investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are stated at lower of cost and net realizable value. A provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current Investments.						
	<b>viii) Revenue Recognition :</b>						
	Revenue from the sale of equipment / computers are recognised upon delivery, which is when title passes to the customer. Sales are stated net of returns, & Sales Tax/VAT.						
	Revenue from sale of software licences are recognised upon delivery.						
	Revenue from service contracts are recognised when services are rendered and related costs are incurred.						
	Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.						
	<b>ix) Employee Benefits :</b>						
	<b>Gratuity</b>						

		The company does not have any defined benefit scheme for its employees. The company makes provision for the gratuity for the current financial year by debiting the same as an expense under the head Payments made to personnel. Company obtained actuarial valuation report to arrive at the amount of provision required for Gratuity.
		<b>Provident Fund &amp; ESI Scheme</b>
		The contribution to Provident Fund & Employees State Insurance Scheme is provided for and payments in respect thereof are made to relevant authorities on actual basis which is charged to Statement of profit and loss.
		The company does not have any other scheme of short term or long term retirement benefits.
	<b>x)</b>	<b>Leases :</b>
		Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.
	<b>xi)</b>	<b>Impairment of Assets :</b>
		An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.
	<b>xii)</b>	<b>Earning per Share :</b>
		The company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.
	<b>xiii)</b>	<b>Provisions, Contingent Liabilities and Contingent Assets :</b>
		Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.
	<b>xiv)</b>	<b>Foreign Currency Transactions :</b>
		All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions taken place. Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise. Company maintains EEFC Account with various banks. Periodically, at the time of conversion of foreign currency from EEFC Account to INR, company takes into consideration the bank rate prevailing on that particular day and exchange difference, if any, arises are recognized as income or expense in the statement of profit & loss.
	<b>xv)</b>	<b>Taxes on Income :</b>

		Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.
	<b>xvi)</b>	<b>General :</b>
		Accounting policies not specifically referred to are consistent with generally accepted accounting policies.

**SILVER TOUCH TECHNOLOGIES LIMITED**

CIN-U72200GJ1995PLC024465

**Annexure - A : Details of Share Capital as Restated**

Particulars	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)
<b>Authorised</b>												
Equity Shares of ₹ 10 each	160.00	1,600.00	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 ₹ 10 each	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
<b>Subscribed &amp; Paid up</b>												
Equity Shares of ₹ 10 each fully paid	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
<b>Total</b>	<b>111.90</b>	<b>1,119.00</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>	<b>55.95</b>	<b>559.50</b>

**Reconciliation of Shares outstanding at the beginning and end of year.**

Particulars	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)	Number	Amount (In ₹ Lacs)
Shares outstanding at the beginning of the year	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50
Shares Issued during							-		-			-

the year	55.95	559.50	-	-	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	111.90	1,119.00	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50	55.95	559.50

**Details of Share Holders holding more than 5% shares**

Name of Equity Share Holders	30/06/2017		31/03/2017		31/03/2016		31/03/2015		31/03/2014		31/03/2013	
	Number of Shares	%age of Holding	Number of Shares	%age of Holding	Number of Shares	%age of Holding	Number of Shares	%age of Holding	Number of Shares	%age of Holding	Number of Shares	%age of Holding
Vipul Haridas Thakkar	36.38	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%	18.19	32.51%
Jignesh Amrutlal Patel	36.04	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%	18.02	32.20%
Minesh Vinodchandra Doshi	19.27	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%	9.63	17.22%
Palak Vinukant Shah	7.85	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%	3.93	7.02%



**Annexure - B : Details of Surplus and Reserve as restated**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Revaluation Reserve</b>						
Opening Balance	386.31	386.31	386.31	386.31	393.58	400.86
(+) Current Year Transfer	-	-	-	-	-	-
(-) Written Back in Current Year	-	-	-	-	(7.28)	(7.28)
Closing Balance	386.31	386.31	386.31	386.31	386.31	393.58
<b>b.General Reserve</b>						
Opening Balance	500.00	450.00	400.00	350.00	300.00	250.00
(+) Current Year Transfer	-	50.00	50.00	50.00	50.00	50.00
(-) Written Back in Current Year	-	-	-	-	-	-
(-) Used for Bonus Shares	(200.00)					
Closing Balance	300.00	500.00	450.00	400.00	350.00	300.00
<b>c. Surplus</b>						
<b>Profit &amp; Loss A/c</b>						
Opening balance	2,762.16	2,440.75	2,236.17	2,120.33	1,592.69	1,211.19
Add:						
Net Profit/(Net Loss) For the current year	206.51	405.08	306.28	260.90	612.38	464.02
Transfer from Reserves	-	-	-	-	-	-
(Less):						
Proposed/Interim Dividends	-	(27.98)	(46.01)	(59.08)	(29.99)	(27.98)
Depreciation Transitional Entry	-	-	-	(31.22)	-	
Tax on Proposed/Interim Dividends	-	(5.70)	(5.70)	(4.75)	(4.75)	(4.54)
Transfer to Reserves	-	(50.00)	(50.00)	(50.00)	(50.00)	(50.00)
(-) Used for Bonus Shares	(359.50)					
Closing Balance	2,609.17	2,762.16	2,440.75	2,236.17	2,120.33	1,592.69
<b>Total</b>	<b>3,295.48</b>	<b>3,648.47</b>	<b>3,277.06</b>	<b>3,022.48</b>	<b>2,856.63</b>	<b>2,286.28</b>

**Annexure - C : Restated Consolidated Statement of Long Term Borrowings**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Secured</b>						
<b>(a) Term loans</b>						
<b>From Banks</b>						
<b>SBI Car Loan Acct-Mercedes Benz</b>	6.27	7.47	11.96	15.98	19.52	22.75
(Secured by Hypothication of Mercedes Benz Car)						
(Repayable in 84 Monthly Installment)						
<b>BOI Car Loan Acct 200460510000143- Renault Scala</b>	-	-	0.93	2.49	3.87	5.12
(Secured by Hypothication of Scala Car)						
(Repayable in 60 Monthly Installment)						
<b>BOI Car Loan Acct- 200460510000148 -Maruti Cargo</b>	-	-	0.39	0.78	1.11	1.41
(Secured by Hypothication of Maruti Cargo)						
(Repayable in 59 Monthly Installment)						
<b>SBI Car Loan Acct-Honda City</b>	3.56	3.84	4.87	5.79	-	-
(Secured by Hypothication of Honda City)						
(Repayable in 84 Monthly Installment)						
<b>SBI Car Loan Maruti Wagon-R</b>	1.49	1.60	2.01	2.37	-	-
(Secured by Hypothication of Wagon R)						
(Repayable in 84 Monthly Installment)						
<b>SBI Car Loan Acct-Honda Mobilio</b>	3.93	4.20	5.35	6.25	-	-
(Secured by Hypothication of Honda Mobilio)						
(Repayable in 84 Monthly Installment)						
<b>Bank Of India A/c. No.35</b>	-	-	-	60.61	146.61	-
(Secured by Hypothication of Items Purchased out of the Loan)						
(Repayable in 36 Monthly Installment)						
<b>SBI Car Loan Acct-Grand i10</b>	1.99	2.17	2.85	-	-	-
(Secured by Hypothication of Grand I10)						
(Repayable in 84 Monthly Installment)						
<b>SBI CAR LOAN ACCT-HONDA CITY- 2</b>	5.55	6.00	-	-	-	-
(Secured by Hypothication of Honda City)						

(Repayable in 60 Monthly Installment)						
<b>From Others</b>						
Loan from CISCO Finance	30.14	36.82	63.60	79.53	-	-
(Secured by Hypothication of Computers, Network Equipments etc. purchased out of the Loan)						
(Repayable in 18 Quarterly Installments)						
<b>(b) Long term maturities of finance lease obligations</b>						
Finance Lease From Cisco Finance	68.54	93.09	195.86	287.01	-	-
	121.46	155.19	287.82	460.81	171.12	29.28
<b>Unsecured</b>						
<b>(a) Loans and advances from related parties</b>						
From Directors	283.28	112.89	103.48	123.51	105.75	103.41
(Out of the above loan Rs 1.06crore is fixed as per the Bank of India Loan sanction dt 22.02.2016 and the remaining amount is repayable on demand)						
<b>(b) Other loans and advances</b>						
Loan from CISCO Finance	27.69	38.39	83.93	133.51	-	-
	310.97	151.28	187.41	257.02	105.75	103.41
<b>Total</b>	<b>432.43</b>	<b>306.46</b>	<b>475.23</b>	<b>717.83</b>	<b>276.87</b>	<b>132.69</b>

**Annexure - C1 : Consolidated Statement of Principal Terms of Secured Loans and Assets charges as security**

(₹ in Lacs)

Name of the Lender	Purpose	Amount Sanctioned	Rate of Interest	Date of Sanction	Security offered	Re-payment	Moratorium	As at 30.06.2017	As at 31.03.2017
CISCO	Secured Loan	114.19	12.05 %	14.2.2014	CISCO material used in UTWAN project	Repayment in 18 Quarterly Installments	NA	47.65	54.33
	Unsecured Loan	187.18	12.05 %	14.2.2014	Unsecured	Repayment in 18 Quarterly Installments	NA	82.51	93.21
Bank of India	Vehicle Loan	30.00	9.85%	19.10.2012	Hypothication of Vehicle - Mercedes Benz	Repayment in 84 Monthly Installments	NA	12.34	13.54
	Vehicle Loan	7.35	10.95 %	28.12.2012	Hypothication of Vehicle - Renault Scala	Repayment in 60 Monthly Installments	NA	0.68	1.14
	Vehicle Loan	1.98	10.95 %	18.01.2013	Hypothication of Vehicle - Maruti Cargo	Repayment in 60 Monthly Installments	NA	0.36	0.48
State Bank of India	Vehicle Loan	8.00	10.05 %	11.06.2014	Hypothication of Vehicle - Honda City	Repayment in 84 Monthly Installments	NA	5.21	5.48
	Vehicle Loan	3.20	9.70%	20.08.2014	Hypothication of Vehicle - Wagon R	Repayment in 84 Monthly Installments	NA	2.13	2.24
	Vehicle Loan	8.10	9.70%	20.08.2014	Hypothication of Vehicle - Honda Mobilio	Repayment in 84 Monthly Installments	NA	5.57	5.85
	Vehicle Loan	4.00	9.80%	09.12.2015	Hypothication of Vehicle - Grand i10	Repayment in 84 Monthly Installments	NA	3.01	3.19
	Vehicle Loan	10.00	8.60%	28.04.2016	Hypothication of Vehicle - Honda City 2	Repayment in 60 Monthly Installments	NA	8.09	8.54

**Annexure - D : Restated Standalone Statement of Deferred Tax (Assets) / Liabilities**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Opening Balance	80.29	81.76	121.81	182.41	107.99	77.39
Charge/ (Credit) during the year to P & L A/c	(11.54)	(1.47)	(40.05)	(60.60)	74.42	30.60
<b>Closing Balance</b>	<b>68.75</b>	<b>80.29</b>	<b>81.76</b>	<b>121.81</b>	<b>182.41</b>	<b>107.99</b>

**Annexure - E : Restated Consolidated Statement of other Long Term Liability**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Others</b>						
E-Mitra (Refundable SD)	16.11	20.83	29.40	174.41	176.13	134.82
UID (Refundable SD)	14.00	14.00	14.00	106.90	143.00	86.50
Staff Deposites	15.75	18.25	16.25	11.23	11.50	11.25
<b>Total</b>	<b>45.86</b>	<b>53.08</b>	<b>59.65</b>	<b>292.54</b>	<b>330.63</b>	<b>232.57</b>

**Annexure - F : Restated Consolidated Statement of Short Term Borrowings**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Secured</b>						
<b>(a) Loans repayable on demand</b>						
<b>From Banks</b>						
ICICI BANK - USD - B.D. A/c.	-	-	-	-	-	20.59
(The working capital facility from ICICI Bank is in the form of Foreign Bill Discounting/Purchasing and is secured by Equitable Mortgage of property situated at B-2, Soham Avenue, Vastrapur, Ahmedabad and exclusive charge by way hypothication of export receivable of company)						
Bank Of India No.28 (Sec. against Hypo. Of Stock)	1,432.03	1,134.44	1,696.14	1,205.51	799.37	350.21
Bank Of India No.29 (Sec. against Hypo. Of Debts)			0.00	0.00	24.99	0.00
(The working capital facilities from Bank of India are secured by first charge by way of hypothication on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)						
<b>Unsecured</b>						
<b>(a) Loans repayable on demand</b>						
<b>From Banks</b>						
BOI A/C no: 664820110000110 (Jaipur	-	-	-	-	10.41	1.89

Branch)						
<b>From others</b>						
L & T Finance Ltd	29.68	49.30	-	-	-	-
<b>(b)Loans and advances from related parties</b>	1.00	8.73				
<b>Total</b>	<b>1,462.71</b>	<b>1,192.47</b>	<b>1,696.14</b>	<b>1,205.51</b>	<b>834.77</b>	<b>372.70</b>

**Annexure - F1 : Consolidated Standalone Statement of Principal Terms of Short Term Secured & Unsecured Loans and Assets charges as security**

(₹ in Lacs)

Name of the Lender	Purpose	Amount Sanctioned	Rate of Interest	Date of Sanction	Security offered	Re-payment	Moratorium	As at 30.06.2017	As at 31.03.2017
Bank of India	1. Fund Based : Cash Credit (Working Capital)	1,800.00	10.85%	22.2.2016	Hypo. Of all domestic receivables including Govt, Semi Govt., Autonomous bodies and Private Sector Book Debts	On Demand	NA	1,432.03	1,134.44
	2. Non-Fund Based : Bank Guarantee	1900.00 (Including 300.00 Adhoc Limit)	Guarantee Commission 1 % p.a.			NA	NA	2,277.63	1,588.99
ICICI Bank	1. Fund Based Limits : PSCFC/F UBD/FBP with sub-limit	155.00	12.10%	28.08.2016	Hypo. Of all Export receivables	On Demand	NA	-	-
	2. Non-Fund Based : Bank Guarantee		Guarantee Commission 1.50 % p.a.			NA	NA	146.72	150.78
L & T Finance	Short Term financing facility on revolving basis	400.00	12.00%	19.10.2016	Unsecured	On Demand	NA	29.68	49.30

**Annexure - G : Restated Consolidated Statement of Trade Payables**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Due to Others	2,899.59	557.83	3,085.64	1,045.61	1,264.86	964.64
<b>Total</b>	<b>2,899.59</b>	<b>557.83</b>	<b>3,085.64</b>	<b>1,045.61</b>	<b>1,264.86</b>	<b>964.64</b>

**Annexure - H : Restated Consolidated Statement of Other Current Liabilities**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Current maturities of long-term debt</b>						
SBI Car Loan Acct-Mercedes Benz	6.07	6.07	6.07	6.07	6.07	6.07
SBI Car Loan Acct-Honda City	1.64	1.64	1.64	1.64	-	-
SBI Car Loan Maruti Wagon-R	0.65	0.65	0.65	0.65	-	-
SBI Car Loan Acct-Honda Mobilio	1.64	1.64	1.64	1.64	-	-
SBI Car Loan Acct-Grand i10	1.02	1.02	1.02	-	-	-
SBI CAR LOAN ACCT-HONDA CITY- 2	2.54	2.54	-	-	-	-
Loan From CISCO Finance (Secured)	17.51	17.51	15.53	21.60	-	-
Loan From CISCO Finance (Unsecured)	54.82	54.82	49.58	36.62	-	-
BOI Term Loan (A/c No. 35)	-	-	-	133.33	133.33	-
BOI Car Loan Acct 200460510000143-Renault Scala	0.68	1.14	1.94	1.94	1.94	1.94
BOI Car Loan Acct-200460510000148 - Maruti Cargo	0.36	0.48	0.52	0.52	0.52	0.52
<b>(b) Current maturities of finance lease obligations</b>						
Finance Lease from CISCO Finance	102.77	102.77	91.16	80.86	-	-
<b>(C) Other payables</b>						
Creditors for Expenses	12.06	6.42	165.15	236.06	212.64	42.46
Advance from Customer	41.81	47.16	36.55	37.48	27.50	88.55
Other Dues	508.23	424.11	423.90	254.77	192.51	178.80
Staff Dues	49.64	59.54	45.46	12.63	8.96	10.53
Government Dues	182.32	100.30	229.58	411.06	232.95	156.13
<b>Total</b>	<b>983.77</b>	<b>827.82</b>	<b>1,070.41</b>	<b>1,236.87</b>	<b>816.42</b>	<b>485.00</b>

**Annexure - I : Restated Consolidated Statement of Short Term Provisions**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(a) Provision for employee benefits</b>						
Gratuity (Unfunded)	168.04	164.33	184.34	160.83	118.31	91.93
<b>(b) Others</b>						
Provision for Taxation	277.32	181.66	190.41	150.65	484.54	304.69
Provision for Tax on Interim Dividend	-	-	-	-	4.75	4.54
Provision for CSR Expenditure	13.55	11.30	11.00	-	-	-
<b>Total</b>	<b>458.91</b>	<b>357.30</b>	<b>385.75</b>	<b>311.48</b>	<b>607.60</b>	<b>401.16</b>

**Annexure – J : Restated Consolidated Statement of Fixed Assets**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>A) Tangible Assets</b>						
<b>Buildings</b>						
Gross Block	1,056.69	1,053.61	891.42	607.98	569.80	569.80
Less: Accumulated Depreciation	117.36	112.34	93.60	81.09	72.08	62.79
Net Block	<b>939.32</b>	<b>941.27</b>	<b>797.82</b>	<b>526.89</b>	<b>497.72</b>	<b>507.01</b>
<b>Plant and Equipment</b>						
Gross Block	2,258.19	2,220.05	2,144.09	1,993.66	2,108.85	1,314.32
Less: Accumulated Depreciation	1,808.40	1,764.19	1,557.45	1,235.46	879.79	624.82
Net Block	<b>449.79</b>	<b>455.87</b>	<b>586.64</b>	<b>758.20</b>	<b>1,229.07</b>	<b>689.50</b>
<b>Furniture and Fixtures</b>						
Gross Block	318.30	300.10	254.08	222.60	204.45	163.61
Less: Accumulated Depreciation	147.20	138.17	105.50	76.99	49.81	41.57
Net Block	<b>171.10</b>	<b>161.93</b>	<b>148.59</b>	<b>145.61</b>	<b>154.64</b>	<b>122.04</b>
<b>Vehicles</b>						
Gross Block	104.71	104.71	92.37	87.47	70.85	70.58
Less: Accumulated Depreciation	49.73	46.89	35.62	25.77	22.26	15.81
Net Block	<b>54.98</b>	<b>57.82</b>	<b>56.75</b>	<b>61.70</b>	<b>48.59</b>	<b>54.77</b>
<b>Office equipment</b>						
Gross Block	121.45	119.06	96.17	77.14	70.03	59.09
Less: Accumulated Depreciation	76.04	72.74	61.67	52.03	16.24	12.64
Net Block	<b>45.41</b>	<b>46.32</b>	<b>34.50</b>	<b>25.11</b>	<b>53.79</b>	<b>46.45</b>
<b>Total Tangible Assets</b>	<b>1,660.61</b>	<b>1,663.21</b>	<b>1,624.29</b>	<b>1,517.51</b>	<b>1,983.81</b>	<b>1,419.76</b>
<b>B) Intangible Assets</b>						
<b>Computer software</b>						
Gross Block	83.52	81.22	77.48	76.34	71.09	61.97
Less: Accumulated Depreciation	66.18	65.04	60.27	49.60	38.89	28.46
Net Block	<b>17.34</b>	<b>16.18</b>	<b>17.21</b>	<b>26.74</b>	<b>32.19</b>	<b>33.51</b>
<b>Brands /trademarks</b>						



Gross Block	0.08	0.08				
Less: Accumulated Depreciation	-					
Net Block	<b>0.08</b>	<b>0.08</b>				
<b>Total Intangible Assets</b>	<b>17.42</b>	<b>16.26</b>	<b>17.21</b>	<b>26.74</b>	<b>32.19</b>	<b>33.51</b>

**SILVER TOUCH TECHNOLOGIES LIMITED**

CIN-U72200GJ1995PLC024465

**Annexure - K : Restated Consolidated Statement of Non-Current Investments**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Other Investments</b>						
(a) Investment in Equity instruments						
- Quoted Investments (Patni Computers - 50 shares) *					0.12	0.12
- Unquoted Investments	0.49	0.49	0.55	0.06	0.06	0.06
(b) Other non-current investments	3.48	2.02	0.28	0.28	0.28	0.28
(c) Goodwill (arises on account of consolidation)	0.06	0.06	0.06	0.06	0.06	0.01
<b>Total</b>	<b>4.03</b>	<b>2.58</b>	<b>0.89</b>	<b>0.40</b>	<b>0.51</b>	<b>0.46</b>

