



 **Sun Retail Limited**  
**SUN RETAIL LIMITED**

Our Company was incorporated as ShivJosh Foods Private Limited under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974. For further details, in relation to the change in the name and registered office of our Company, please refer to the section titled "History and Certain Corporate Matters" beginning on page 83 of this Prospectus.

**Registered office:** 213/214, Phase-II GIDC, Naroda, Ahmedabad - 382330, Gujarat, India.  
**Tel No:** 079- 22843366 | **Fax No:** Not Available | **Email:** [sun\\_retail@yahoo.com](mailto:sun_retail@yahoo.com) | **Website:** [www.dhartisingtel.com](http://www.dhartisingtel.com)  
**Contact Person:** Himanshu Gupta, Company Secretary and Compliance Officer  
**PROMOTERS OF THE COMPANY:** TJR AGROCOM PRIVATE LIMITED

THE OFFER	
<p><b>PUBLIC ISSUE OF 43,98,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF SUN RETAIL LIMITED ("SRL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 23 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 13 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO RS. 1011.54 LAKHS ("THE ISSUE"), OF WHICH 3,66,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- FOR CASH AT A PRICE OF RS. 23 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 13 PER EQUITY SHARE AGGREGATING TO RS. 84.18 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 40,32,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT A PRICE OF RS. 23 PER EQUITY SHARE AGGREGATING TO RS. 927.36 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 45.35% AND 41.58 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 152 OF THIS PROSPECTUS.</b></p>	
<p><b>THE FACE VALUE OF THE EQUITY SHARE IS RS. 10 EACH AND THE ISSUE PRICE RS 23 IS 2.3 TIMES OF THE FACE VALUE OF THE EQUITY SHARES</b></p>	
<p><b>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. For further details please refer the section titled "Terms of the Issue" beginning on page no. 152 of this Prospectus.</b></p>	
<p>In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 158 of this Prospectus. A copy has been delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15 % per annum for the period of delay.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is Rs. 10 per Equity Shares and the Issue price of Rs. 23 per Equity Shares is 2.3 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page 60 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company or regarding the price at which the Equity Shares will be traded after listing.</p>	
GENERAL RISKS	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 11 of this Prospectus.</p>	
ISSUER'S ABSOLUTE RESPONSIBILITY	
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through the Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. Our Company has received an approval letter dated April 19, 2018 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited ("BSE").</p>	
<p style="text-align: center;"><b>LEAD MANAGER</b></p> <div style="display: flex; align-items: center;">  <div> <p><b>FEDEX SECURITIES LIMITED</b>                      305, Enterprise Centre, Nehru Road, Vile Parle (East),                      Mumbai- 400099, Maharashtra, India                      Tel No.: +91 81049 85249                      Fax No.: 022 2618 6966                      E-mail: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>                      Website: <a href="http://www.fedsec.in">www.fedsec.in</a>                      Contact Person: Rinkesh Saraiya                      SEBI Registration Number: INM000010163                      Investor Grievance E-mail: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a></p> </div> </div>	<p style="text-align: center;"><b>REGISTRAR TO THE ISSUE</b></p> <div style="display: flex; align-items: center;">  <div> <p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>                      1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,                      Makwana Road, Marol, Andheri (East), Mumbai-400059                      Tel No.: 022 62638200                      Fax No: 022 62638299                      Email Id: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>                      Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>                      SEBI Registration No: INR00001385                      Contact Person: Jibu John                      Investor Grievance E-mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a></p> </div> </div>
ISSUE PROGRAMME	
<p><b>ISSUE OPENS ON: SEPTEMBER 27, 2018, THURSDAY</b></p>	<p><b>ISSUE CLOSES ON: OCTOBER 03, 2018, WEDNESDAY</b></p>

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**SECTION I – GENERAL  
DEFINITIONS AND ABBREVIATIONS**

Term	Description
"Sun Retail Limited" "SRL", "our Company", "we", "us", "our", "the Company", "the Issuer Company" or "the Issuer"	Sun Retail Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at 213/214, Phase-II GIDC, Naroda, Ahmedabad- 382330, Gujarat, India.
Promoter	M/s. TJR Agrocom Private Limited
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2 sub-regulation (zb) of the SEBI ICDR Regulations.