\* Market Value is not available since being not traded on stock exchange since year 2012

**Annexure - L : Restated Consolidated Statement of Long-Term Loans And Advances**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Security Deposits</b>						
Unsecured, considered good	281.63	307.99	252.49	260.62	196.65	261.65
<b>b. Loans and advances to related parties</b>						
<b>Unsecured, considered good</b>						
Private Company in which director is a member or director	-	-	-	-	-	-
<b>Total</b>	<b>281.63</b>	<b>307.99</b>	<b>252.49</b>	<b>260.62</b>	<b>196.65</b>	<b>261.65</b>

**Annexure - M : Restated Consolidated Statement of Other Non Current Assets**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
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Unamortised Cost of Facility - UTWAN Project	271.35	310.23	465.73	619.93	-	-
<b>Total</b>	<b>271.35</b>	<b>310.23</b>	<b>465.73</b>	<b>619.93</b>	<b>-</b>	<b>-</b>

**Annexure - N : Restated Consolidated Statement of Inventories**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
a. Stock in Trade	130.34	165.10	558.57	545.00	268.27	345.89
<b>Total</b>	<b>130.34</b>	<b>165.10</b>	<b>558.57</b>	<b>545.00</b>	<b>268.27</b>	<b>345.89</b>

**Annexure - O : Restated Consolidated Statement of Trade Receivables**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	1,065.12	616.47	736.96	986.81	807.76	366.00
Unsecured, considered doubtful	-	-	-	-	-	132.51
Less: Provision for doubtful debts						
	1,065.12	616.47	736.96	986.81	807.76	498.52
<b>Trade receivables outstanding for a period less than six months from the date they are due for payment</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	5,514.54	2,808.81	5,355.76	2,710.44	2,572.93	1,528.92
Unsecured, considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful debts						
	5,514.54	2,808.81	5,355.76	2,710.44	2,572.93	1,528.92
<b>Total</b>	<b>6,579.67</b>	<b>3,425.28</b>	<b>6,092.72</b>	<b>3,697.25</b>	<b>3,380.70</b>	<b>2,027.43</b>

<b>Trade Receivable stated above include debts due by:</b>						
Directors						
Other officers of the Company	-	-	-	-	-	-
Firm in which director is a partner	-	-	-	-	-	-
Private Company in which director is a member or director	-	-	-	-	-	-
<b>Total</b>	27.39	27.47	90.78	86.18	10.38	-

**Annexure - P : Restated Consolidated Statement of Cash & Bank**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Cash &amp; Cash Equivalants</b>						
i) Cash on hand	4.81	9.69	20.67	18.79	29.07	34.30
<b>b. Other Bank balances</b>						
Bank Balances	92.45	65.56	103.50	286.20	133.75	178.54
Bank Deposits						
Deposits with less than 12 months maturity	516.64	465.79	277.17	301.73	342.78	285.94
Deposits with more than 12 months maturity	62.75	75.50	149.08	119.79	69.53	3.63
<b>Total</b>	<b>676.65</b>	<b>616.54</b>	<b>550.41</b>	<b>726.52</b>	<b>575.14</b>	<b>502.41</b>

**Annexure - Q : Restated Consolidated Statement of Short-Term Loans And Advances**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a. Loans and advances to related parties</b>						
Unsecured, considered good	-	-	-	-	-	-
Directors	-	-	-	-	-	-
Other officers of the Company	-	-	-	-	-	-
Firm in which director is a partner	-	-	-	-	-	-
Private Company in which director is a member or director	-	4.92	-	-	-	-
	-	<b>4.92</b>	-	-	-	-
<b>b. Others</b>						

Unsecured, considered good						
Balance with Government	700.13	653.32	650.45	712.96	850.37	554.07
Advance to Staff	61.28	58.15	67.41	52.94	50.06	35.82
Advance to Supplier	63.11	60.01	203.50	165.08	235.60	259.02
Others	320.31	299.63	207.46	188.86	156.58	102.50
	<b>1,144.82</b>	<b>1,071.11</b>	<b>1,128.81</b>	<b>1,119.84</b>	<b>1,292.61</b>	<b>951.41</b>
<b>Total</b>	<b>1,144.82</b>	<b>1,076.03</b>	<b>1,128.81</b>	<b>1,119.84</b>	<b>1,292.61</b>	<b>951.41</b>

**SILVER TOUCH TECHNOLOGIES LIMITED**  
**CIN-U72200GJ1995PLC024465**

**Annexure - R : Restated Consolidated Statement of Revenue from Operations**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Sale of products	3,247.67	5,937.18	9,076.15	7,987.55	5,422.70	4,429.77
Sale of services	1,874.85	7,269.40	5,856.22	4,186.18	6,016.38	4,068.03
Other operating revenues	1.96	3.99	4.00	30.15	28.37	33.22
<b>Net Sales</b>	<b>5,169.86</b>	<b>13,210.57</b>	<b>14,936.36</b>	<b>12,203.88</b>	<b>11,467.45</b>	<b>8,531.02</b>
Less:						
Service Tax	241.30	914.18	907.73	518.96	564.96	295.90
<b>Total</b>	<b>4,928.56</b>	<b>12,296.38</b>	<b>14,028.63</b>	<b>11,684.92</b>	<b>10,902.49</b>	<b>8,235.12</b>

**Annexure - S : Restated Consolidated Statement of Other Income**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest Income	15.34	63.78	62.65	49.08	28.06	26.85
Other non- operating income	38.77	62.85	19.57	69.74	39.98	49.39
<b>TOTAL</b>	<b>54.11</b>	<b>126.63</b>	<b>82.22</b>	<b>118.83</b>	<b>68.04</b>	<b>76.24</b>

**Annexure - T : Restated Consolidated Statement of Purchase of Stock in trade**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Purchase of Computers & Peripherals & Services	2,874.04	4,663.21	7,377.06	6,965.81	5,020.64	4,562.08

	-	-	-	-	-	-
Less: Transferred to Fixed Assets from Opening Stock	5.93	12.36	8.65	7.02	10.32	6.54
Less: Discount	44.17	108.23	142.96	125.52	97.29	107.20
<b>TOTAL</b>	<b>2,869.31</b>	<b>4,542.62</b>	<b>7,225.45</b>	<b>6,833.27</b>	<b>4,913.03</b>	<b>4,448.34</b>

**Annexure - U : Restated Consolidated Statement of Changes in Inventories of Stock in trade**

(Amount in ₹)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Opening Stock	165.10	558.57	545.00	268.27	345.89	164.66
Less: Closing Stock	130.34	165.10	558.57	545.00	268.27	345.89
<b>TOTAL</b>	<b>34.77</b>	<b>393.47</b>	<b>(13.57)</b>	<b>(276.73)</b>	<b>77.62</b>	<b>(181.23)</b>

**Annexure - V : Restated Consolidated Statement of Employee Benefits Expense**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
(a) Salaries and incentives	650.66	4,008.83	3,998.77	2,264.71	1,976.89	1,600.38
(b) Contributions to -	-	-	-	-	-	-
(i) Provident fund & ESIC	2.26	13.25	19.18	8.14	3.54	3.29
(c) Provisions for Gratuity	4.79	(6.20)	23.51	42.52	26.38	23.44
(d) Staff welfare expenses	2.60	3.09	4.28	0.34	0.93	0.27
(e) Salaries to Contractual Employees	122.47	571.38	464.75	369.45	342.74	285.67
<b>TOTAL</b>	<b>782.78</b>	<b>4,590.35</b>	<b>4,510.50</b>	<b>2,685.16</b>	<b>2,350.48</b>	<b>1,913.05</b>

**Annexure - W : Restated Consolidated Statement of Finance Cost**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest expense	46.51	214.12	223.33	197.01	102.19	57.23
Other borrowing costs	19.62	101.85	91.93	80.42	40.99	24.07
<b>TOTAL</b>	<b>66.14</b>	<b>315.98</b>	<b>315.25</b>	<b>277.43</b>	<b>143.19</b>	<b>81.30</b>

**Annexure - X : Restated Consolidated Statement of Operations & Other Expenses**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Power & Fuel	11.26	38.96	43.41	42.90	34.49	32.08
Rent	31.61	115.53	83.55	75.08	58.62	45.70
Repairs to buildings	2.09	16.05	10.75	4.04	3.29	3.14
Repairs to machinery	-	-	-	0.10	-	-
Insurance	5.76	6.30	7.76	13.78	8.01	6.78
Rates and taxes, excluding taxes on income	15.03	28.20	32.09	18.35	15.29	11.27
Net loss \ (Gain) on foreign currency transaction and translation	(4.43)	12.29	-	33.42	0.47	4.53
Bad Debts	-	-	-	81.31	139.53	-
Payment to Auditors	1.89	7.20	6.78	7.53	6.69	6.07
Project Expenses	543.20	617.41	353.97	404.86	1,678.07	571.99
Corporate Social Responsibility Expenditure	2.25	11.30	23.10	3.11	-	-
Miscellaneous expenses	225.60	689.92	504.78	505.75	352.85	483.53
<b>TOTAL</b>	<b>834.25</b>	<b>1,543.16</b>	<b>1,066.18</b>	<b>1,190.23</b>	<b>2,297.30</b>	<b>1,165.10</b>

**Annexure - Y : Restated Consolidated Statement of Contingent liabilities**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>a) Bank Guarantee</b>						
Bank of India	2,277.63	1,588.99	1,820.89	1,757.76	1,021.16	774.25
ICICI Bank	146.72	150.78	129.69	134.74	120.38	96.28
IDBI Bank	44.14	44.14	-	-	-	-
<b>b) Income tax Demand :</b>						
Penalty u/s 271(1)(c) (AY 2007-08)	-	-	-	3.09	3.09	3.09
U/s 143(3) (AY 2009-10) - Pending with ITAT	-	0.02	0.02	0.02	0.02	-
U/s 143(3) (AY 2010-11) - Pending with ITAT	131.63	131.63	131.63	131.63	-	-
U/s 143(3) (AY 2011-12) - Pending with ITAT	-	-	0.11	0.11	0.11	-

U/s 143(3) (AY 2012-13) - Pending with ITAT	-	-	3.71	3.71	-	-
U/s 143(3) (AY 2013-14) - Pending with CIT(A)	0.94	0.94	2.76	2.76	-	-
U/s 143(3) (AY 2014-15) - Pending with CIT(A)	0.98	0.98	-	-	-	-

**Annexure - Z : Restated Consolidated Statement of Tax shelter**

Kindly refer Annexure Z of Restated Standalone Financials.

**Annexure - AA : Restated Consolidated Statement of Related party transaction**

Related party disclosure as required by Accounting Standard -18 issued by the Institute of Chartered Accountants of India.

**A. List Of Related parties & Relationships**

<b>Particulars</b>	<b>Name</b>
<b>a) Associates</b>	1. Silvertouch Technologies B.V. 2. Lime Software Ltd 3. Shark Identity Private Limited 4. Silvertouch Technologies SAS.
<b>b) Key Management Personnel :</b>	1. Mr. Vipul H. Thakkar 2. Minesh V. Doshi 3. Jignesh A. Patel 4. Palak V. Shah 5. Himanshu Jain 6. Vijay Shah
<b>c) Relatives of Key Management Personnel :</b>	1. Kajal V. Thakkar 2. Jolly J. Patel 3. Zankhana Shah 4. Varsha Doshi 5. Haridas Thakkar 6. Ayushi Jain 7. Manjulaben Patel 8. Jyoti Jain 9. Amrutlal K. Patel 10. Hem Shah
<b>d) Enterprise over which Key Management Personnel and their relative exercise significant influence with whom transaction have taken place during the year :</b>	1. Silvertouch Infotech Limited 2. Semaphore Infotech Private Limited



**B. Transaction with related parties**

Particulars	Nature of Related Party	Name of the Party	For the 3 Months ended 30th June 2017	2016-17	2015-16	2014-15	2013-14	2012-13
Sales of Goods / Services	Enterprise Controlled by relatives of KMP	Silvertouch Infotech Limited	-	-	365.59	362.69	0.87	15.71
Purchase of Goods/ Services	Enterprise Controlled by KMP	Silvertouch Infotech Limited	-	12.36	13.55	63.84	-	1,439.11
Other Expenses	Relatives of KMP	Hem Shah	0.04	-	-	-	-	-
Interest Paid	Key Management Personnel (KMP)	Vipul H. Thakkar	2.76	13.45	6.93	8.99	15.67	12.63
		Minesh V. Doshi	1.14	3.88	2.37	2.22	2.34	4.46
		Jignesh A. Patel	2.60	8.87	7.92	5.32	3.56	4.24
		Palak V. Shah	1.70	7.13	5.52	3.48	3.25	4.18
Dividend Paid	Key Management Personnel (KMP)	Vipul H. Thakkar	-	9.09	9.09	9.09	9.09	9.09
		Minesh V. Doshi	-	4.82	4.82	4.82	4.82	4.82
		Jignesh A. Patel	-	9.01	9.01	9.01	9.01	9.01
		Palak V. Shah	-	1.96	1.96	1.96	1.96	1.96
	Relatives of KMP	Jolly J. Patel	-	1.31	1.31	1.31	1.31	1.31
		Kajal V. Thakkar	-	1.23	1.23	1.23	1.23	1.23
		Zankhana Shah	-	0.28	0.28	0.28	0.28	0.28
		Varsha Doshi	-	0.28	0.28	0.28	0.28	0.28
		Haridas Thakkar	-	0.00	0.00	0.00	0.00	0.00
		Amurti K Patel	-	0.00	0.00	0.00	0.00	0.00
		Manjulaben Patel	-	0.00	0.00	0.00	0.00	0.00
Dividend Received	Associates	Lime Software Limited	-	9.56	-	-	-	-
Remuneration	Key Management Personnel (KMP)	Vipul H. Thakkar	10.20	40.80	37.80	34.80	31.80	30.00
		Minesh V. Doshi	9.00	36.00	33.00	30.00	27.00	25.20
		Jignesh A. Patel	10.20	40.80	37.80	34.80	31.80	30.00
		Palak V. Shah	9.00	36.00	33.00	30.00	27.00	25.20

		Himanshu Jain	4.90	16.80	16.80	15.00	13.20	10.80
		Vijay Shah	2.00	-	-	-	-	-
	Relatives of KMP	Jyoti Jain	2.25	9.00	9.00	7.80	7.80	7.80
		Ayushi Jain	1.10	3.60	-	-	-	-
Rent Received	Enterprise Controlled by relatives of KMP	Silvertouch Infotech Limited	0.44	1.74	2	1.74	1.68	1.68
Rent Paid	Relatives of KMP	Jolly J. Patel	0.53	2.10	2.10	2.10	2.10	2.10
		KajalV.Thakkar	0.53	2.10	2.10	2.10	2.10	2.10
		Amrutlal Patel	-	-	-	-	-	-
Debtors (Closing Balance as on Date)	Enterprise Controlled by relatives of KMP or Relatives of KMP	Silvertouch Infotech Limited	27.39	27.47	90.78	86.18	10.38	-
Creditors (Closing Balance as on Date)	Enterprise Controlled by relatives of KMP	Silvertouch Infotech Limited	74.34	80.09	55.45	-	-	262.81
	Key Management Personnel (KMP)	Vipul H. Thakkar	2.54	2.47	-	-	-	-
		Minesh V. Doshi	2.31	2.27	-	-	-	-
		Jignesh A. Patel	2.54	2.45	-	-	-	-
		Palak V. Shah	2.28	2.30	-	-	-	-
		Himanshu Jain	1.52	1.12	-	-	-	-
		Vijay Shah	1.92	-	-	-	-	-
	Relatives of KMP	Hem Shah	0.04	-	-	-	-	-
		Jyoti Jain	0.69	0.69	-	-	-	-
		Ayushi Jain	0.40	0.30	-	-	-	-
Deposit (Liability) (Closing Balance as on Date)	Key Management Personnel (KMP)	Vipul H. Thakkar	92.06	43.82	41.54	26.83	42.24	59.89
		Minesh V. Doshi	38.66	20.38	19.09	18.35	19.35	14.74
		Jignesh A. Patel	91.61	18.27	15.45	42.01	16.22	12.02
		Palak V. Shah	60.95	30.42	27.39	36.32	27.94	16.76

**Annexure - AB : Restated Consolidated Statement of Capitalization**

Particulars	Pre - Issue As at 30th June 2017	Post - Issue *
<b>Debt</b>		
Short Term Debt	1,462.71	1,462.71
Long Term Debt	622.15	622.15
Total Debt	2,084.86	2,084.86
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,119.00	1,119.00
Reserves & Surplus	2,909.17	2,909.17
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	4,028.17	4,028.17
Long Term Debt/Equity	0.15	0.15
Total Debt/Equity	0.52	0.52

**\* Promoters of Silver Touch Technologies Ltd is proposing to offer the equity shares of the Company to the public through an Offer For Sale. Hence there will be no change in the shareholders' funds post issue.**

Note : There is Allotment of 14,05,000 shares (@ 110 per share, having face value of Rs. 10 per share) on private placement on 09th August, 2017 i.e. after stub period ended on 30th June, 2017.

**Notes :**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.

2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.

3. The figures disclosed above are based on re stated statement of Assets and Liabilities of the Company as at 30 June 2017.

**Annexure - AC : Restated Consolidated Statement of Mandatory Accounting Ratios**

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Face Value Per Equity Share	10.00	10.00	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - Before Bonus & Private Placement	3.69	7.24	5.47	4.66	10.95	8.29
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - After Bonus but before private placement	1.85	3.62	2.74	2.33	5.47	4.15
Restated Basic and Diluted Earnings Per Share based on weighted average number of shares - After Bonus & private placement	1.64	3.62	2.74	2.33	5.47	4.15
Return on Networth (%)	5.13%	10.60%	8.88%	8.16%	20.21%	18.92%
Net Asset Value per Share - Before Bonus & Private Placement	36.00	68.30	61.67	57.12	54.15	43.83
Net Asset Value per Share - After Bonus but before private placement	31.98	34.15	30.83	28.56	27.08	21.91
Net Asset Value per Share - After Bonus & private placement	31.98	34.15	30.83	28.56	27.08	21.91
Net profit available for appropriation (as restated)	206.51	405.08	306.28	260.90	612.38	464.02
Weighted average numbers of equity shares for calculating Basic and diluted EPS	111.90	55.95	55.95	55.95	55.95	55.95
Impact of Issue of Bonus Shares before Stub Period	-	55.95	55.95	55.95	55.95	55.95
Impact of Issue of Private Placement after Stub Period	14.05	-	-	-	-	-
Weighted average numbers of equity shares for calculating Basic and diluted EPS after adjustment of issue of Bonus Share & Private placement	125.95	111.90	111.90	111.90	111.90	111.90
Net Worth as at the end of the period/year	4,028.17	3,821.66	3,450.25	3,195.67	3,029.83	2,452.19
Current Assets	8,531.47	5,282.95	8,330.52	6,088.61	5,516.71	3,827.14
Current Liabilities	5,804.99	2,935.42	6,237.94	3,799.48	3,523.65	2,223.50
Current Ratio	1.47	1.80	1.34	1.60	1.57	1.72

Note : In above calculation, Bonus Shares which have been issued on 06th May, 2017 i.e. before stub period ended on 30th June, 2017 & Allotment of 14,05,000 shares (@ 110 per share) on private placement on 09th August, 2017 i.e. after stub period ended on 30th June, 2017 have been considered accordingly.

1	The above ratios are calculated as under:
a)	Basic and Diluted Earning per Share = $\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Weighted average number of equity shares outstanding during the year}}$
b)	Return on Net Worth(%) = $\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Net worth as at the year end}}$
c)	Net Asset Value Per Equity Share = $\frac{\text{Net Worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the Year}}$
2	Net Worth means the aggregate of the paid up share capital, share premium account, and reserve and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and debit balance of the profit and loss account;
3	Earnings Per Share (EPS) calculation are in accordance with the Accounting Standard 20 "Earnings Per Share" prescribed under the Companies (Accounting Standards)
4	The figures disclosed above are based on the restated financial information of the Company.

**ANNEXURE - AD : Restated Consolidated Statement of Dividend Declared**

(Amount in ₹ Lacs)

Particulars	For The Period ended	For The Year Ended					
		30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Class of Shares	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Equity Share of Rs. 10 each	111.90	55.95	55.95	55.95	55.95	55.95	55.95
Rate of Dividend (%)	0%	5%	5%	5%	5%	5%	5%
Interim Dividend	NIL	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50	Rs.0.50
Final Dividend per share	NIL	Nil	Nil	Nil	Nil	Nil	Nil

**Annexure - AE : Statement of Consolidated Other Income in Detail**

(Amount in ₹ Lacs)

Particulars	Recurring / Non Recurring	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Interest Income	Recurring	15.34	63.78	62.65	49.08	28.06	26.85
Other non-operating income							
Training Fees Income	Recurring	-	-	11.84	4.29	-	8.96
Dividend Income	Non recurring	-	9.56	-	-	-	-
Commission	Non Recurring	-	-	-	0.49	11.90	-
Interest on Income Tax Refund	Non Recurring	-	-	-	-	-	4.11
Miscellaneous Revenue	Recurring	-	0.45	0.91	1.44	3.33	0.86
Rent Income	Recurring	0.87	4.20	2.98	2.97	5.68	5.28
Profit on sale of Assets	Non Recurring	-	-	-	60.38	-	-
Exchange Rate Fluctuation	Recurring	0.14	-	3.84	0.17	19.08	30.18
Sundry Balance Written Off	Non Recurring	37.76	48.65				
<b>TOTAL</b>		<b>54.11</b>	<b>126.63</b>	<b>82.22</b>	<b>118.83</b>	<b>68.04</b>	<b>76.24</b>
Net Profit Before Tax		291.00	597	458.36	406.47	903.68	687.90
Percentage		18.59%	21.22%	17.94%	29.23%	7.53%	11.08%

## Annexure - AF : Restated Consolidated Statement of Segment Reporting

The company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Company's business activities outside India are spread mainly in United Kingdom, USA, Australia, France & The Netherlands. Hence, there are two reportable segment of company viz., Domestic & Exports.

### Primary Disclosures (Geographical by Customers)

(Amount in ₹ Lacs)

Particulars	30/06/2017	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Revenue</b>						
India	4,612.75	13,079.11	12,667.76	10,007.86	9,393.40	6,336.65
Outside India	315.81	782.73	1,360.87	1,860.14	1,629.41	1,673.39
<b>Total</b>	<b>4,928.56</b>	<b>13,861.84</b>	<b>14,028.63</b>	<b>11,868.00</b>	<b>11,022.81</b>	<b>8,010.04</b>
<b>Result</b>						
India	426.99	994.09	977.24	701.01	905.02	260.96
Outside India	37.38	173.08	(89.55)	99.90	168.86	656.54
<b>Total</b>	<b>464.37</b>	<b>1,167.17</b>	<b>887.70</b>	<b>800.91</b>	<b>1,073.88</b>	<b>917.50</b>
<b>Unallocable Expenses</b>	227.49	697.12	511.56	513.28	238.24	305.84
<b>Other Income</b>	54.11	126.63	82.22	118.84	68.04	76.24
<b>MAT Credit of earlier years</b>	-	-	-	-	-	-
<b>Profit Before Tax</b>	<b>291.00</b>	<b>596.68</b>	<b>458.36</b>	<b>406.47</b>	<b>903.68</b>	<b>687.90</b>
<b>Tax Expense</b>	84.49	191.60	152.08	145.57	291.30	223.89
<b>Profit for the year</b>	<b>206.51</b>	<b>405.08</b>	<b>306.28</b>	<b>260.90</b>	<b>612.38</b>	<b>464.02</b>
<b>Segment Assets</b>						
India	9,028.55	5,910.06	9,024.79	6,890.28	5,917.41	4,082.59
Outside India	1,119.90	1,053.94	1,047.38	1,221.45	1,119.64	999.95
<b>Total</b>	<b>10,148.45</b>	<b>6,964.00</b>	<b>10,072.17</b>	<b>8,111.74</b>	<b>7,037.04</b>	<b>5,082.54</b>
<b>Unallocated Assets</b>	635.93	618.96	618.96	402.07	692.83	459.99
<b>Total Assets</b>	<b>10,784.38</b>	<b>7,582.96</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>

<b>Segment Liabilities</b>						
India	9,318.41	7,110.62	9,360.57	7,031.88	5,944.16	4,127.25
Outside India	1,119.90	210.38	1,047.38	1,221.45	1,119.64	999.95
<b>Total</b>	<b>10,438.31</b>	<b>7,321.00</b>	<b>10,407.96</b>	<b>8,253.34</b>	<b>7,063.80</b>	<b>5,127.20</b>
<b>Unallocated Liabilities</b>	346.07	261.96	283.17	260.47	666.07	415.33
<b>Total Liabilities</b>	<b>10,784.38</b>	<b>7,582.96</b>	<b>10,691.13</b>	<b>8,513.80</b>	<b>7,729.87</b>	<b>5,542.53</b>

(i) The company has disclosed Geographical Segments as the primary segment.

(ii) Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The company's operations predominantly relate to Computer & IT Services.

#### **Annexure - AG : Issue of Employee Stock Options Scheme:**

The company has authorised ESOP Scheme by passing special resolution on 27th April, 2017. Under the said scheme, company has granted 90,000 equity shares on 08th May, 2017. However, there is no allotment of the said shares during the period under review.



## **CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

We have been consistently following our Accounting Policies for the last three financial years, i.e. F.Y. 2016-17, 2015-16 & 2014-15, Except that from Financial Year 2014-15, Where from we have started providing depreciation on few assets based on different life of asset estimated by the management other than estimated life and realizable value as prescribed in Schedule II of the Companies Act, 2013.

The Company has provided depreciation in the FY 2014-15 on fixed assets based on estimated life and realisable value as prescribed in Schedule II of the Companies Act, 2013. Till FY 2013-14, the Company was providing depreciation as per rates prescribed in Schedule XIV of the Companies Act, 1956.

Due to above changes, total impact comes to Rs. 31,21,827 whose effect is given by reducing the Reserves & Surplus in the FY 2014-15 by the same amount and the same has been shown in Note No. 3 – Reserves & Surplus of Standalone Financials of FY 2014-15 and also it has been shown in Annexure B : Restated Standalone Statement of Reserves & Surplus under the head 'Depreciation Transitional Entry' (Page No. 150 in Prospectus).

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Overview of the business of the Company

Silver Touch Technologies Limited was originally incorporated as "Silver Touch Computers Private Limited" on February 2, 1995 under the Companies Act 1956 with a Certificate of Incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the "Silver Touch Computers Limited" was granted by ROC on February 5, 2004. Name of the Company was further changed to its present name Silver Touch Technologies Limited and fresh certificate of incorporation was issued by ROC on October 13, 2004.

Silver Touch Technologies Limited was founded in February 1995 with a view to deliver our clients with the Information Technology Solutions in the fields of system integration and software Services. Silver Touch Technologies Limited has now grown with its global clientele, and now it is into multiple areas like System integration and Software Development. The Company is providing all end-to-end Information and Communication Technology (ICT) solution to its clients under a single umbrella. Initially, the primary functional areas were restricted to computer sales and maintenance. Building through a long path of more than two decades, presently Silver Touch is offering a variety of services in the field of Information Technology solutions to its clients. The Company has carried out several domestic and international Joint Ventures which have enabled the Company to expand its geographical reach and create diverse clientele. Company has executed various projects in India and other countries including USA, UK, France, Australia, Middle East and Germany.

## Significant developments subsequent to March 31, 2017

As per Board of Directors, except as disclosed in this Prospectus, no circumstances have arisen since the date of the last financial statements contained in this Prospectus which materially and adversely affect or are likely to affect, the trading and profitability of our Company, or the value of our assets or our ability to pay liabilities within the next 12 months.

## Factors affecting results of our operations

The financial condition and results of operations of the Company are affected by the following factors:

- **General Economic and business conditions**

As a company operating in India, we are affected by the general economic conditions in the Country. The Indian economy has grown steadily over the past several years. This improved performance was propelled by the growth in the industrial activity and services sector. The overall economic growth will therefore impact the results of its operations.

- **Stiff Competition**

The Company conducts the business under a highly competitive environment. Competition is characterized by many factors, including substitute products, price, quality, service, location, reputation and credit availability. Further, there are no entry barriers in this industry.

- **Changes in laws and regulations that apply to the industry**

There are some laws and regulations applicable to the industry in which we operate, which we have to comply/follow. In case of a failure to comply with these laws and regulations or to obtain or renew the necessary permits and approvals our business may be affected.

- **Changes in fiscal, economical or political conditions in India**

External factors such as potential terrorist attacks, act of wars or geopolitical and social turmoil in many parts of the world could constrain our ability to do business, increase the costs and negativity affects our financial performances.

## Results of Operations

As a result of the various factors discussed above that affect the income and expenditure of the Company, results of operations may vary from period to period. The following table sets forth certain information with respect to the results of operations of the Company (on standalone basis) for the periods indicated read together with notes, accounting policies and report thereon which appear in Prospectus:

(Rs. In Lacs)									
Sr. No.	Particulars	For the Period Ended on 30th June, 2017	% of Total Income	2016-17	% of Total Income	2015-16	% of Total Income	2014-15	% of Total Income
I.	<b>Revenue from operations</b>								
	Sale of products	3247.67	67.98	5937.18	49.53	8263.99	59.43	8204.17	70.82
	Sale of services	1714.76	35.90	6834.29	57.01	6465.14	46.49	3768.41	32.53
	Other operating revenues	1.96	0.04	3.44	0.03	3.03	0.02	12.89	0.11
	<b>Total Sales &amp; Operational Revenue</b>	4964.39	103.92	12774.91	106.57	14732.15	105.95	11985.47	103.46
	<b>Less:</b>								
	Service Tax	241.30	5.05	914.18	7.63	907.73	6.53	518.96	4.48
	<b>Total</b>	4723.09	98.87	11860.72	98.94	13824.42	99.42	11466.51	98.98
II.	Other income	53.97	1.13	126.63	1.06	80.61	0.58	118.66	1.02
III.	<b>Total Revenue (I + II)</b>	4777.06	100.00	11987.35	100.00	13905.03	100.00	11585.17	100.00
IV.	<b>Expenses:</b>								
	Purchases of Stock-in-Trade	2762.73	57.83	4433.65	36.99	7206.58	51.83	6813.07	58.81
	Changes in inventories of Stock-in-Trade	34.77	0.73	393.47	3.28	-13.57	-0.10	-276.73	-2.39
	Employee benefits expense	701.49	14.68	4375.19	36.50	4382.64	31.52	2640.85	22.80
	Finance costs	66.13	1.38	313.82	2.62	313.47	2.25	275.80	2.38
	Depreciation and amortization expense	103.88	2.17	437.66	3.65	548.07	3.94	687.62	5.94
	Operations & Other Expenses	793.48	16.61	1421.25	11.86	1017.28	7.32	1100.81	9.50
	<b>Total expenses</b>	4462.48	93.41	11375.05	94.89	13454.47	96.76	11241.41	97.03
V.	<b>Profit before tax (III-IV)</b>	314.57	6.59	612.30	5.11	450.56	3.24	343.75	2.97
VI.	<b>Tax expense:</b>								
	(1) Current tax	96.00	2.01	181.00	1.51	190.00	1.37	174.00	1.50
	(2) Deferred tax	-11.51	-0.24	-0.86	-0.01	-40.05	-0.29	-45.61	-0.39
	(3) Prior Period Tax Adjustment	0.00	0.00	11.27	0.09	0.50	0.00	4.04	0.03
		84.49	1.77	191.41	1.60	150.45	1.08	132.43	1.14
VII.	<b>Profit/(Loss) for the period</b>	230.09	4.82	420.89	3.51	300.10	2.16	211.32	1.82

(Source: Restated Standalone Financial Statements)

**Sales & Operational Revenue:** Sales & Operational Revenue mainly consists of sale of Services, Product and software.

**Other Income:** Other income primarily comprises of Interest Income, Foreign Exchange Gains, Dividend Income, Profit on Sale of Fixed Assets.

**Expenses:** Company's expenses consist of purchase of stock in trade, employee benefit expense, Finance costs, depreciation and amortization expense and operations & other expenses.

**Employee Benefits Expense:** Employee benefit expense includes Salaries and Bonus to Employees, Staff Welfare Expense, and Contribution to ESIC & PF and Provision for Gratuity and Salaries to Contractual Employees.

**Finance Costs:** Finance cost comprises interest on Indebtedness, Bank charges.

**Depreciation and Amortization Expense:** We recognize Depreciation upto FY 2013-14, on Straight Line Method at the rates provided in Companies Act, 1956. W.e.f. FY 2014-15, Depreciation is provided on fixed assets used during the year as per Straight Line Method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013 except on few assets, where different life has been estimated by the management where assets are for specific project.

**Other Expenses:** Other expenses include rent, electricity, repairs, office maintenance expense, travelling and conveyance expense, insurance expense, Foreign exchange loss, legal and professional fees, postage, telephone and courier expense and miscellaneous expenditure etc.

**Miscellaneous Income:**

Miscellaneous Income includes recovery of notice period and excess mobile expenses from employees etc.

**Miscellaneous Expenditure:**

Miscellaneous Expenditure includes Consultancy Expenses, Conveyance expenses, Legal & Professional fees, Tea & Refreshment expenses, Telephone expenses/ mobile expenses, travelling expenses etc.

**Financial Performance Highlights for the stub period ended June 30, 2017**

**Total Revenue:**

The company's total Revenue during the stub period ended June 30, 2017 was Rs. 4777.06 Lacs. The revenue from Sale of Products was 3247.67 Lacs and Sale of Services was 1714.76 Lacs for the stub period ended 30th June, 2017.

**Total Expenditure:**

The Total Expenditure during the stub period ended June 30, 2017 was 4462.48 Lacs. The total expenditure represents 93.41% of the total revenue. The total expenses are represented by cost of Goods and Services, Employee Benefits Expense, Other Expenses, Finance Costs, Depreciation and Amortization Expense. The main constituent of Total expenditure is Cost of Goods and services, which is Rs. 2797.50 Lacs and Employee Benefit Expenses which is Rs. 701.49 Lacs

**Profit / (Loss) After Tax**

The restated net profit during the period ended June 30, 2017 was Rs. 230.09 Lacs representing 4.82% of the total revenue of the company.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**

**Total Revenue:**

Total Revenue decreased to Rs. 11987.35 Lacs in Fiscal 2017 from Rs. 13905.03 Lacs in Fiscal 2016. The decrease of 13.79% in Total Revenue was due to decrease in sale of product by 28.16% during the corresponding period.

**Sale of Products**

Sale of Products decreased to Rs. 5937.18 Lacs in Fiscal 2017 from Rs. 8263.99 Lacs in Fiscal 2016. The decrease of 28.16% in Sale of Products was due to not getting major order like that in the previous year.

#### **Sale of Services**

Sale of Services increased to Rs. 6834.29 Lacs in Fiscal 2017 from Rs. 6465.14 Lacs in Fiscal 2016. The increase of 5.71% in the Sale of Services was due to increase in revenue from Software Development and Staff Augmentation services.

#### **Other Income:**

Other Income increased to Rs. 126.63 Lacs in Fiscal 2017 from Rs. 80.61 Lacs in Fiscal 2016. The increase of 57.10% in other income was due to Sundry Balance written off of Rs. 48.65 Lacs.

#### **Total Expenses:**

Total Revenue decreased to Rs. 11375.05 Lacs in Fiscal 2017 from Rs. 13454.47 Lacs in Fiscal 2016. The decrease of 15.46% in Total Expenses was due to decrease in Cost of Goods Sold and Depreciation.

#### **Purchases of Stock-in-Trade:**

The Purchases of Stock-in-Trade decreased to Rs. 4433.65 Lacs in Fiscal 2017 from Rs. 7206.58 Lacs in Fiscal 2016. The decrease of 38.48% in the Purchases of Stock-in-Trade was due to reduction of Purchase of Products.

#### **Employee Benefits Expense:**

The Employee Benefits Expense decreased to Rs. 4375.195 Lacs in Fiscal 2017 from Rs. 4382.64 Lacs in Fiscal 2016. The decrease of 0.17% in the Employee Benefits Expense was negligible.

#### **Finance Costs:**

The Finance Costs increased to Rs. 313.82 Lacs in Fiscal 2017 from Rs. 313.47 Lacs in Fiscal 2016. The increase of 0.11% in the Finance Costs was negligible.

#### **Depreciation and Amortization Expense:**

The Depreciation and Amortization Expense decreased to Rs. 437.66 Lacs in Fiscal 2017 from Rs. 548.07 Lacs in Fiscal 2016. The decrease of 20.15% in the Depreciation and Amortization Expense was due to no major addition in the Plant & Machinery in Fixed Assets during the year.

#### **Operations & Other Expenses:**

Operations & Other expenses include Project related expense, rent, power & fuel, repairs, insurance expenses, Foreign exchange loss, payment to auditors, and miscellaneous expenses etc.. Operations & other expenses increased to Rs. 1421.25 Lacs in Fiscal 2017 from Rs. 1017.28 Lacs in Fiscal 2016. The increase of 39.71% in the Operations & other expenses was due to increase in project expenses and miscellaneous expenses.

#### **Profit / (Loss) Before Tax**

Profit / (Loss) Before Tax increased to Rs. 612.30 Lacs in Fiscal 2017 from Rs. 450.56 Lacs in Fiscal 2016. The increase of 35.90% in the Profit / (Loss) Before Tax was due to improvement in gross margin because of increase in sales of services.

#### **Profit / (Loss) After Tax**

Profit / (Loss) After Tax increased to Rs. 420.89 Lacs in Fiscal 2017 from Rs. 300.10 Lacs in Fiscal 2016. The increase of 40.25% in the Profit / (Loss) After Tax was due to improvement in gross margin because of increase in sales of services.

### **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015**

**Total Revenue:**

Total Revenue increased to Rs. 13905.03 Lacs in Fiscal 2016 from Rs. 11585.17 Lacs in Fiscal 2015. The increase of 20.02% in the Total Revenue was due to receipt of Rate Contract for IT infrastructure product and supply of services in Government of Gujarat.

**Sale of Products**

Sale of Products increased to Rs. 8263.99 Lacs in Fiscal 2016 from Rs. 8204.17 Lacs in Fiscal 2015. The decrease of 0.73% in Sale of Products was negligible.

**Sale of Services**

Sale of Services increased to Rs. 6465.14 Lacs in Fiscal 2016 from Rs. 3768.41 Lacs in Fiscal 2015. The increase of 71.56% in the Sale of Services was due to increase in revenue from Software Development and Staff Augmentation services.

**Other Income:**

Other Income decreased to Rs. 80.61 Lacs in Fiscal 2016 from Rs. 118.66 Lacs in Fiscal 2015. The decrease of 32.07% in the Other Income was due to the fact that in the FY 2014-15, there was non-operating income of Rs. 60.38 Lacs from Sale of Assets.

**Total Expenses:**

Total Expenses increased to Rs. 13454.47 Lacs in Fiscal 2016 from Rs. 11241.41 Lacs in Fiscal 2015. The increase of 19.69% in the Total Expenses was due to increase in Employee Cost as the company recruited more domain experts.

**Purchases of Stock-in-Trade:**

The Purchases of Stock-in-Trade increased to Rs. 7206.58 Lacs in Fiscal 2016 from Rs. 6813.07 Lacs in Fiscal 2015. The increase of 5.78% in the Purchases of Stock-in-Trade was due to increase in cost of the products.

**Employee Benefits Expense:**

The Employee Benefits Expense increased to Rs. 4382.64 Lacs in Fiscal 2016 from Rs. 2640.85 Lacs in Fiscal 2015. The increase of 65.96% in the Employee Benefits Expense was due to recruitment of more employees because of receipt of contract.

**Finance Costs:**

The Finance Costs increased to Rs. 313.47 Lacs in Fiscal 2016 from Rs. 275.80 Lacs in Fiscal 2015. The increase of 13.66% in the Finance Costs was due to increase in Bank Guarantee Commission Charges.

**Depreciation and Amortization Expense:**

Depreciation and Amortization Expense decreased to Rs. 548.07 Lacs in Fiscal 2016 from Rs. 687.62 Lacs in Fiscal 2015. The decrease of 20.29% in the Depreciation and Amortization Expense was due to no major addition in the Plant & Machinery in Fixed Assets during the year.

**Operations & Other Expenses:**

Operations & Other expenses include Project related expense, rent, power & fuel, repairs, insurance expenses, Foreign exchange loss, payment to auditors, and miscellaneous expenses etc.. Operations & other expenses decreased to Rs. 1017.28 Lacs in Fiscal 2016 from Rs. 1100.81 Lacs in Fiscal 2015. The decrease of 7.59% in the Operations & other expenses was due to decrease in project expenses and miscellaneous expenses.

**Profit / (Loss) Before Tax**

The Profit / (Loss) Before Tax increased to Rs. 450.56 Lacs in Fiscal 2016 from Rs. 343.75 Lacs in Fiscal 2015. The increase of 31.07% in the Profit / (Loss) Before Tax was due to improvement of gross margin.

### **Profit / (Loss) After Tax**

The Profit / (Loss) After Tax increased to Rs. 300.10 Lacs in Fiscal 2016 from Rs. 211.32 Lacs in Fiscal 2015. The increase of 42.01% in the Profit / (Loss) After Tax was due to improvement of gross margin.

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

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 likely to be affect income from continuing operations**

Except for any change in economic policy affecting the IT sector in India, there are no other significant economic changes that may materially affect or likely to affect income 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**

Apart from the risks as disclosed under heading "Risk Factors" of this Prospectus, there is no known trend or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

**5. The extent to which material increase in Net sales is due to increase in sales volume, Introduction of new products or services or increased sales prices.**

Increase in revenue is largely on account of increase in business activities by our company.

**6. Total turnover of each major industry segment in which the Company operated**

The Company is operating in IT Industry. Relevant industry data, as available, has been included in the chapter titled "Industry Overview" on page 81.

**7. Status of any publicly announced New Products or Business Segment**

The Company has not announced any new products or business segment except as mentioned in the section "Business Overview" on page 86.

**8. Seasonality of business**

Our Company's business is not seasonal in nature.

**9. Dependent on a single or few suppliers or customers/Clients**

The Company is largely dependent on single and few customers, as the top one and top ten customers constitutes around 24.94% and 48.02% of the total income for the year 2016-17 on a standalone basis. In addition, company is also dependent on few suppliers as top one and top ten suppliers constitutes 31.37% and 81.27% of the total purchases for the year 2016-17 on a standalone basis.

**10. Competitive Conditions**

The Company faces stiff competition from medium and larger well-established players. The Company is smaller in size compared to the market leaders.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

We certify that except as stated herein, there are no:

(i) outstanding criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) outstanding claims for any direct and indirect tax liabilities; (iv) material litigation, in each case involving the Company, Promoter(s), Directors, or its Group entity(ies)/Subsidiaries/Associates, (v) any litigation involving Company, its Promoter, Directors or our Group entities/Subsidiaries/Associates or any other person whose outcome could have a material adverse effect on the position of the Company; (vi) outstanding dues to creditors of the Company as determined to be material by the Company's Board in accordance with the SEBI ICDR Regulations; and (vii) dues to small scale undertakings and other creditors.

For the purpose of material litigation in (iv) above, Board of the Directors of Company has considered and adopted, at its meeting held on April 6, 2017, the following policy on materiality with regard to outstanding litigation to be disclosed by the Company in the offer documents:

(a) Pre-litigation notices: Notices received by the Company, Promoter(s), Directors, or its Group entity(ies)/Subsidiaries/Associates, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company, Promoter(s), Directors, or its Group entity(ies)/Subsidiaries/Associates are impleaded as defendants in litigation proceedings before any judicial forum;

(b) Criminal, tax proceedings and actions by statutory authorities / regulatory authorities: All criminal and tax proceedings, and actions by statutory / regulatory authorities involving the Company, Promoter(s), Directors, or its Group Company(ies)/Subsidiaries/Associates shall be deemed to be material;

(c) Directors: Legal proceedings in the nature of criminal proceedings, taxation proceedings, actions by statutory authorities and / or by regulatory authorities involving the directors of the Company shall be deemed to be material; and

(d) Monetary threshold for civil litigation: Civil litigation against the Company, Promoter(s), Directors, or its Group Entity (ies) /Subsidiaries/Associates or having any bearing on the Company before any judicial forum and having a monetary impact/amount involved not exceeding Rs.5,00,000 (Rupees Five Lacs), shall not be considered material. However, in the event of civil litigation wherein a monetary liability is not quantifiable, such litigation shall be considered as material only in the event that the outcome of such litigation has a bearing on the operations or performance of the Company.

Further, except as stated in this section, there are no (i) inquiries, inspections or investigations initiated or conducted under the Companies Act against the Company in the past five years, and if there were any prosecution filed (whether pending or not) fines imposed or compounding of offences against the Company (ii) material frauds committed against the Company, in each case in the preceding five years from the date of this Prospectus; (iii) proceedings initiated against our Company, Directors, Promoter and Group entities/Subsidiaries/Associates for economic offences, (iv) defaults in respect of dues payable dues; (v) litigation or legal actions against the Promoters by any ministry or government department or statutory authority during the last five years immediately preceding this Prospectus; (vi) pending litigation involving any other person, whose outcome could have material adverse effect on the position of the Company and (vii) default and non-payment of statutory dues etc.

#### 1. Criminal Laws

- i) Cases filed by the Company -

Sr. No.	Particulars	Descriptions
1	<b>Case No.(s)-Cases by the Company</b>	Criminal Complaint No. ____ of 2016
	<b>Institution Date</b>	2016
	<b>Parties</b>	Silver Touch Technologies Ltd v. Badri Narayan Nawal



<b>Authority</b>	Judicial Magistrate, Ajmer
<b>Subject Matter and Relief sought</b>	Case filed by Company for embezzlement and misappropriation by Mr. Badri Narayan Nawal. Govt. of Rajasthan empanelled Silver Touch Technologies as Local Service Provider for eMitra project for 9 districts in Rajasthan. Ajmer was one of them. Company appointed Mr. Badrinarayan Nawal for eMitra project. Mr. Nawal was district coordinator of eMitra project & also having eMitra kiosk centers. Mr. Nawal failed to deposit the amount received from various customers in the kiosks with the Government department. Consequently, departmental dues of the amount of Rs. 26,43,478/- are pending and in spite of several reminders by the Company he has failed to pay. Further, Company has given Rs. 10 lacs to Badri Narayan Nawal for the operation purpose in the matter and out of them only Rs. 3 lacs paid by him to the company. Therefore, company has requested the Hon'ble court to lodge the FIR against Badri Narayan Nawal. Court has directed Civil Line Police Station- Ajmer to lodge FIR against Mr. Badri Nawal. Accordingly, Civil Line Police Station- Ajmer has lodged FIR No. 281/17 against Mr. Badri Nawal.
<b>Amount Involved (in Rs. In lacs)</b>	26.43
<b>Present Status</b>	The matter is pending before the hon'ble Judicial Magistrate, Ajmer.

- ii) Cases filed against the Company - Nil
- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters – Nil
- v) Cases filed by the Group Companies/Entities/ Subsidiaries/Associates – Nil
- vi) Cases filed against the Group Companies/Entities/ Subsidiaries/Associates – Nil

## 2. under securities Laws

- i) Cases filed by the Company - Nil
- ii) Cases filed against the Company - Nil
- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters - Nil
- v) Cases filed by the Group Companies/Entities/Subsidiaries/Associates – Nil
- vi) Cases filed against the Group Companies/Entities/ Subsidiaries/Associates – Nil

## 3. under Tax Laws

- i) Cases filed by the Company -

Disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount involved in such cases are as under:

Particulars	Number of Cases	Aggregate Amount involved (Rs. in lacs)
Direct Taxes	2	1.91
<b>Total</b>	<b>2</b>	<b>1.91</b>

- ii) Cases filed against the Company -

Disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount involved in such cases are as under:

Particulars	Number of Cases	Aggregate Amount involved (Rs. in lacs)
Direct Taxes	1	131.63
<b>Total</b>	<b>1</b>	<b>131.63</b>

- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters - Nil
- v) Cases filed by the Group Companies/Entities/Subsidiaries/Associates - Nil
- vi) Cases filed against the Group Companies/Entities/Subsidiaries/Associates - Nil

#### 4. Under civil laws

i) Cases filed by the Company -

1	<b>Case No.(s)-Cases by the Company</b>	Civil Suit No. 2109/2011
	<b>Institution Date</b>	September, 2011
	<b>Parties</b>	Silver Touch Technologies Ltd. V Ankil C Patel (HUF) & Ankil C Patel
	<b>Authority</b>	City Civil Court, Ahmedabad
	<b>Subject Matter and Relief sought</b>	<p>Silver Touch Technologies Limited ("STTL") has filed a Civil Suit No. 2109 of 2011 in the city civil court at Ahmedabad against Mr. Ankil C. Patel (HUF) and Mr. Ankil C. Patel, for an application of Injunction in respect of an immovable property being Flat No.1, Gokul Apartment, University Road, Ahmedabad (Plot No. 1, North View Cooperative Housing Society), admeasuring 123 Sq. Mtrs. It is the case of the STTL that as against the outstanding amount of approximately Rs. 36,90,069/- + interest thereon, payable by Mr. Ankil C. Patel and his company M/s. Applitech Solution Ltd towards supply of computers &amp; Hardware. Mr. Ankil C. Patel has given the possession of the aforesaid immovable property to STTL against his outstanding dues. However, proper registered sale Deed has not been executed by Mr. Ankil C. Patel. Thus, the suit has been filed to declare that;</p> <ul style="list-style-type: none"> <li>- The defendants not entitled to dispossess the plaintiff form suit premise.</li> <li>- To grant the specific performance to execute the sale deed with the plaintiff; and</li> <li>- To restrain the defendants from transferring, subletting, assigning the suit property to any third party.</li> </ul> <p>Counter-claim filed by the Respondent for an amount of Rs. 21,60,000 with running interest @ 9% p.a. with the prayer of handing over the possession to the defendant no.1 with mesne profit @ Rs. 60,000/- per month from the date of suit till handing over of possession.</p> <p>In reply to the above counter claim, plaintiff has made the further submission and prayed for not to grant the counter claim and counter claim is required to be rejected and the prayer prayed by the plaintiff are required to be granted in favour of plaintiff.</p>
	<b>Amount Involved (in Rs. lacs)</b>	36.90+ Interest thereon
	<b>Present Status</b>	The said suit is pending since September, 2011 and the trial is yet to begin. However, the possession of the property is with the Plaintiff i.e. Silver Touch Technologies Ltd.

- ii) Cases filed against the Company - Nil
- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters - Nil
- v) Cases filed by the Group Companies/Entities/Subsidiaries/Associates - Nil
- vi) Cases filed against the Group Companies/Entities/Subsidiaries/Associates -Nil

#### 5. Under Labour laws

- i) Cases filed by the Company - Nil
- ii) Cases filed against the Company - Nil
- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters - Nil
- v) Cases filed by the Group Companies/Entities/Subsidiaries/Associates - Nil
- vi) Cases filed against the Group Companies/Entities/Subsidiaries/Associates - Nil

#### 6. under various statutory laws

- i) Cases filed by the Company - Nil
- ii) Cases filed against the Company - Nil
- iii) Cases filed by the Directors and Promoters - Nil
- iv) Cases filed against the Directors and Promoters - Nil
- v) Cases filed by the Group Companies/Entities/Subsidiaries/Associates - Nil
- vi) Cases filed against the Group Companies/Entities/Subsidiaries/Associates - Nil

7. Under various other laws including various notices received, defaults made & penalties levied etc. -Nil

8. Past cases in which penalties were imposed by the authorities concerned on the company or the defaults made by the Company in past- Nil

### Likely adverse effect of outstanding litigations on the financials of Company

The financial performance of the company will be adversely effect to the extent of amount involved in a particular case, wherever quantifiable, in the cases where company is directly involved and final outcome of the cases is not in favour of the company.

### Outstanding dues to Creditors

For the purpose of outstanding dues to creditors, Board of the Directors of Company has considered and adopted the policy of materiality, at its meeting held on April 6, 2017, and decided that outstanding dues to creditors will be considered as material if dues owed by the Company to small scale undertakings and other creditors exceed Rs.25 Lacs.

As per the said policy, the material creditors in the Company as on June 30, 2017, are as under:

Sr. No.	Name of the creditor	Amount (Rs. in Lacs)
1.	Avnet Technology Solutions India Pvt Ltd	2052.92
2.	S.C.S. Pvt Ltd	155.61
3.	IBM India Pvt Ltd (Noida)	105.32
4.	Silvertouch Infotech Ltd	74.34
5.	Cisco Systems Capital (India) Pvt Ltd	51.53
6.	Roshani Consultancy	47.51
7.	Future Infomedia Pvt Ltd	38.81
8.	Rittal India Pvt Ltd	33.49
9.	Redington Distribution Pte Ltd	27.20

As on June 30, 2017, the Company had the following dues to small scale undertakings and other creditors:

Sr. No.	Creditors	No of cases	Amount involved (Rs. in Lacs)
1	Small Scale Undertakings	0	Nil
2	Other Creditors	202	2875.81
<b>Total</b>		<b>202</b>	<b>2875.81</b>

The details pertaining to outstanding dues towards creditors are available on the website of our Company at <https://www.silvertouch.com/in/images/list-of-creditors.pdf>. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including Company's website, <https://www.silvertouch.com/in/>, would be doing so at their own risk.

### Material Developments

Except as under or otherwise disclosed elsewhere in this Prospectus, there are no material developments after the date of the last audited balance sheet as on June 30, 2017:

The Company has prepaid the secured loans for the sanctioned amount of Rs. 70.70 Lacs and 43.49 Lacs (Total Rs. 114.19 Lacs) availed from CISCO and accordingly the charge created on the assets has been released. For further details about the same, please refer to page 152 and 193.

## GOVERNMENT AND OTHER APPROVALS

The Company has received all the necessary licenses, permissions and approvals from the Central and State Government and other government agencies/certification bodies required for the business and except as mentioned below, no further approvals are required by the Company for carrying on the present as well as proposed business activities of the Company. It must, however, be distinctly understood that in granting the above approvals, the Central Government, State Government, RBI 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.

In view of the approvals listed below, the Company can undertake the current as well as proposed business activities and other than as mentioned below, no further major approvals from any statutory authority are required to continue those activities.

The following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.:

### Incorporation:

Sr. No.	Nature of Approval	Registration/ License No.	Applicable Laws	Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation	04-24465 of 1994-95	Companies Act, 1956	Asstt. Registrar of Companies, Gujarat, Dadra & Nagar Haveli	February 02, 1995	Valid till Cancelled
2	Fresh Certificate of Incorporation consequent to the conversion from M/s. Silver Touch Computers Private Limited to M/s. Silver Touch Computers Limited	04-24465	Companies Act, 1956	Asstt. Registrar of Companies, Gujarat, Dadra & Nagar Haveli	February 05, 2004	Valid till Cancelled
3	Fresh Certificate of Incorporation consequent to the change of name from M/s. Silver Touch Computers Limited to M/s. Silver Touch Technologies Limited	04-24465	Companies Act, 1956	Registrar of Companies, Gujarat,	October 13, 2004	Valid till Cancelled

### Central Excise and Service Tax:

Sr. No.	Nature of Approval	Registration/ License No.	Applicable Laws	Authority	Date of Issue	Date of Expiry
1	Service Tax Registration	AACCS6474P ST001	The Finance Act, 1994	Central Board of Excise and Customs	Date of Original Issue ST-2- August 06, 2003  Last Amendment of ST-2- June 12, 2014	Valid till Cancelled

### Commercial/Sales Tax:

Sr. No.	Nature of Approval	Registration/ License No.	Applicable Laws	Authority	Date of Issue	Date of Expiry
1	Registration under Gujarat Sales Tax Act, 1969	24073500724	Gujarat Sales Tax Act, 1969	Commercial Tax Officer(1) Unit – 9, Ahmedabad	with effect from July 1, 2002 Date of Original Issue - August 19, 2002 Last Amendment - September 21, 2005	Valid till Cancelled
2	Registration under Central Sales Tax Act,	24573500724	Central Sales Tax Act, 1956	Commercial Tax	Date of Original Issue - February	Valid till Cancelled

	1956 at Gujarat			Officer(1) Unit – 9, Ahmedabad	3, 1995  Last Amendment - September 21, 2005	d
3	Registration under the Maharashtra Value Added Tax Act, 2002 at Mumbai	27480734750 V	Maharashtra Value Added Tax Act, 2002	Sales Tax Department, Government of Maharashtra, Mumbai	Date of Original Issue - November 25, 2009  Last Amendment - NA	Valid till Cancele d
4	Registration under the Central Sales Tax Act, 1956 at Mumbai	27480734750 C	Central Sales Tax Act, 1956	Sales Tax Department, Government of Maharashtra, Mumbai	Date of Original Issue - November 25, 2009  Last Amendment - NA	Valid till Cancele d
5	Registration under Delhi Value Added Tax Act, 2004 at Delhi	07280380752	Delhi Value Added Tax Act, 2004	Department of Value Added Tax, Government of NCT of Delhi	with effect from July 14, 2010  Date of Original Issue - July 16, 2010  Last Amendment - NA	Valid till Cancele d
6	Registration under the Central Sales Tax Act, 1956 at Delhi	07280380752	Central Sales Tax Act, 1956	Sales Tax Department, Government of NCT of Delhi	Date of Original Issue - July 14, 2010  Last Amendment - NA	Valid till Cancele d
7	Registration under Daman & Diu Value Added Tax Regulation 2005, Daman	25000009638	Daman & Diu Value Added Tax Regulation, 2005	Department of Value Added Tax, Daman & Diu, Daman	with effect from February 13, 2014  Date of Original Issue - February 21, 2014  Last Amendment - NA	Valid till Cancele d
8	Registration under Central Sales Tax Act, 1956 at Daman & Diu, Daman	DA/CST/9039 (Central)	Central Sales Tax Act, 1956	Department of Value Added Tax, Daman & Diu, Daman	with effect from February 13, 2014 Date of Original Issue - February 21, 2014 Last Amendment - NA	Valid till Cancele d
9	Registration under Dadra & Nagar Haveli Value Added Tax Regulation, 2005 Silvassa	26500988161	Dadra & Nagar Haveli Value Added Tax Regulation, 2005	Value Added Tax Department, Silvassa	with effect from February 18, 2014  Date of Original Issue - February 21, 2014  Last Amendment - NA	Valid till Cancele d
10	Registration under Central Sales Tax Act, 1956 at Dadra & Nagar Haveli, Silvassa	26500988161	Central Sales Tax Act, 1956	Value Added Tax Department, Silvassa	with effect from February 18, 2014  Date of Original Issue - February	Valid till Cancele d

					21, 2014 Last Amendment - NA	
11	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017 for Gujarat	24AACCS6474P1ZR	Central Goods and Services Tax Act, 2017	GST Department	Date of Issue : 25/06/2017	Valid till cancelled
12	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017 for Daman & Diu	25AACCS6474P1ZP	Central Goods and Services Tax Act, 2017	GST Department	Date of Issue : 28/06/2017	Valid till cancelled
13	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017 for Maharashtra	27AACCS6474P1ZL	Central Goods and Services Tax Act, 2017	GST Department	Date of Issue : 28/06/2017	Valid till cancelled
14	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017 for Dadra and Nagar Haveli	26AACCS6474P1ZN	Central Goods and Services Tax Act, 2017	GST Department	Date of Issue : 26/06/2017	Valid till cancelled
15	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017 for Delhi	07AACCS6474P1ZN	Central Goods and Services Tax Act, 2017	GST Department	Date of Issue : 26/06/2017	Valid till cancelled

#### Income Tax

Sr. No	Nature of Approval	Registration/ License No.	Applicable Laws	Authority	Date of Issue	Date of Expiry
1	Permanent Account Number (PAN)	AACCS6474P	Income Tax Act, 1961	Income Tax Department	-	-
2	Tax Deduction Account No. (TAN)	AHMS01237F	Income Tax Act, 1961	Income Tax Department	-	-

#### Other Approvals

Sr. No	Nature of Approval	Registration/ License No.	Applicable Laws	Authority	Date of Issue	Date of Expiry
1	Registration under Bombay Shops & Establishment Act, 1948	PII/GJCL/2900003/0115229	Bombay Shops and Establishment Act, 1948	Ahmedabad Municipal Corporation	with effect from February 17, 1998  Date of Original Issue -  Last Amendment - May 05, 2017	December 31, 2019
2	Registration under Delhi Shops & Establishment Act, 1954 for the office situated at Office No. 321, 3rd Floor, Somdutt Chambers-II, 9 Bhikaji cama Place, New	2017044074*	Delhi Shops & Establishment Act, 1954	Department of Labour, Government of National Capital Territory of Delhi	May 11, 2017	-

	Delhi - 110 066					
3	Registration Under Maharashtra Shops & Establishment Act, 1948 for the office situated at DBS Business Center" Office Suite No. 249, 2 <sup>nd</sup> Floor. Raheja Chambers - Bldg No.213, Free Press Journal Road, Nariman point,, Mumbai 400 021	762205500	Maharashtra Shops & Establishment Act, 1948	Inspector under the Maharashtra Shops & Establishment Act, 1948	with effect from May 12, 2017 Date of Issue – May 18, 2017	May 11, 2018
4	Professional Tax Registration certificate	PRC015120444	Gujarat State Tax on Profession, Trade, Calling And Employments Act, 1976	Assistant Manager, Professional Tax (W.Z.), Ahmedabad Municipal Corporation	December 03, 2008	
5	Professional Tax Registration certificate	PRC015120330	Gujarat State Tax on Profession, Trade, Calling And Employments Act, 1976	Assistant Manager, Professional Tax (W.Z.), Ahmedabad Municipal Corporation	September 26, 2011	
6	Professional Tax Enrollment certificate	PE/C015121829	Gujarat State Tax on Profession, Trade, Calling And Employments Act, 1976	Assistant Manager, Professional Tax (W.Z.), Ahmedabad Municipal Corporation	September 26, 2011	
7	Employees' state Insurance Registration	37000274960000911	Employees' State Insurance Act, 1948	Asst. Director Gujarat Regional Office Employees' State Insurance Corporation, Ahmedabad	with effect from April 1, 2006 Date of Original Issue - January 27, 2009 Last Amendment - November 17, 2009	
8	Provident Fund Registration	GJ/AHD/28191	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Regional Provident Fund commissioner, Ahmedabad	with effect from October 1, 1998 Date of Original Issue - February 4, 2000 Last Amendment - NA	
9	Registration for Non-STP Unit	STPIG/EXIM/NS/021/STTL/1372	-	Software Technology Park of India, Gandhinagar	April 5, 2017	March 12, 2020
10	Registration Under Punjab Shops & Commercial Establishments Act, 1958 for the office situated at Shop - 114, Vipul Agora, MG Road, Sec.-28,	PSA/REG/GN/LI-Ggn-III/0143227	Punjab Shops & Commercial Establishments Act, 1958	Inspector, Shops & Establishment Act	Date of Issue – August 03, 2017	March 31, 2020

	Gurgaon,					
11	Registration Under The Bombay Shops & Establishments Act, 1948 for the office situated at A/205, Rajlakshmi Complex, Opp. Kotak Mahindra Bank, Old Padra Road, Vadodara	B-26/44348	The Bombay Shops & Establishments Act, 1948	Inspector under The Bombay Shops & Establishments Act, 1948	Date of Issue – May 25, 2017	December 31, 2019
12	Registration under The Contract Labour (Regulation & Abolition) Act, 1970 for employing Contractual Labour	2016/401*	The Contract Labour (Regulation & Abolition) Act, 1970	Labour & Employment Department, Gujarat		
13	Certificate for Importers and Exporters Code (IEC)	0899010024	Foreign Trade (Regulation) Rules, 1993	JT. Director General of Foreign Trade, Ahmedabad	with effect from March 27, 2000  Issued on September 28, 2010	Valid till Cancelled

\* Approval is only for 100 employees



### Quality Certifications

Sr. No.	Nature of Approval	Registration/License No.	Issuing Authority	Date of Issue	Date of Expiry
1	ISO 9001:2008	1016QEN45 (for the following scope: Design and Development of Website, Web Portal, Content Managements System, Document Management System, Software Development, Web application development, Designing, Business process out sourcing, information Technology, Project Management, Consultancy Services, infrastructure management, facility management, Manufacture, Sales and servicing of computer systems, servers, notebooks, kiosks, mobile application development, open source practice, branding and networking products, peripherals and power conditioning products, Data Entry, scanning, data digitization and Microfilm Imaging)	Absolute Quality Certification Private Ltd	March 29, 2016	September 14, 2018
2	ISO/IEC 27001 : 2013	2008/32325.1 (To Certify that : the Management System implemented by the Company for Design, Development and maintenance of software solutions as per the statement of applicability version 2.4 has been assessed and found to meet the requirements of ISO/IEC 27001 : 2013)	Afnor Certification	March 20, 2015	March 20, 2018
3	CMMI Maturity Level 5	-	QAI India Limited	January 20, 2017	January 20, 2020
4	ISO 20000:2011	9046 (Service Management System of STTL supporting the provision of services as Onsite and Offsite including Staff Augmentation Services, Help Desk Management Services, Hardware and Licensed Software Support Services, Network and Security Services,	Alcumus ISOQAR Limited	Original Issue Date : 28 <sup>th</sup> March, 2011  Re-issue Date : 13 <sup>th</sup>	28 <sup>th</sup> March, 2020



	Infrastructure Management Services, Scanning, Digitization and Data Conversion Services, Vendor OEM Management Services	April, 2017
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#### Approvals in relation to Intellectual Property Rights:

Sr. No.	Logo	Date of Registration	Trade Mark Number	Class	Current Status	Valid Upto
1		25/07/2007	1583892	37	Registered	24/07/2027
2		14/07/2010	1993104	42	Registered	13/07/2020
3		14/07/2010	1993103	35	Registered	13/07/2020
4	SILVER TOUCH OF DEVICE	23/03/2009	1583894	42	Registered	25/07/2027



#### Approval from RBI

Sr. No.	Nature of Approval	Registration/ License No.	Applicable Laws	Authority
1	Unique Identification Number (UIN) for Overseas Direct Investment for the Wholly Own Subsidiary - SILVER TOUCH TECHNOLOGIES INC in USA	AHWAZ20120604	Foreign Exchange Management Act, 1999	Overseas Investment Division, Foreign Exchange Department, Reserve Bank of India, Mumbai
2	Unique Identification Number (UIN) for Overseas Direct Investment for the Joint Venture – Lime Software LTD in UK	AHJAZ20141115	Foreign Exchange Management Act, 1999	Overseas Investment Division, Foreign Exchange Department, Reserve Bank of India
3	Unique Identification Number (UIN) for Overseas Direct Investment for the Joint Venture – SILVER TOUCH TECHNOLOGIES SAS in France	AHJAZ20170527	Foreign Exchange Management Act, 1999	Overseas Investment Division, Foreign Exchange Department, Reserve Bank of India, Mumbai

#### Pending Approvals

For the below mentioned details, we have applied for the approvals:

Sr. No.	Nature of Approval	Applicable Laws	Authority	Remarks
1	Registration under Uttar Pradesh Shops & Commercial Establishment Act, 1962 for the office situated at F2, First Floor, Padamichha Apartment, A12, Birbal Sahni Marg, Opp. Hanuman Mandir, Hanuman Setu, Lucknow.	Uttar Pradesh Shops & Commercial Establishment Act, 1962	Labour Commissioner Organization, Uttar Pradesh	
2	Unique Identification Number (UIN) for Overseas Direct Investment for the Wholly Own Subsidiary - SILVER TOUCH TECHNOLOGIES (UK) Ltd in UK	Foreign Exchange Management Act, 1999	Overseas Investment Division, Foreign	

			Exchange Department, Reserve Bank of India	
3	Registration of Trademark of Logo Under Class 09,35,41,42 	The Trademark Act, 1999	Registrar of Trademark	Status: Objected
4	Registration of Trademark of Logo Under Class 42 	The Trademark Act, 1999	Registrar of Trademark	Status: Accepted and Advertised.

**Approvals yet to be obtained:**

For the below mentioned details, we have not made the applications:

Sr. No.	Nature of Approval	Applicable Laws
1	Registration under Bombay Shops & Establishment Act, 1948 for the following Office : B-2 Soham Avenue, Soham Park, Vastrapur, Ahmedabad	Bombay Shops & Establishment Act, 1948
2	Registration under Bombay Shops & Establishment Act, 1948 for the office situated at 1/933 SMC Tenament, Shop No. 01, Ground Floor, Summer Queen, Nanpura, Surat	Bombay Shops & Establishment Act, 1948
3	Registration for Shop & Establishment for office situated at 702, 7 <sup>th</sup> Floor, Nilkamal Apartment, C-Wing, Assucena Road, Moti Daman, Daman	The Goa, Daman and Diu Shops and Establishments Act, 1973
4	Registration for Shop & Establishment for office situated at Flat no. 1303, Elita Garden Vista, Tower-3, New Town, Action Area-III, Kolkata	West Bengal Shops & Establishments Act, 1963
5	Registration for Shop & Establishment for office situated at Viva-605, SJR Verity, Kasavanahalli, Off. Sarjapur Road, Bangalore – 560035	Karnataka Shops and Commercial Establishments Act, 1961
6	Registration under Bombay Shops & Establishment Act, 1948 for the following Offices : Office No. 301, 302 , 303 , 304 , 305, 306, 505, 806, 906, 1001 situated at saffron Tower, Nr. Panchwati Circle, Ahmedabad and 9, 10, Gokul Apartment, Opp. L D Engineering College, Nr. Passport Office, University Road, Ahmedabad	Bombay Shops & Establishment Act, 1948
7	Registration under Delhi Shops & Establishment Act, 1954 for the office situated at Office No. 322, 323, 517,418, Somdutt Chambers-II,9 Bhikajicama Place, New Delhi - 110 066	Delhi Shops & Establishment Act, 1954

## SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE OFFER

The offer in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors vide dated July 15, 2017 and by the shareholders pursuant to the special resolution passed in an Annual General Meeting held on September 1, 2017 under Section 28 of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated July 15, 2017. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1.	Mr. Vipul H Thakkar	1494000
2.	Mr. Jignesh A Patel	1494000
3.	Mr. Minesh V Doshi	70080
4.	Mr. Palak V Shah	265920
	<b>Total</b>	<b>3324000</b>

The Selling Shareholders have severally confirmed that the Equity Shares being offered in the offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares being offered are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale

Our Company has obtained in-principle approval from the NSE EMERGE for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated October 16, 2017. NSE is the Designated Stock Exchange.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoters, the selling shareholders, Promoter Group, Directors, Subsidiary Company and Group entities have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. None of our Promoters, Directors was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Our Directors are not in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any entity with which our Directors are involved as promoters or directors.

Neither our Company, our Promoters, the selling shareholders, or their relatives (as defined in the Companies Act), Subsidiary Company, Group entities, nor our Directors have been detained as willful defaulters by the RBI or any other government authorities. There are no violations of securities laws committed by any of them in the past or pending against them.

### ELIGIBILITY FOR THIS OFFER

Our Company is an "Unlisted Company" in terms of the SEBI (ICDR) Regulations; and this offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the offer in accordance with Regulation 106(M)(2) and other provisions of Chapter XB of the SEBI ICDR Regulations, as we are a Company whose post-Offer face value capital is more than 10 Crores Rupees but less than 25 crores rupees and our selling shareholders may hence offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange"), in this case being the NSE EMERGE.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this offer will be 100% underwritten and that the LM will underwrite at least 15% of the total offer size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 49.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the offer is greater than or equal to fifty, otherwise, the entire application money will be unblocked forthwith.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the offer. For further details of the market making arrangement see chapter titled "General Information" beginning on page 49.
5. The Company shall mandatorily facilitate trading in demat securities and has entered in to an agreement with both the depositories.
6. The Company has a website: [www.silvertouch.com](http://www.silvertouch.com).
7. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filing application to NSE-EMERGE Platform.

The Eligibility criteria for listing on NSE Emerge platform and its compliance status by the company are as under:

Parameter	Listing Criterion	Compliance status by the Company
<b>Incorporation</b>	The company should be a company incorporated under the Companies Act 1956, in India	The Company was incorporated under Companies Act, 1956.
<b>Post Offer paid up Capital</b>	The post Offer paid up capital of the company (face value) shall not be more than Rs. 25 crore.	Post offer paid up capital of the company will not exceed Rs.25 crores. It will be Rs.12.60 crores.
<b>Track record</b>	<ul style="list-style-type: none"> <li>• The company should have track record of atleast 3 years.</li> <li>• The company should have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth should be positive.</li> </ul>	<ul style="list-style-type: none"> <li>• The company confirms that it has track record of more than 3 years.</li> <li>• The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on 30.06.2017 is positive.</li> </ul>
<b>Other Listing conditions</b>	<ul style="list-style-type: none"> <li>• The applicant Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR).</li> <li>• No petition for winding up is admitted by a Court of competent jurisdiction against the applicant Company.</li> <li>• No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.</li> </ul>	<ul style="list-style-type: none"> <li>• The applicant Company confirms that it has not been referred to Board for Industrial and Financial Reconstruction (BIFR).</li> <li>• The applicant Company confirms that no petition for winding up is admitted by a Court of competent jurisdiction against the applicant Company.</li> <li>• The applicant Company confirms that no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.</li> </ul>
<b>Disclosures</b>	The following matters should be disclosed in the offer document: <ol style="list-style-type: none"> <li>i. Any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.</li> <li>ii. Defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years. An auditor's</li> </ol>	The applicant Company confirms that there is no <ol style="list-style-type: none"> <li>i. material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the company.</li> <li>ii. Defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years. An auditor's certificate to that effect shall also be provided by the</li> </ol>

	<p>certificate shall also be provided by the company to the exchange, in this regard.</p> <p>iii. The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.</p> <p>iv. In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.</p>	<p>Company to the exchange, in this regard.</p> <p>The applicant company confirms that following matters has been disclosed in the offer document:</p> <p>i. The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.</p> <p>ii. In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.</p>
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We further confirm that we shall be complying with all the other requirements as laid down for such an offer 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 us in this offer.

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED 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 THE COMPANY IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER 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, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 2, 2017 WHICH READS AS FOLLOWS:**

- (1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID OFFER;**
- (2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
  - (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

- (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER 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 OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, 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 FULFIL THEIR UNDERWRITING COMMITMENTS.
- (5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE 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 OFFER. 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 COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE.
- (8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY 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 WITH TO THE EXTENT APPLICABLE
- (9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION.- NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.
- (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 OFFER HAVE TO BE ISSUED IN DEMETERIALISED 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 COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY AND**
  - (B) AN UNDERTAKING FROM THE COMPANY 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 OFFER- NOTED FOR COMPLIANCE.**
- (14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE COMPANY, 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 (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.**
- (17) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY THE STATUTORY AUDITORS OF THE COMPANY, M/S AMBALAL PATEL & CO., CHARTERED ACCOUNTANTS VIDE ITS CERTIFICATE DATED AUGUST 28, 2017.**
- (18) WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. – NOT APPLICABLE.**

**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 COMPANY HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER 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.**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

- (7) WE CONFIRM THAT THE COMPANY HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH SME EXCHANGE. (APPLICABLE ONLY IN CASE OF FURTHER PUBLIC OFFER AND RIGHTS ISSUE) – NOT APPLICABLE.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. 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 OFFER WILL BE COMPLIED WITH AT THE TIME OF REGISTRATION OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, GUJARAT, DADRA AND NAGAR HAVELI AT AHMEDABAD IN TERMS OF SECTION 26, SECTION 30 AND SECTION 32 OF THE COMPANIES ACT.**

**Price information of past issues handled by the Lead Manager**



Sr. No.	Issue name	Issue Size (₹ Lacs)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1	Sagardeep Alloys Limited	600.00	20	17.05.2016	20.00	0.00%, [+4.81%]	-2.50%, [9.36%]	5.00%, [2.76%]

Source: www.nseindia.com and www.nseindia.com/emerge

### Summary statement of price information of past issues handled by the LM

Financial Year	Total No of IPOs	Total Funds raised (Rs. in Crores)	No of IPOs trading at discount -30 <sup>th</sup> calendar days from listing			No of IPOs trading at Premium-30 <sup>th</sup> calendar days from listing*			No of IPOs trading at discount -180 <sup>th</sup> calendar days from listing			No of IPOs trading at Premium-180 <sup>th</sup> calendar days from listing		
			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%
2016-17	1	6	-	-	-	-	-	1	-	-	-	-	-	1
2015-16	Nil	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2014-15	Nil	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Source: www.nseindia.com and www.nseindia.com/emerge

\* 1 IPO handled by the LM was trading at par with the IPO price on 30<sup>th</sup> calendar days from listing and has been shown as share trading at premium in "Less than 25%" category.

#### Notes:

1. Wherever 30th/ 90th/180th calendar day from listing day is a holiday or there is no trading in the scrip, the closing data of the next trading day or when the next trading in the scrip happened has been considered. In such case, the price of benchmark index has also been taken of the same day.
2. The Nifty 50 index is considered as the benchmark index.

### Track record of past issues handled by the LM

For details regarding the track record of the LM, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the LM at www.charteredcapital.net.

## **Disclaimer from our Company, the Selling Shareholders and the Lead Manager**

Our Company, Selling Shareholders and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our website [www.silvertouch.com](http://www.silvertouch.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 offer Management entered into among the Lead Manager, Selling shareholders and our Company dated August 4, 2017, the Underwriting Agreement dated October 17, 2017 entered into among the Underwriter, Selling shareholders and our Company and the Market Making Agreement dated October 17, 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 their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation. Chartered Capital and Investment Limited is not an 'associate' of the Company and is eligible to Lead Manager this offer, under the SEBI (Merchant Bankers) Regulations, 1992.

**Investors who apply in this offer will be required to confirm and will be deemed to have represented to our Company, Selling Shareholders 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, Selling Shareholders 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.**

### **DISCLAIMER IN RESPECT OF JURISDICTION**

This offer 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 himself or herself about, and to observe, any such restrictions. Any dispute arising out of this offer will be subject to the jurisdiction of appropriate court(s) in Ahmedabad, Gujarat, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no

change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/22633 dated October 16, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **FILING**

The Draft Prospectus has been filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

The Draft Prospectus has not been filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the SEBI Regional Office at Ahmedabad. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be delivered to the RoC, Gujarat, Dadra and Nagar Haveli situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

#### **LISTING**

Application will be made to the NSE EMERGE Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE EMERGE Platform has given its in-principal approval for listing vide its letters dated October 16, 2017.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE EMERGE Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within prescribed time then our Company and every Director of our Company who is an officer in default shall, be liable to repay the money, with interest as prescribed under applicable law.

Our Company and selling shareholders shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE Platform mentioned above are taken within six Working Days from the offer Closing Date.

## CONSENTS

Consents in writing of: (a) the selling shareholders, the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Bankers to the Company; and (b) Lead manager, Underwriter, Market Maker, Registrar to the offer, Banker(s) to the offer, Legal Advisor to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the RoC, as required under sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Statutory Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Prospectus/ Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s Ambalal Patel & Co, Chartered Accountants, Statutory Auditors have provided their written consents to the inclusion of their reports dated August 25, 2017 on Restated Financial Statements and reports dated August 5, 2017 on Statement of Tax Benefits, respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

## EXPERT TO THE OFFER

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

- Report of the Statutory Auditor on Statement of Tax Benefits.
- Report of the Statutory Auditor on Restated Financial Statements.

## EXPENSES OF THE OFFER

The expenses of this offer 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 offer, refer to chapter "*Objects of the Offer*" beginning on page 75.

## DETAILS OF FEES PAYABLE

### Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the MOU dated August 4, 2017 among our Company, Selling Shareholders and the Lead Manager, the copy of which is available for inspection at our Registered Office.

### Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the offer will be as per the Memorandum of Understanding ("MOU") dated May 16, 2017 among the company, the selling shareholders and Link Intime India Private Limited, the Registrar to the Offer a copy of which is available for inspection at our Registered Office. The Registrar to the offer 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 offer 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.

## 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 Company" in terms of the SEBI (ICDR) Regulations and this offer 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 56, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **COMMISSION OR 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**

Neither the Company nor any of its subsidiaries, associates or group companies are listed on any recognized stock exchange and therefore disclosure about capital raised by such entities during last 3 years is not applicable.

#### **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Neither the Company nor any of its subsidiaries or group companies are listed on any recognized stock exchange. The Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable.

#### **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 Company” in terms of the SEBI (ICDR) Regulations, and this Offer 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 Company and the Selling Shareholders has appointed Link Intime India Private Limited as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily. The Agreement with the Registrar provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this offer for redressal of their grievances.

The Registrar to the Offer will handle investor’s grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Offer in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES BY COMPANIES UNDER THE SAME MANAGEMENT**

There is no listed company under same management and therefore this clause is not applicable on us.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we 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 April 6, 2017. For further details, please refer to the chapter titled “*Our Management*” beginning on page 112.

Our Company has appointed Mr. Dipesh H. Solanki as Company Secretary & Compliance Officer and he may be contacted at the following address:

**Mr. Dipesh H. Solanki**  
**Silver Touch Technologies Limited**  
2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006  
**Tel:** +91-79-2656 3158;  
**Fax:** +91-79-2656 1624;  
**Email:** cs@silvertouch.com;  
**Website:** www.silvertouch.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS THE COMPANY**

As on the date of this Prospectus our Company do not have any Listed Group Company.

#### **CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

There has been no change in auditors of our company in the last 3 years.

#### **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 56, our Company has not capitalized its reserves or profits during the last five years.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

#### **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 offer 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 Promoter and/or Directors have any direct or indirect interest in any payment made there under.

#### **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## SECTION VII – OFFER RELATED INFORMATION

### TERMS OF THE OFFER

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013 and other applicable rules framed thereunder, the Companies Act, 1956 (to the extent applicable), SCRA, SCRR, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN'), the listing agreement to be entered into with the stock exchanges 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 Offer. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE Emerge platform, RoC, RBI and/or other authorities, as in force on the date of the offer and to the extent applicable.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.*

*Further vide the said circular Registrar to the offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the offer and DPs as and when the same is made available.*

#### OFFER FOR SALE

The offer comprises of Offer for Sale by the Selling Shareholders. The fees and expenses relating to the offer shall be shared in the proportion mutually agreed between the Company and the Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

#### RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the *Companies Act*, our Memorandum and Articles of Association and shall rank *paripassu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 300.

#### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including our results of operations and financial condition, capital requirements, contractual restrictions (including the terms of some of our financing arrangements that restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 135. As this is an offer for sale, the dividend for the entire year shall be payable to the transferees.

#### FACE VALUE AND OFFER PRICE

The Equity Shares having a Face Value of Rs.10 each are being offered in terms of this Prospectus at the price of Rs.121 per Equity Share which includes share premium of Rs.111 per Equity Share. The offer Price is determined by our Company and selling shareholders in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Offer Price' beginning on page 76. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### COMPLIANCE WITH SEBI REGULATIONS

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time including SEBI (ICDR) Regulations, 2009.

## **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, listing regulations and the Memorandum and Articles of Association of the Company.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. Trading of the Equity Shares will happen in the minimum contract size of 1000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1000 Equity Share subject to a minimum allotment of 1000 Equity Shares to the successful Applicants.

## **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of allottees in this offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this offer and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of offer.

## **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company. In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the



investors require changing the nomination, they are requested to inform their respective depository participant.

## OFFER PROGRAMME

OFFER OPENS ON	NOVEMBER 20, 2017
OFFER CLOSES ON	NOVEMBER 23, 2017

## MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten.

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Offer. In terms of Regulation 106P(1) of the ICDR Regulations, the Offer is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

If we do not receive the subscription of 100% of the offer through this offer document including devolvement of Underwriters within sixty days from the date of closure of the offer, the Selling Shareholders/Our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Company becomes liable to pay the amount, the Company shall pay interest prescribed under SEBI Regulations, the Companies Act, 2013 and other applicable laws.

Further, in accordance with Regulation 106Q of the SEBI (ICDR) Regulations, our Company and selling shareholders 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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above Rs.25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid up Capital of the company is more than Rs.10 crores but below Rs.25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## MARKET MAKING

The shares offered through this Offer are proposed to be listed on the NSE Emerge Platform (NSE 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 49.

## ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 1000 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 NSE Emerge platform i.e. SME platform of NSE.

#### **RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-Offer Equity Shares and Promoter's minimum contribution as detailed in chapter titled "Capital Structure" beginning on page 56, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 300.

#### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialised form. Further, as per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

#### **NEW FINANCIAL INSTRUMENTS**

The Company is not issuing any new financial instruments through this Offer.

#### **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.

#### **WITHDRAWAL OF THE OFFER**

Our Company and the Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company and the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Prospectus, which the Company shall apply for after Allotment and the final RoC approval of the Prospectus.

#### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Ahmedabad, Gujarat, India.

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

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

*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, Selling shareholders and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company, Selling shareholders 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.*

## OFFER STRUCTURE

This Offer 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, a Company whose post-Offer face value capital is more than Rs. 1,000 Lakhs and upto Rs. 2,500 Lakhs, may issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ('SME Exchange', in this case being the SME Platform of NSE i.e. NSE Emerge platform). For further details regarding the salient features and terms of such an Offer please refer to the chapters titled 'Terms of the Offer' and 'Offer Procedure' beginning on page 244 and 251.

### OFFER STRUCTURE:

Offer for Sale of upto 33,24,000 Equity Shares of Rs.10 each (the "Equity Shares") for cash at a price of Rs.121 per Equity Share aggregating to Rs.4022.04 lacs ("the Offer") by the Selling Shareholders of Silver Touch Technologies Limited ("STTL" or the "Company").

The offer comprises a reservation of upto 1,74,000 Equity Shares of Rs.10 each for subscription by the Market Maker ("the Market Maker Reservation Portion") and a Net Offer to Public of upto 31,50,000 Equity Shares of Rs.10 each ("the Net Offer"). The Offer and the Net Offer will constitute 26.39% and 25.01%, respectively of the post offer paid up equity share capital of the company. The Offer is being made through the Fixed Price Process.

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	Upto 31,50,000 Equity Shares	Upto 1,74,000 Equity Shares
Percentage of Offer Size available for allocation	94.77% of the Offer size	5.23 % of the Offer size
Basis of Allotment	Proportionate subject to minimum allotment of 1000 Equity Shares and further allotment in multiples of 1000 Equity Shares each. For further details please refer to the "Basis of Allotment" on page 263 of this Prospectus.	Firm Allotment
Mode of Application	Through ASBA Process Only	Through ASBA Process Only
Minimum Application Size	<b>For Other than Retail Individual Investors:</b> Such number of Equity Shares in multiples of 1000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 <b>For Retail Individuals:</b> 1000 Equity Shares	1,74,000 Equity Shares
Maximum Application Size	<b>For Other than Retail Individual Investors:</b> For all other investors the maximum application size is the Net offer to public (in multiples of 1000 Equity Shares) subject to limits the investor has to adhere under the relevant laws and regulations as applicable. <b>For Retail Individuals:</b> Such number of Equity Shares in multiples of 1000 Equity Shares such that the Application Value does not exceed Rs.2,00,000	1,74,000 Equity Shares
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode
Trading Lot	1000 Equity Shares	1000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form	

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

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
  - iii.) individual applicants other than retail individual investors; and
  - iv.) 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 percent on proportionate basis, the retail individual investors shall be allocated that higher percentage”***

#### **OFFER PROGRAMME**

OFFER OPENING DATE	<b>NOVEMBER 20, 2017</b>
OFFER CLOSING DATE	<b>NOVEMBER 23, 2017</b>

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 Offer Period at the Application Collecting Intermediaries, except that on the Offer Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) or such other extended time as may be permitted by NSE.

Standardization of cut-off time for uploading of applications on the Offer closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNI.
- (c) 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 Exchange after taking into account the total number of applications received upto the closure of timings and reported by LM to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## OFFER 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, SCRA, SCRR and the SEBI Regulations. 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 Offer.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors (except for Anchor Investors) and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms. These changes are applicable for public issues which open on or after January 1, 2016.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company, Selling Shareholders 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 the Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

### Part – A

#### FIXED PRICE OFFER PROCEDURE

The Offer is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to 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.

As per the provisions of Section 29 of the Companies Act, 2013, the Allotment of Equity Shares in the Offer shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

#### APPLICATION FORM

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, 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/offers can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Offer are as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a nonrepatriation basis	White
Non-Residents and Eligible NRIs applying on a repatriation basis	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the

number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

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 Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

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, Lead Manager to the Offer, Registrar to the Offer and as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

## WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines:-

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- 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);

- FPIs other than Category III FPIs, VCF, AIF and FVCI registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FII registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicants category;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds 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;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India or Department of Posts, India.
- SI NBFCs
- Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them under Indian laws.

As per the existing regulations, OCBs cannot participate in this Offer.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The Lead Manager shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may purchase the Equity Shares in the Offer, 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.

#### **OPTION TO SUBSCRIBE IN THE OFFER**

- a) Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) 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.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors, foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of 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.

#### **APPLICATION 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 ELIGIBLE NRIS/FPIs ON REPATRIATION BASIS**

Application Forms have been made available for eligible NRIs at our Registered Office and at the Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

#### **AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIs:**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted nonconvertible 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 Offer 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.

An FII or its subaccount who 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 SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "**IRDA Investment Regulations**"), are broadly set forth below:

- a) 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;
- b) The entire group of the investee company: The least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, 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 FPIs, 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 and Selling Shareholders reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company and Selling Shareholders in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company and Selling Shareholders, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company, Selling Shareholders and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **a) For Retail Individual Applicants**

The Application must be for a minimum of 1000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for minimum Application size i.e. for 1000 Equity Shares and maximum application size of 1000 Equity Shares.

##### **b) For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 1000 Equity Shares thereafter. An Application cannot be submitted for more than the Offer 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 Offer 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.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs.2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **INFORMATION FOR THE APPLICANTS:**

1. Our Company, Selling Shareholders and the Lead Manager shall declare the Offer Opening Date and Offer 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 Offer Opening Date.
3. Copies of the Application Form and copies of the Prospectus will be available with the Company and the Lead Manager and the Registrar to the Offer.

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. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
6. Applicants who are interested in subscribing to the Equity Shares should approach any of the Lead Manager or Bankers to the Offer or their authorised agent(s) to register their applications.
7. 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.
8. 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.
9. ASBA 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. For ASBA applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
10. 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 Offer will be made into the accounts of such Applicants.

**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 Offer 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.**

#### **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. ASBA 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) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base 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 Offer 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) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **METHOD AND PROCESS OF APPLICATIONS**

1. Applicants are required to submit their applications during the Offer 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)

- 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 Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
2. The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
  3. The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Offer Period in accordance with the terms of the Prospectus.
  4. The Applicant cannot apply on another Application Form after applications on one Application Form have 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 Offer.
  5. 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. 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 Offer.

6. 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.
7. 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.
8. 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 Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer 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 Offer Account. In case of withdrawal / failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

## **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

**Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer 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 Offer.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

**Allocation advice would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of allocation advice may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. Please note that any such delay shall be at the Applicant's sole risk and neither our Company nor the Banker to the Offer, the Registrar to the Offer or the Lead Managers shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.**

In case no corresponding record is available with the Depositories, which matches the three parameters, namely, PAN of the sole/First Applicant (including the order of names of joint holders), the DP ID and the beneficiary's identity, then such applications are liable to be rejected.

## **TERMS OF PAYMENT / PAYMENT INSTRUCTIONS**

### **Terms of Payment**

The entire offer price of Rs.121 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Selling Shareholders, the Bankers to the Offer and the Registrar to the Offer 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 Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer 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 Offer shall mandatorily make use of ASBA facility.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.



Application Amount paid in cash, by money order or by postal order or by stockinvest, or Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Offer Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

The entire Application Amount, as per the Application Form submitted by the respective Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against allocated shares to the Public Offer Account, or until withdrawal/failure of the Offer or until rejection of the Application, as the case may be.

## **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 Offer 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.
4. Neither the Lead Manager nor our Company nor Selling Shareholders, 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 Offer. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Offer 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 Offer 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;
  - Location of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - 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 Offer Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer 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.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE Emerge Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 1000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1000 equity shares subject to a minimum allotment of 1000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
6. The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

- a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- b) The balance net offer of shares to the public shall be made available for allotment to
  - i. individual applicants other than retail individual investors and
  - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- c) 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.

As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, 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.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs.2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Offer 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.

### **ALLOCATION OF EQUITY SHARES**

1. The Offer is being made through the Fixed Price Process wherein upto 1,74,000 Equity Shares shall be reserved for Market Maker. In addition, 15,75,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer i.e. 15,75,000 will be available for allocation on a proportionate basis to Non Retail Applicants.
2. Under-subscription, if any, in Retail Individual Applicant & Non Retail 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 QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

### **ISSUANCE OF ALLOTMENT ADVICE**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Registrar to the Offer will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Offer.

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;

- With respect to ASBA Applications 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/TRS;
- All applicants should submit their applications through the ASBA process only.

***Don'ts:***

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to the Offer.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Offer.
- Do not fill in the Application Form such that the Equity Shares applied for exceeds the Offer 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 Offer
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

**OTHER INSTRUCTIONS**

**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.

***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of, know your client norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Offer;
- Applications for number of Equity Shares which are not in multiples of 1000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stockinvest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer 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 where clear funds are not available in the Bank Account as per the final certificate from the SCSB(s);
- Applications by OCBs;

- Applications by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 4.00 pm on the Offer Closing Date.

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

**‘Any person who:**

- 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 Companies Act, 2013 and shall be treated as Fraud.**

## **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated October 17, 2017, this offer is 100% Underwritten.

## **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

## **PRE- OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-offer 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.

## **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

The Company will ensure and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of four (4) working days of the Offer Closing Date.

After the funds are transferred from the ASBA Account to the Public Offer Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working days of the date of Allotment. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this offer.

## **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the offer, the SCSBs shall transfer the requisite amount against each successful Applicant to the Public Offer Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account, within a period of four (4) working days of the Offer Closing Date.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the Application, as the case may be.

#### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 working days from Offer 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 6 (Six) working days of the Offer Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Offer.
3. The Company shall pay interest at 15% p.a. for any delay beyond the prescribed period, if Allotment is not made or if funds with SCSBs are not unblocked, in the disclosed manner and/ or demat credits are not made to investors within 6 working days of Offer Closing Date.

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. That the complaints received in respect of the Offer 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 within 6 working days from the Offer Closing Date;
3. That the funds required for making refunds (to the extent applicable) as per the modes disclosed or dispatch of allotment advice in prescribed manner shall be made available to the Registrar to the offer;
4. That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within specified time, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the allotment of securities/ refund confirmation/advise to the non-resident Indians shall be dispatched within specified time;
6. That no further issue/offer 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.;
7. that adequate arrangements shall be made to collect all Applications Supported by Blocked Amount (ASBA) Forms.

#### **UNDERTAKINGS BY THE SELLING SHAREHOLDERS**

Each Selling Shareholder severally undertakes that:

- 1) That the Equity Shares being sold by them pursuant to the Offer are eligible in term of SEBI (ICDR) Regulations and shall be in demat form prior to Offer Opening Date;
- 2) That they shall deposit their Equity Shares offered in the Offer in an escrow account opened with the Registrar to the Offer at least one Working Day prior to the Offer Opening Date;
- 3) That they are the legal and beneficial owner of, and has full title to, the Equity Shares being sold in the Offer;
- 4) That the Equity Shares being sold by them pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;

- 5) That they shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Offer;
- 6) That they shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company and the Lead Manager in redressing of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Prospectus shall be made available to the Registrar to the Offer by the Selling Shareholders;
- 8) That they shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within specified time, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 9) That they shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 10) That, if the Selling Shareholders do not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable co-operation requested by our Company and the Lead manager in this regard;
- 11) That they shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of the Draft Prospectus with stock exchange until the final trading approvals from all the Stock Exchange has been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
- 12) That they shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer are available for transfer in the Offer within the time specified under applicable law; and
- 13) That they shall comply with all applicable laws, in India including the Companies Act, the SEBI Regulations and the applicable circulars, guidelines and regulations issued by SEBI and stock exchanges, each in relation to the Equity Shares offered by them in the Offer.

#### **UTILIZATION OF OFFER PROCEEDS**

The Selling Shareholder along with our Company declare that all monies received out of the Offer shall be credited / 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. Entire offer proceeds will be transferred to selling shareholders and no funds out of the Offer proceeds will be transferred to the Company.

#### **WITHDRAWAL OF THE OFFER**

Our Company and the Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company and the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Prospectus, which the Company shall apply for after Allotment and the final RoC approval of the Prospectus.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated May 23, 2017 between NSDL, the Company and the Registrar to the Offer;



(b) Agreement dated May 19, 2017 between CDSL, the Company and the Registrar to the Offer;

The Company's Equity shares bear an ISIN No. INE625X01018

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.**

## 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 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.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by way of circular, with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this Circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

**The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act") or any state securities laws in the United States and may not be**

offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company, Selling Shareholders and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

# OFFER PROCEDURE

## 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. 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 Applicants should rely on their own examination of the Company and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue*

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Offer 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 Offer and the relevant information about the Issuer undertaking the Offer 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 Offer. 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 Offer 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 see “Glossary and Abbreviations”.

#### SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

##### 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. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

##### 2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of 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 being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

### **2.3 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, 2013 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation

- (a) In accordance with regulation 106P 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 106R 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.
- (c) In accordance with Regulation 106O of 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 106V of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Issuer shall have a track record of atleast three years.
- (f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.
- (g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.
- (h) The Post-issue paid up capital of the Issuer shall be less than Rs. 25 Crores.
- (i) The Issuer shall mandatorily facilitate trading in demat securities.
- (j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- (m) The Company should have a website.

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 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to 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 will be more than Rs. 1,000 lacs and upto Rs.2500 lacs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

### **2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Offer (“**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 Draft 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 Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

## **2.5 ISSUE PERIOD**

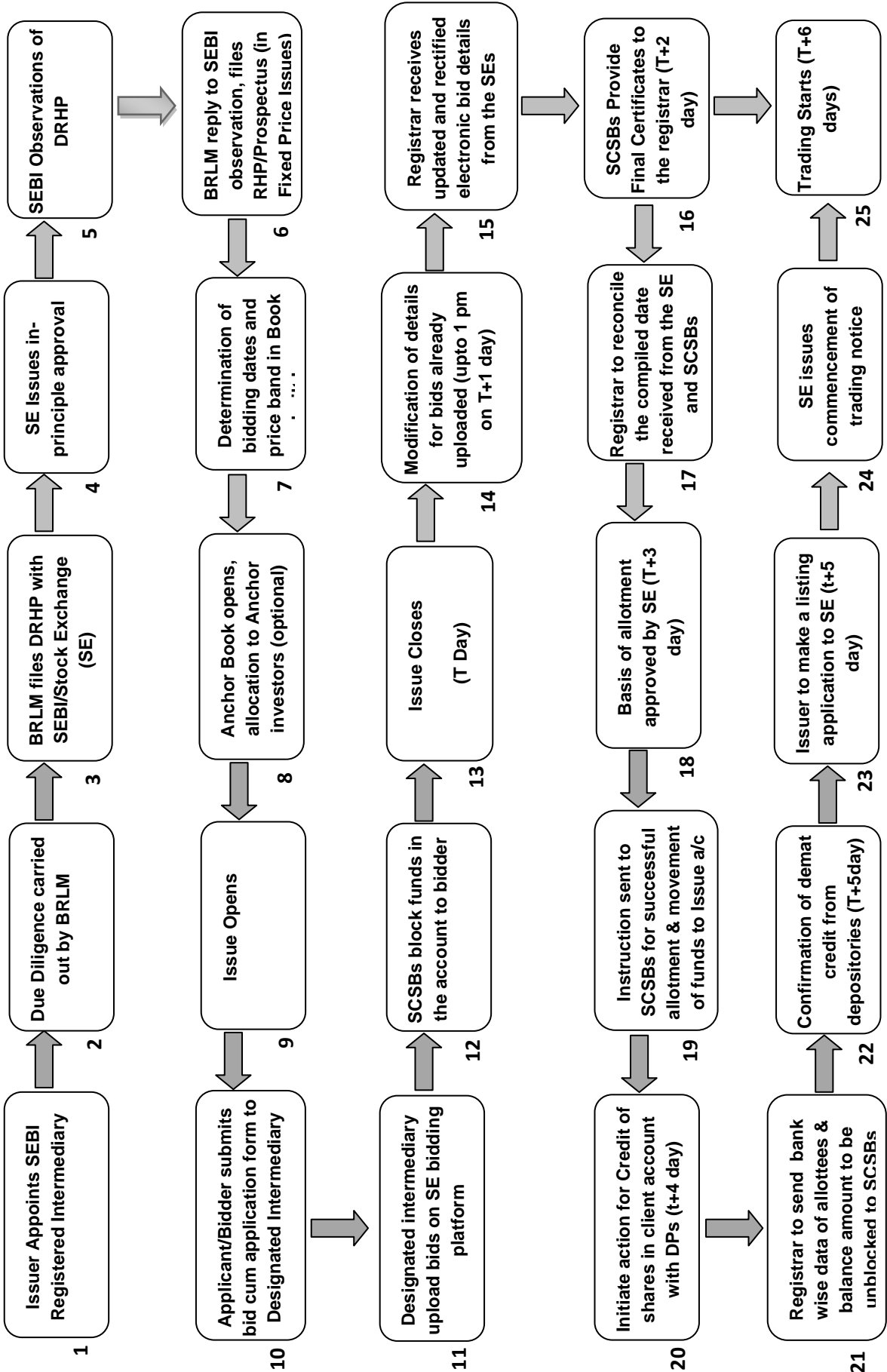
The Offer may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Issue Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the LM(s), and the advertisement in the newspaper(s) issued in this regard.

## **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Applicants may note that this is not applicable for Fast Track FPOs:

- In case of Offer other than Book Built Issue (Fixed Price Issue) the process at the below mentioned steps shall be read as:
  - i. Step 7: Determination of Offer Date and Price
  - ii. Step 10: Applicant submits Application Form with Designated Branch of SCSB
  - iii. Step11: SCSB uploads ASBA Application details in Stock Exchange Platform
  - iv. Step12: Issue period closes
  - v. Step15: Not Applicable



### 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, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer 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:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid 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 may be considered at par with Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals Bidding only under the Non Institutional Investors ("NIIs") category;
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

### SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Applicants should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the book running lead managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

#### **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 with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the 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.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Color of the Application cum Application Form
----------	---

Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB) FPIs, on a repatriation basis	Blue

Securities issued in an IPO can only be in dematerialized form in accordance 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 rematerialised subsequent to Allotment.

#### **4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM**

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:



**COMMON APPLICATION FORM**

**XYZ LIMITED – PUBLIC ISSUE - R**

FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS

LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

**FIXED PRICE SME ISSUE**

ISIN : \_\_\_\_\_

Date : \_\_\_\_\_

Application Form No. \_\_\_\_\_

BROKER'S / SCSB/DP/RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENTS STAMP & CODE	<b>1. NAME &amp; CONTACTS OF SOLE / FIRST APPLICANT</b>	
		Mr./Ms.	Age
		Address _____	
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	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
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>		<b>5. CATEGORY</b>	
No. of Equity Shares of ₹ 10/- each Digit Client ID / For CDSL enter 16 Digit Client ID <sup>1&amp;2</sup>			
(In Figure)	(In Words)	<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 10,000 shares and further multiples of 10,000 shares accordingly.  
<sup>2</sup> Please note that the trading of equity shares will be only in dematerialized mode on the SME Platform of BSE.

<b>6. INVESTOR STATUS</b>	
<input type="checkbox"/> Individual(s)	- IND
<input type="checkbox"/> Non-Resident Indians (Non - Repatriation Basis)	- NRI
<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"/> National Investment Fund	- 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

\* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

<b>7. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : Full Payment</b>	
Amount Paid (₹ in Figures)		(₹ in words)	_____
ASBA Bank A/c No.	_____		
Bank Name & Branch	_____		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 23 AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE (GID) AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF. 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 OVER LEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
_____ Date : _____, 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	_____ _____ _____
	1) _____	
	2) _____	

TEAR HERE

LOGO	<b>XYZ Limited – PUBLIC ISSUE - R</b>	Acknowledgement Slip for Broker / SCSB / DP / RTA	Application Form No. _____
DPID/CLID			PAN
Received from Mr./Ms.	No. of Equity Shares applied for		SCSB Branch Stamp & Signature
Address	In Figure	In words	
Telephone/Mobile	Amount Paid (₹ in figure)	ASBA Bank A/c No.	Drawn on (Name of Bank & Branch)

TEAR HERE

<b>XYZ Limited PUBLIC ISSUE - R</b>	In Figure	In Words	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares			
	Amount Paid (₹)			
	ASBA Bank A/c No. :-	Bank & Branch		Application Form No. _____

**COMMON APPLICATION FORM**

**XYZ LIMITED – PUBLIC ISSUE - NR**

FOR NRIs, FIs, FVCI ETC,  
APPLYING ON A REPATRIATION BASIS

LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

**FIXED PRICE SME ISSUE**

ISIN : \_\_\_\_\_

Application Form No. \_\_\_\_\_

Date : \_\_\_\_\_

BROKER'S /SCSB/DP/RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENTS STAMP & CODE	1. NAME & CONTACTS OF SOLE / FIRST APPLICANT Mr./Ms. _____ Age _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRNACH SERIAL NO.	
		2. PAN OF SOLE / FIRST APPLICANT _____

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		<input type="checkbox"/> Non-Resident Indians (Non - Repatriation Basis) NRI
		<input type="checkbox"/> Foreign Institutional Investor FII
		<input type="checkbox"/> Foreign Venture Capital Investor FVCI
		<input type="checkbox"/> FII Sub Account Corporate / Individual FII SA
		<input type="checkbox"/> Others (Please Specify) OTH

4. APPLICATION DETAILS		5. CATEGORY	
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e at ₹ 10/- per share <sup>1&amp;2</sup>			
(In Figure)	(In Words)	<input type="checkbox"/> Retail Individual	<input type="checkbox"/> QIB
		<input type="checkbox"/> Non-Institutional	
<sup>1</sup> Please note that applications must be made in minimum of 10,000 shares and further multiples of 10,000 shares accordingly. <sup>2</sup> Please note that the trading of equity shares will be only in dematerialized mode on the SME Platform of BSE.			

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Paid (₹ in Figures) _____	(₹ in words) _____
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2S AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE (\*GID) AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDERS(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date : ..... 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

LOGO	<b>XYZ Limited – PUBLIC ISSUE - NR</b>	Acknowledgement Slip for Broker / SCSB / DP / RTA	Application Form No. _____
DPID/ CUD			PAN
Received from Mr./Ms. _____	No. of Equity Shares applied for	SCSB Branch Stamp & Signature	
Address _____	In Figure _____		
Telephone/Mobile _____ Email _____	In words _____		
	Amount Paid (₹ in figure) _____		
	ASBA Bank A/c No. _____	Drawn on (Name of Bank & Branch)	

TEAR HERE

XYZ Limited PUBLIC ISSUE - NR	In Figure	In Words	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares			
	Amount Paid (₹)			
	ASBA Bank A/c No. _____			
Bank & Branch _____				Acknowledgement Slip for Applicant
				Application Form No. _____

#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

- (a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **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 (including letters notifying the unblocking of the bank accounts of Applicants) 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 Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- (c) **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 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.
- (d) **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.”***

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- (e) **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 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. 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 the PAN, 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 any 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 i.e. PRICE, APPLICATION QUANTITY & AMOUNT

- (a) Being the fixed price issue, the Issuer will mention fix Price in the draft Prospectus/Prospectus.
- (b) **MAXIMUM AND MINIMUM APPLICATION SIZE**

- **For Retail Individual Applicants**

The Application must be for a minimum of 1,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for minimum Application size i.e. for 1,000 Equity Shares and maximum application size of 1,000 Equity Shares.

- **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 1,000 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. 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.

- (c) **MARKET LOT AND TRADING LOT**

The trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares and the same may be modified by the NSE Emerge Platform from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000 Equity Shares subject to a minimum allotment of 1,000 Equity Shares to the successful Applicants.

- (d) Allotment: The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Applicants may to the Prospectus or the advertisement regarding the Price Band published by the Issuer.
- (e) A Bid cannot be submitted for more than the Offer size.

#### **4.1.4.1 Multiple Applications**

- (a) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another Designated Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- (b) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer 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 FII 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 FII 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. Such Applications which have the same DP ID and Client ID may be treated as multiple Applications and are liable to be rejected.
- (c) The following Applications may not be treated as multiple Applications:
  - i. Applications by Reserved Categories Bidding in their respective Reservation Portion as well as Applications made by them in the Offer 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 Bid has been made.
  - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
  - iv. Applications by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- (a) 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).
- (b) 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.
- (c) 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 Offer 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 Bid/Apply in the Offer 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 NUMBER 7: PAYMENT DETAILS**

- (a) The full application Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Application Form.
- (b) All Applicants (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- (c) Bid Amount cannot be paid in cash, cheques or demand drafts, through money order or through postal order or in any other mode.

#### **4.1.7.1 Instructions for Anchor Investors:**

- (a) Anchor Investors may submit their Applications with a Book Running Lead Manager.
- (b) Payments should be made either by RTGS or NEFT.
- (c) The Anchor Escrow Bank shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

#### **4.1.7.2 Payment instructions for Applicants (other than Anchor Investors)**

- (a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
- (b) Applicants must specify only such Bank Account number maintained with an SCSB in the Application Form. The Application Form submitted by Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (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 for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Applications cum Application Forms can be submitted.
- (f) **Applicants making application through a Registered Broker, RTA or CDP** should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (g) 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.
- (h) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Application Form.
- (i) 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 for application directly submitted to SCSB by investor.
- (j) 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.
- (k) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Bid 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.
- (l) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation 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 or failure of the Offer, or until withdrawal or rejection of the Application, as the case may be.
- (m) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **4.1.7.2.1 Unblocking of ASBA Account**

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer 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 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 Offer, the SCSBs may transfer the requisite amount against each successful Applicant 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 Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

#### **4.1.7.3 Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) Applicants applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Offer may block an amount i.e. the Bid Amount less Discount (if applicable).

Applicant may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### **4.1.7.4 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.

#### **4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Applicant is required to sign the Application Form/ 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) The signature has to be correctly affixed in the authorisation/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 Bid 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.

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.
- (b) All communications in connection with Applications made in the Offer 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 Offer.
  - 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. In case of queries relating to uploading of Applications by a Registered Broker, the Applicants should contact the relevant Registered Broker
  - iv. In case of Applications submitted to the RTA, the Applicants should contact the relevant RTA.
  - v. In case of Applications submitted to the CDPs, the Applicants should contact the relevant CDP.

- vi. Applicant may contact our Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Offer.
- (c) The following details (as applicable) should be quoted while making any queries –
  - i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
  - ii. name and address of the Designated Intermediary, where the Bid was submitted;
  - iii. In case of Applications other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked; or
  - iv. In case of Anchor Investor Applications, the unique transaction reference (UTR) number and the name of the relevant bank thereof

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 their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- (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:



**COMMON REVISION FORM**

**XYZ LIMITED – PUBLIC ISSUE - R**

FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS

LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

**FIXED PRICE SME ISSUE**

ISIN : \_\_\_\_\_

Date : \_\_\_\_\_

Application Form No. \_\_\_\_\_

BROKER'S /SCSB/DP/RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENTS STAMP & CODE	1. NAME & CONTACTS OF SOLE / FIRST APPLICANT
		Mr./Ms. _____ _____
		Tel. No. (with STD code) / Mobile _____
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	2. PAN OF SOLE / FIRST APPLICANT
		_____
		3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CSDL
		_____
		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 1000 equity shares)																Price per Equity Share (₹).....											
Option	(In Figure)																	(In Figure)											
																		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 1000 equity shares)																Price per Equity Share (₹).....											
Option	(In Figure)																	(In Figure)											
																		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																													

6. PAYMENT DETAILS																PAYMENT OPTION : Full Payment											
Amount Paid (₹ in Figures) _____																(₹ in words) _____											
ASBA Bank A/c No. _____																											
Bank Name & Branch _____																											

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2S AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF. 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.

7.A. SIGNATURE OF SOLE / FIRST APPLICANT	7.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDERS(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date : _____, 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	

LOGO

**XYZ Limited – PUBLIC ISSUE - R**

Acknowledgement Slip for SCSB

Application Form No. \_\_\_\_\_

DPID/CLUD	PAN	Additional Amount Paid (₹ in figure)	Bank & Branch	SCSB Branch Stamp & Signature
		ASBA Bank A/c No.		
		Received from Mr./Ms.		
		Telephone / Mobile	Email	

XYZ Limited PUBLIC ISSUE - R	No. of Equity Shares	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Applicant
	Issue Price					
	Additional Account Paid (₹)					
	ASBA Bank A/c No.					Application Form No. _____
Bank & Branch						

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. 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:

#### **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 OPTIONS 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**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to same Application Collecting Intermediary 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 APPLICATION FORM/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>
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Application Form
All Applications (other than Anchor Investors)	(a) To Registered Brokers at the Broker Centres or the RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original application.

## **SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Offer, refers to the process of collection of Applications within the Price Band or above the Floor Price and determining the Offer Price based on the Applications received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Applications received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

### **5.1 SUBMISSION OF APPLICATIONS**

- (a) During the Issue Period, Applicants may approach any of the Designated Intermediaries to register their Applications. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- (b) In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For Details of the timing on acceptance and upload of Applications in the Stock Exchanges Platform Applicants are requested to refer to the RHP.

## **5.2 ELECTRONIC REGISTRATION OF APPLICATIONS**

- (a) The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges.
- (c) Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing

## **5.3 BUILD UP OF THE BOOK**

- (a) Applications received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the LMs at the end of the Issue Period.
- (b) Based on the aggregate demand and price for Applications registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Issue Period.

## **5.4 WITHDRAWAL OF APPLICATIONS**

- (a) RII's can withdraw their Applications until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Applications at any stage.

## **5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF APPLICATIONS**

- (a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - i. the Applications accepted by the Designated Intermediaries;
  - ii. the Applications uploaded by the Designated Intermediaries; and
  - iii. the Application Forms accepted but not uploaded by the Designated Intermediaries.
- (b) The LMs and their affiliate Syndicate Members, as the case may be, may reject Applications if all the information required is not provided and the Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Applications, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- (d) In case of QIB Applicants, only the (i) SCSBs (for Applications other than the Applications by Anchor Investors); and (ii) LMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject Applications. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- (e) All Applications by QIBs, NIIs & RII's Applications can be rejected on technical grounds listed herein.

### **5.5.1 GROUNDS FOR TECHNICAL REJECTIONS**

Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of

finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- (a) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Applications by OCBs;
- (c) In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (d) In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Application Form;
- (e) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Applications by persons in the United States;
- (g) Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (h) PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (i) In case no corresponding record is available with the Depositories that matches the DPID, the Client ID and the PAN;
- (j) Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (k) Applications at a price less than the Floor Price and Applications at a price more than the Cap Price;
- (l) Applications at Cut-off Price by NIIIs and QIBs;
- (m) The amounts mentioned in the Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (n) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (o) Submission of more than five Application Forms/Application Form as through a single ASBA Account;
- (p) Applications for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the RHP;
- (q) Multiple Applications as defined in this GID and the Prospectus;
- (r) Application Forms/Application Forms are not delivered by the Applicants within the time prescribed as per the Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Application Forms;
- (s) Bank account mentioned in the Application Form not being an account maintained with an SCSB. Inadequate funds in the bank account to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the bank account;
- (t) In case of Anchor Investors, Applications where sufficient funds are not available in Anchor Escrow Accounts as per final certificate from the Escrow Collection Banks;
- (u) Where no confirmation is received from SCSB for blocking of funds;
- (v) Applications by Applicants (other than Anchor Investors) not submitted through ASBA process;
- (w) Applications submitted at locations other than the Specified Locations and Application Forms/Application Forms, under the ASBA process, submitted to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;
- (x) Applications not uploaded on the terminals of the Stock Exchanges; and
- (y) Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.

## **5.6 BASIS OF ALLOCATION**

- (a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.

- (b) Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the LMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- (c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the RHP.
- (d) **Illustration of the Book Building and Price Discovery Process**

*Applicants should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.*

Applicants can bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20 to Rs. 24 per share, Offer size of 3,000 Equity Shares and receipt of five Applications from Applicants, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Applications received from various investors.

Application Quantity	Application Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the LMs, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Applications at or above this Offer Price and cut-off Applications are valid Applications and are considered for allocation in the respective categories.

#### **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("**Alternate Book Building Process**").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Applicant with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Applicant is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Applicants is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Applicant, decide whether a Applicant be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Applicant be allowed single or multiple Applications.

### **SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

**Applicants may note that there is no Application Form in a Fixed Price Offer.** As the Offer Price is mentioned in the Fixed Price Offer 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 the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Application Collecting Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs 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.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

### **7.1 BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE Emerge Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 1,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1,000 equity shares subject to a minimum allotment of 1,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - b) The balance net offer of shares to the public shall be made available for allotment to
    - i. individual applicants other than retails individual investors and
    - ii. other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) 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.

As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, 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.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs.2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## **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 Offer. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer.
- (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 ASBA Account to 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 six Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six 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 take steps to refund, without interest, all moneys received from Applicants.

If such money is not refunded to the Applicants within the prescribed time 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 such period, be liable to repay the money, with interest at such rate, as prescribed under Companies Act and disclosed in the Prospectus.

#### **8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received, 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 the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Applicants, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

### 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

- (a) **In case of Applications/Applications (other than Anchor Investors):** Within six Working Days of the Issue Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Bidding/Application.
- (b) **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund advices for all amounts payable to unsuccessful Anchor Investors.
- (c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Anchor Escrow Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds to Anchor Investors shall be credited only to the bank account from which the Bid Amount was remitted to the Anchor Escrow Bank.

#### 8.3.1. Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- (a) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (b) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and
- (c) **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds Rs. 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding Indian Financial System Code ("**IFSC**"). Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company and the Selling Shareholders. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the above mentioned modes shall be credited only to the bank account from which the application Amount was remitted to the Banker to the Issue.



For details of levy of charges, if any, for any of the above methods including bank charges, etc., Anchor Investors may refer to Prospectus.

#### 8.4. INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum if Allotment is not made in accordance with timelines prescribes under applicable law.

### 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.*

<b>Term</b>	<b>Description</b>
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Draft Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the LMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Applications 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	(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)
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Offer
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Applicant
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to the

/Anchor Escrow Bank(s)/Collecting Banker	Offer with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Offer
Bid	An indication to make an offer during the Issue Period by a prospective Applicant 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 within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Applications indicated in the Application Form and payable by the Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Applications for the Offer, 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/Applicants may refer to the Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Applications for the Offer, 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/Applicants may refer to the Prospectus for the Bid/Offer Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Applications, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Applicants may refer to the Prospectus for the Issue Period
Application Form	An application form, whether physical or electronic, used by Applicants, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process/ Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
LM(s)/Book Running Lead Manager(s)/ Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the Prospectus and the Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Applications may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository	A depository participant as defined under the Depositories Act, 1996, registered

Participant or CDPs	with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Applicants are entitled to Bid at the Cut-off Price
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 Applicants including the 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 Application Forms used by Applicants (excluding Anchor Investors) 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 CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund 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 Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations 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, Applicant may refer to the Prospectus
Equity Shares	Equity Shares of the Issuer
Anchor Escrow Account	Account opened with the Anchor Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Anchor Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Anchor Escrow Bank	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process/	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made

Fixed Price Method	
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Applications may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
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
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid 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
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the Prospectus and Application Form
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 Offer 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 Issuer	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer 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 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
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Applicants other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price. The Offer Price may be decided by the Issuer in consultation with the Lead Manager(s)
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
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with

	the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Issue Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIs	Investors who applies or Applications for a value of not more than Rs.200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or Applications for a value of not more than Rs. 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIs 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 Applicants in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their 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	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI <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>
SME IPO	SME IPO Initial public offering as chapter XB of SEBI (ICDR) Regulation

SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Specified Locations	Bidding centres where the Syndicate shall accept Application Forms, a list of which is included in the Application Form
Stock Exchanges/SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Application Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s) and the Syndicate Member(s), if any
Underwriting Agreement	The agreement amongst the Issuer, and the
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Issue Period, "Working Days" shall mean all days, excluding Saturdays and public holidays, which are working days for commercial banks in India.

## SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Main provisions of the articles of association of the company are as under:

### Share Capital

3. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.
4. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by means of loans, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
5. Subject to the provisions of the Act and these articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may 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 such times as they may from time to time think fit and with sanction of the Company in general meeting to give to any person the option to call for any shares either at par or at premium during such time and for such consideration as the Directors think fit, and may allot and issue shares in the capital of the Company in payment or part payment for any property sold and transferred or for service rendered to the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed to be fully paid shares..  
Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.
6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par. such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
7. 1. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -
  - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - (b) employees under any scheme of employees' stock option; or
  - (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
  2. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules..
  3. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
  4. Nothing in this Article shall apply to the increase in the subscribed capital of the Company caused by the exercise of an option as a term attached to which has been approved by:
    - (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
    - (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.
8. 1. The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied 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 General Meeting of the holders of the shares of that class.

2. To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

#### **Power to pay commission**

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

#### **Liability of joint holders of shares**

12. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

#### **Issue other than for cash**

14. 1. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
  2. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

### **TRANSFER AND TRANSMISSION OF SHARES**

#### **Transfer**

46. a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
  - b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.
  - c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
  - d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
  - e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

#### **Form of transfer**

47. Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.



### **Board's right to refuse to register**

- \*48. 1. The Board, may, at its absolute discretion and without assigning any reason, decline to register
- a. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
  - b. Any transfer or transmission of shares on which the Company has a lien
    - i. Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.
    - ii. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
    - iii. In case of such refusal by the Board, the decision of the Board shall be subject to right of appeal conferred by Section 58.
    - iv. The provisions of this clause shall apply to transfers of stock also.

### **Further right of Board of Directors to refuse to register**

49. 1. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.
2. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.
3. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.
4. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:
- a. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.
  - b. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.
  - c. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.
  - d. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.
  - e. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor notwithstanding that the residual holding shall be below hundred (100).

### **Register of members**

56. 1. The Company shall keep a book to be called the Register and index of Members, debenture holder and of any other security holder and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

### **Closure of Register of members**

2. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is

situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

#### **When instruments of transfer to be retained**

3. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

#### **DEMATERIALISATION OF SECURITIES**

##### 67. a) Definitions

For the purpose of this Article:

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by SEBI from time to time.

##### b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

##### c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

##### d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

##### e) Rights of depositories and beneficial owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

##### f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

##### g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

##### h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

##### i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

## **GENERAL MEETINGS**

### **Annual General Meeting**

68. 1. a. The Company shall in each year hold in addition to any other meetings, a General Meeting as its Annual General Meeting at the intervals, and in accordance with the provisions of the Act.

Provided that the Registrar may, for any reason extend the time within any Annual General Meeting shall be held, by such period as may be provided in the Act.

b. Except in the cases referred to in the Act, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

2. Every Annual General Meeting shall be called at any time during business hours, on a day that is not a National holiday, and shall be held either at the Registered Office of the Company or at the same place within the city, town or village in which the Registered Office of the Company be situated, and the notice calling the Meeting shall specify it as the Annual General Meeting.

69. 1. If default is made in holding an Annual General Meeting in accordance with section 96 of the Act, the Tribunal and/or any other Authority delegated/constituted for the time being may, notwithstanding anything contained in the Act or in the Articles of the Company, on the application of any member of the Company, call, or direct the calling of, an Annual General Meeting of the Company, and give such ancillary or consequential directions as the Tribunal and/or any other Authority delegated/constituted for the time being thinks expedient.

2. A General Meeting held in pursuance of clause (1) shall subject to directions of the Tribunal and/or any other Authority delegated/constituted for the time being, be deemed to be an Annual General Meeting of the Company under the Act.

### **Extraordinary General Meeting**

70. Subject to provisions of the Act, the Directors may call an extra ordinary General Meeting of the Company whenever they think fit.

71. 1. the Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (3) of this Article, forthwith proceed duly to an Extra Ordinary General Meeting.

2. The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and shall be deposited at the registered office of the Company.

3. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one-tenth of such of the paid-up Share Capital of the Company as at that date carried the right of voting in regard to that matter.

4. If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of Three months from the date of requisition.

5. A meeting called under clause (4) of this Article by the requisitionists shall be called and held in the same manner in which meetings are to be called by the Board.

6. Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) of this Article shall be reimbursed to the requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration under Section 197 of the Act payable to such of the Directors who were in default in calling the meeting.

#### **Length of notice for calling meeting**

72. 1. A General Meeting of the Company may be called by giving not less than clear twenty one days' notice either in writing or through electronic mode in such manner as may be prescribed in the Act or Rules framed thereunder.
2. A General Meeting of the Company may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting

#### **Contents and manner of service of notice and persons on whom it is to be served**

73. 1. Every notice of a meeting of the Company shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted thereat.
2. Notice of every meeting of the Company shall be given;
  - (i) to every members of the Company, legal representative of any deceased member or the assignee of an insolvent member;
  - (ii) to the Auditor or Auditors of the Company; and
  - (iii) to every Director of the Company
  - (iv) to such person as may be prescribed in the Act or Rules framed thereunder.
3. Any Accidental omission to give notice to, or the non- receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

#### **Explanatory Statement to be annexed to notice**

74. 1. A statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely:-
  - a. the nature of concern or interest, financial or otherwise, if any, in respect of each items of--
    - (i) every Director and the Manager, if any;
    - (ii) every other Key Managerial Personnel; and
    - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);
  - b. any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
2. For the purposes of clause (1) above,
  - a. in the case of an Annual General Meeting, all business to be transacted thereat shall be deemed special, other than--
    - (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
    - (ii) the declaration of any dividend;
    - (iii) the appointment of Directors in place of those retiring;
    - (iv) the appointment of, and the fixing of the remuneration of, the Auditors; and
  - b. in the case of any other meeting, all business shall be deemed to be special:
3. Where any item of special business to be transacted at a meeting of the Company relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two percent of the paid-up share capital of that Company, also be set out in the statement.
4. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement clause (1).

#### **Quorum**

75. 1. Such number of Members as prescribed under Section 103 of the Act, entitled to be personally present depending upon the number of Members of the Company from time to time, shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.
2. If the quorum is not present within half an hour from the time appointed for holding a meeting of the Company-

- a. the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
  - b. the meeting, if called by requisitionists under section 100 of the Act, shall stand cancelled.
- Explanation: - In case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.
- 3. If at the Adjourned meeting also a quorum is not present within a half hour from the time appoints for holding the meeting, the members present shall be a quorum.
  - 4. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.
  - 5. No business shall be discussed or transacted at any General Meeting before the election of a chairman except the election of a chairman while the chair is vacant

#### **Chairman of General Meeting**

- 76. 1. The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no Chairman or if at any meeting he is not present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose one of themselves to be chairman and if no Director is present, or if all the Directors decline to take the chair, then the Members present shall choose from themselves to be the Chairman for that meeting.
- 2. The Chairman with consent of the meeting may adjourn any meeting from time to time and from place to place in the city, town or village where the registered office of the Company situates.
- 3. No Business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting

#### **Proxies**

- 77. 1. Any member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
- 2. 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, and in default the instrument of proxy shall not be treated as valid.
- 3. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
- 4. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 5. Every Member entitled to vote at a meeting of the Company or any resolution to be moved there at shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and up to the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 (three) day's notice in writing of the intention so to inspect, is given to the Company.

#### **Questions at General Meeting how decided**

- 78. 1. Subject to any rights or restrictions for the time being attached to any class or classes of shares -
  - a. on a show of hands, every member present in person shall have one vote; and
  - b. on a poll, the voting rights of members shall be in proportion to his share in the paid up equity share capital of the Company.

2. A member may exercise his vote at a meeting by electronic means in accordance with the Act & Rules made thereunder and shall vote only once.
3. Votes casted by the shareholders through e-voting shall be conclusive. A poll (before or on the declaration of the result of the e-voting) may be demanded/ordered to be taken by the Chairman of the Meeting on his own motion, and/or shall be ordered to be taken by him on a demand made in that behalf by members present in person or proxy in accordance with the provisions of Section 109 of the Act, provided that such members present in person or proxy has not voted on all or certain specific resolution through evoting method. Unless a poll is so demanded, a declaration by the Chairman that the resolution, through e-voting has been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

#### **Casting vote**

79. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or e-voting or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

#### **Taking of poll**

80. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

#### **In what cases poll taken without adjournment**

81. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

#### **Votes**

82.
  1. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member personally present shall have one vote and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.
  2. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.
  3. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

### **MANAGEMENT**

#### **Number of Directors**

88. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.
89. Subject to the provisions of section 149 of the Act, the Company in General Meeting may, by ordinary resolution increase or reduce the number of Directors within the limits fixed in that behalf by these Articles.

#### **Director's remuneration**

91.
  - a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a sitting fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be

deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.

d. Subject to the provisions of Section 197 and 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

#### **Chairman of the Board**

93. a. All meetings of the Directors shall be presided over by the Chairman of the Company, if present, but if at any meeting of Directors, the Chairman be not present at the time appointed for holding the same then and in that case, the Directors shall choose one of the Director then present, to preside at the meeting.

b. Subject to the provisions of the Act, the Chairman may be paid such remuneration for their services as Chairman and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

#### **Independent Directors**

97. 1. The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.
2. Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement
3. Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.

#### **Women Director**

98. The Directors shall appoint one women director as per the requirements of section 149 of the Act.

#### **Key Managerial Personnel**

99. Subject to the provisions of the Act and Rules framed thereunder,—
1. A chief executive officer, manager, company secretary and 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;
2. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
3. The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

#### **Additional Directors**

100. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article No. 88 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

#### **Disclosure of interest of Directors**

104. 1. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.  
Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.
2. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

#### **Rights of Directors**

105. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

#### **Rotation and retirement of Directors**

- 108.1. At every annual general meeting, one-third of the Directors except independent director shall retire by rotation in accordance with provisions of Section 152 of the Act.

#### **Retiring Directors eligible for re-appointment**

2. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

#### **Meeting of the Board**

116. The Board may meet for the disposal of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

#### **Director may summon meeting**

117. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

#### **Question how decided**

118. Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of an equality of votes, the chairman shall have a second or casting vote.

#### **Right of continuing Directors when there is no quorum**

119. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the



purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

#### **Quorum**

120. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

#### **Election of Chairman to the Board**

121. If no person has been appointed as Chairman or if at any meeting, the Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

#### **Power to appoint Committees and to delegate**

122. 1. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

#### **Delegation of powers**

2. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

3. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

#### **Resolution by circulation**

125. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

### **POWERS AND DUTIES OF DIRECTORS**

#### **General powers of Company vested in Directors**

126. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

#### **Power to authorise sub delegation**

128. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

#### **Special power of Directors**

130. In furtherance of and without prejudice to the general powers conferred by or implied in Article 126 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be

lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

**To acquire and dispose of property and rights**

131. 1. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

**To pay for property in debentures, etc.**

2. At their discretion to pay for any property, rights and 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 shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

**To secure contracts by mortgages**

3. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

**To appoint officers, etc.**

4. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.
5. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

**To refer to arbitration**

6. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

**To give receipt**

7. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

**To act in matters of bankrupts and insolvents**

8. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

**To give security by way of indemnity**

9. 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 for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

**To give commission**

10. To give any person 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.

**To make contracts etc.**

11. 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 consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

**To make bye-laws**

12. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

**To set aside profits for provided fund**

13. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

**To make and alter rules**

14. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.
15. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

**Managing Director**

132. 1. Subject to the provisions of Section 196, 197, 2(54), 203 and schedule V of the Act, the following provisions shall apply:
  2. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval in the general meeting and of the Central Government as may be necessary in that behalf.
  3. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.
  4. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.
  5. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.
  6. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

**Whole-time Director**

133. 1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.
2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in

accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

#### **Secretary**

134. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

#### **Register of Charge to be kept**

144. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

#### **Minutes**

148. 1. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.  
2. The Chairman of the meeting shall exercise his absolute discretion in regard to inclusion or non- inclusion on such of the matters as are or could reasonably be regarded as defamatory of any person or irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

#### **Common Seal**

151. The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.

#### **Affixture of Common Seal**

152. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman , which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

### **DIVIDENDS AND RESERVES**

#### **Rights to Dividend**

153. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles presents and subject to the provisions of these Articles presents as to the Reserve Fund, shall be divisible among the equity shareholders.

#### **Declaration of Dividends**

154. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

#### **What to be deemed net profits**

155. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

#### **Interim Dividend**

156. 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.

### **Dividends to be paid out of profits only**

157. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

### **Reserve Funds**

158. 1. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper 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 equalising 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, think fit.
2. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

### **Method of payment of dividend**

159. 1. Subject to the rights of persons, if any, entitled to share 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.
2. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.
3. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

### **Powers of Directors for declaration of Bonus**

170. 1. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
  - b. generally do all acts and things required to give effect thereto.
2. The Board shall have full power:
- a. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
  - 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 capitalisation, 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 capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.
3. Any agreement made under such authority shall be effective and binding on all such members.

## **ACCOUNTS**

### **Books of account to be kept**

171. 1. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.
2. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.
3. The books of accounts shall be open to inspection by any Director during business hours.

### **Where books of account to be kept**

172. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

### **Inspection by members**

173. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a

Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

#### **Annual Returns**

180. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

#### **AUDIT**

##### **Accounts to be audited**

181. 1. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
2. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the sixth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
3. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
4. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
5. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
6. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.  
Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and
7. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.
8. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
9. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
10. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
11. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

#### **AUTHENTICATION OF DOCUMENTS**

##### **Authentication of document and proceeding**

196. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director, or an authorised officer of the Company and need not be under its seal.

#### **Winding up**

197. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

#### **Division of assets of the Company in specie among members**

198. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

#### **INDEMNITY AND RESPONSIBILITY** **Directors' and others' right to indemnity**

- 199.1. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.
2. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.
200. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part of for any 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 act or default.

#### **SECRECY CLAUSE**

- 201.1. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
2. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, 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, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

#### **GENERAL AUTHORITY**

203. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the

Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.



## SECTION X – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to in paragraph 'A' below (not being entered into the ordinary course of business carried on or intended to be carried on by the company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed to be material have been entered into by or on behalf of the company. Copies of these contracts together with copies of the documents referred to in Para (B) below have been attached with the offer document and delivered to the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, Ahmedabad for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company at 2<sup>nd</sup> Floor, Saffron, Nr. Panchwati Circle, Ambawadi, Ahmedabad – 380 006 between 10.00 a.m. and 4.00 p.m. on any working day until the Offer Closing Date.

#### A. MATERIAL CONTRACTS

1. Memorandum of Understanding (“MOU”) dated August 4, 2017 among the Company, the selling shareholders and Chartered Capital And Investment Ltd, Lead Manager to the Offer.
2. Memorandum of Understanding (“MOU”) dated May 16, 2017 among the company, the selling shareholders and Link Intime India Private Limited, the Registrar to the Offer.
3. Agreement dated October 17, 2017 among the Company, the selling shareholders, the Lead Manager, the Banker to the Offer and the Registrar to the Offer.
4. Underwriting Agreement dated October 17, 2017 amongst our Company, the selling shareholders, the Lead Manager and Underwriter.
5. Market Making Agreement dated October 17, 2017 amongst our Company, Market Maker and the Lead Manager.
6. Share Escrow Agreement dated October 17, 2017 amongst the Selling Shareholders, our Company, the Lead Manager and the Escrow Agent.
7. Tripartite Agreement dated May 23, 2017 amongst the Company, NSDL and Registrar to the Offer.
8. Tripartite Agreement dated May 19, 2017 amongst the Company, CDSL and Registrar to the Offer.

#### B. DOCUMENTS OF INSPECTION

1. Memorandum and Articles of Association including Certificate of Incorporation of the Company.
2. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated July 15, 2017 and September 1, 2017, respectively, authorizing the Offer and other related matters.
3. Resolution passed by the Board of Directors dated September 21, 2017 and November 2, 2017 approving the Draft Prospectus, and Prospectus respectively.
4. Letters of consent all dated July 15, 2017 issued by Mr. Vipul H Thakkar , Mr. Jignesh A Patel , Mr. Minesh V Doshi and Mr. Palak V Shah, the selling shareholders in relation to the Equity Shares offered by them in the Offer for Sale
5. Consents from the Directors, Lead Manager, Registrar to the Offer, Banker to the Offer, Banker to the company, Legal Advisor, Auditors, Underwriter, Market Maker, Chief Financial Officer and Company Secretary & Compliance Officer to act in their respective capacities.
6. Auditors Certificate dated August 5, 2017 regarding tax benefits available to the Company and their consent to include the same in the offer document.
7. Report of the Statutory Auditor of the Company dated August 25, 2017 on the Standalone Restated Financial Statements of the Company for the Financial Year ended March 31, 2013, 2014, 2015, 2016 & 2017 and for the three months period ended June 30, 2017 and their consent to include the same in the offer document.
8. Report of the Statutory Auditor of the Company dated August 25, 2017 on the Consolidated Restated Financial Statements of the Company for the Financial Year ended March 31, 2013, 2014, 2015, 2016 & 2017 and for the three months period ended June 30, 2017 and their consent to include the same in the offer document.
9. Resolution of the Board of Directors of the Company dated March 28, 2014 and April 6, 2017 regarding formation of various committees.
10. Copies of the Annual Reports of the Company for the year ended March 31, 2013, 2014, 2015, 2016 and 2017 and Auditor's Report for the Three months period ended June 30, 2017.
11. Board meeting and General Meeting Resolutions for the appointment and payment of remuneration of Mr. Vipul H. Thakkar, Mr. Jignesh A. Patel, Mr. Minesh V Doshi, Mr. Palak V. Shah, Mr. Himanshu S. Jain and Mr. Vijaykumar K. Shah.
12. Copy of the ESOP Scheme 2017 of the Company.

13. Shareholders' agreement dated February 28, 2017, entered into between Mr. Habib Ewane and Our Company.
14. Shareholders' agreement dated October 1, 2016, entered into between e-Procurement Technologies Ltd and Our Company.
15. Due Diligence Certificate dated November 2, 2017 from the Lead Manager.
16. Copy of in principle approval from NSE *vide* letter dated October 16, 2017, for listing of Equity Shares on NSE Emerge.

## DECLARATION

We declare that all the relevant provisions of the Companies Act, 1956/Companies Act, 2013 and the regulations/guidelines issued by the Government or the regulations/guidelines issued by the Securities and Exchange board of India established under section 3 of the Securities and Exchange board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956/Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956, Securities and Exchange board of India Act, 1992 or rules/regulations made or guidelines issued there under. We, the directors of the Company declare and confirm that all statements in this Prospectus are true & correct.

We, the directors of the Company declare and confirm that no information / material likely to have a bearing on the decision of the investors in respect of the equity shares offered in terms of the Prospectus has been suppressed/withheld and/or incorporated in the manner that would amount to misstatement /misrepresentation and in the event of it transpiring at any point of time till allotment/refund as the case may be that any information / material has been suppressed/ withheld and or amounts to misstatement /misrepresentation we undertake to refund the entire application money to all the subscribers within seven days thereafter without prejudice to the provisions of the section 34 of the Companies Act, 2013.

The Company accepts no responsibility for statements made otherwise than in the Prospectus or in the advertisements or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his/ her own risk

### Signed by the Directors and Chief Financial Officer of the Company

Name and Designation	Signature
Mr. Vipul H Thakkar Chairman cum Managing Director	
Mr. Jignesh A Patel Whole Time Director	
Mr. Minesh V Doshi Whole Time Director	
Mr. Palak V Shah Whole Time Director	
Mr. Himanshu S Jain Whole Time Director	
Mr. Vijaykumar K. Shah Whole Time Director	
Ms. Gayatri M Doctor Non Executive Independent Director	
Mr. Ronak S Shah Non Executive Independent Director	
Mr. Harivadan P Thaker Non Executive Independent Director	
Mr. Palak V Shah Chief Financial Officer	

Date: November 2, 2017  
Place: Ahmedabad

## **DECLARATION**

The undersigned Selling Shareholder, hereby certifies that all statements and undertakings made by him in this Prospectus about or in relation to him or his holding of Equity Shares which are being offered through the Offer for Sale, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus. The undersigned Selling Shareholder further certifies that other than as stated in this Prospectus, all approvals and permissions, if any, required by him towards the Offer for Sale have been obtained, are currently valid and have been complied with.

**Signed by the selling shareholder**

**VIPUL H THAKKAR**

Date: November 2, 2017

Place: Ahmedabad

## **DECLARATION**

The undersigned Selling Shareholder, hereby certifies that all statements and undertakings made by him in this Prospectus about or in relation to him or his holding of Equity Shares which are being offered through the Offer for Sale, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus. The undersigned Selling Shareholder further certifies that other than as stated in this Prospectus, all approvals and permissions, if any, required by him towards the Offer for Sale have been obtained, are currently valid and have been complied with.

**Signed by the selling shareholder**

**JIGNESH A PATEL**

Date: November 2, 2017  
Place: Ahmedabad

## **DECLARATION**

The undersigned Selling Shareholder, hereby certifies that all statements and undertakings made by him in this Prospectus about or in relation to him or his holding of Equity Shares which are being offered through the Offer for Sale, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus. The undersigned Selling Shareholder further certifies that other than as stated in this Prospectus, all approvals and permissions, if any, required by him towards the Offer for Sale have been obtained, are currently valid and have been complied with.

**Signed by the selling shareholder**

**MINESH V DOSHI**

Date: November 2, 2017

Place: Ahmedabad

## **DECLARATION**

The undersigned Selling Shareholder, hereby certifies that all statements and undertakings made by him in this Prospectus about or in relation to him or his holding of Equity Shares which are being offered through the Offer for Sale, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus. The undersigned Selling Shareholder further certifies that other than as stated in this Prospectus, all approvals and permissions, if any, required by him towards the Offer for Sale have been obtained, are currently valid and have been complied with.

**Signed by the selling shareholder**

**PALAK V SHAH**

Date: November 2, 2017

Place: Ahmedabad