**COMPANY RELATED TERMS**

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
B2C	Business to Customers
Companies Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Sun Retail Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
ED	Executive Director
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE206Z01012
IT	Information Technology
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page no. 87 of this Prospectus.
MOA/ Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Registered Office	The Registered office of our Company, located at 213/214, Phase-II GIDC, Naroda, Ahmedabad, Gujarat- 382330
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad located at ROC Bhavan, Opp.Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013,
Statutory Auditors & Peer Review Auditor	The Statutory auditors of our Company, being G M C A & Co., Chartered Accountants
WTD	Whole Time Director

**ISSUE RELATED TERMS**

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 58 of SEBI ICDR Regulations and appended to the Application Form
Allot / Allotted / Allotment/ Allotment of Equity Shares	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued

Terms	Description
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section " <i>Issue Procedure - Basis of allotment</i> " on Page no. 176 of this Prospectus
Bankers to our Company	HDFC Bank Limited
Bankers to the Issue	HDFC Bank Limited
Draft Prospectus	The Draft Prospectus dated March 21, 2018 issued in accordance with Section 26 & 32 of the Companies Act filed with the BSE under SEBI(ICDR) Regulations.
Designated CDP Locations	Such centers of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) and updated from time to time
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Designated RTA Locations	Such centers of the RTAs where Applicants can submit the Application Forms.
Designated CDP Locations	Such centers of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the web site of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) and updated from time to time
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Designated RTA Locations	Such centers of the RTAs where Applicants can submit the Application Forms.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Foreign Portfolio Investor/ FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.

Terms	Description
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 43,98,000 Equity Shares of Face Value of ₹ 10 each at ₹ 23 (including premium of ₹13) per Equity Share aggregating to ₹1011.54 Lakh by Sun Retail Limited
Issue Agreement	The agreement dated March 13, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ₹23
LM / Lead Manager	Lead Manager to the Issue, in this case being Fedex Securities Limited
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 40,32,000 Equity Shares of ₹ 10 each at ₹23 per Equity Share aggregating to ₹927.36 Lakh by Sun Retail Limited
Prospectus	The Prospectus to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 4A of the Companies Act; Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs 2,500 Lakh; Pension Funds with minimum corpus of Rs 2,500 Lakh; 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; and Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000.

Terms	Description
Self-certified Syndicate Bank (s)/(SCSB)	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a> Intermediaries.
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriter	Underwriter to the issue is Fedex Securities Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated March 13, 2018.
Working Days	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement of Issue Period shall mean all days, excluding Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

#### TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
PALM	Palmolein Oil
G.N.	Groundnut Oil
Cott.	Cottonseed Oil
JAR	Jerry Can
LTR	Litre
SFO	Sun flower Oil
ML	Millilitre
KG	Kilogram
SOYA	Soyabean Oil

#### CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AV	Address Verification
AY	Assessment Year
BG	Bank Guarantee
BSE	The Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CRR	Cash Reserve Ratio

Term	Description
CV	Credit Verification
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
DCA	Department of corporate affairs
DIN	Director's identification number
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's identification Number
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/Government/GOI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India.
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
Ltd.	Limited
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Minister of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NIFTY	National Stock Exchange Sensitive Index
NOC	No Objection Certificate

Term	Description
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Security appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations/ICDR Regulations/SEBI ICDR / ICDR	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
SEBI Rules and Regulations	SEBI ICDR Regulations, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America.



Term	Description
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

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

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Key Industry Regulations and Policies*”, “*Outstanding Litigations and Material Developments*” and “*Financial Statements as Restated*” on pages 209, 62,77, 131 and 102, respectively, shall have the meanings given to such terms in these respective sections.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in the Prospectus is derived from our audited financial statements for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in the Prospectus, and set out in the section titled '*Financial Statements as Restated*' beginning on page no. 102 number of the Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 11, 71 and 126 respectively, of the Prospectus and elsewhere in the Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified.

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

### Currency and units of presentation

In the Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or '₹' or 'Rs.' or 'INR' or ₹ are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America, all references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten Lakh' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

## FORWARD LOOKING STATEMENTS

All statements contained in the Prospectus that are not statements of historical facts constitute ‘forward-looking statements’. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future 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 us 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 our expectations include but are not limited to:

- ❖ General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- ❖ Competition from existing and new entities may adversely affect our revenues and profitability;
- ❖ Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- ❖ Our business and financial performance is particularly based on market demand and supply of our products;
- ❖ The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- ❖ Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- ❖ Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- ❖ The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “Risk Factors”, “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 11,71 and 126 of this Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II - RISK FACTORS

*Investment in our Equity Shares involves a high degree of risk and Bidders should not invest any funds in the Offer unless Bidders can afford to take the risk of losing all or a part of your investment. The risks and uncertainties described below together with the other information contained in this Prospectus should be carefully considered before making an investment decision in our Equity Shares. The risks described below are not the only ones relevant to the country or the industry in which we operate or our Company or our Equity Shares. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise and may become material in the future and may also impair our business operations and financial condition. Further, some events may have a material impact from a qualitative perspective rather than a quantitative perspective and may be material collectively rather than individually. To have a complete understanding of our Company, you should read this section in conjunction with the sections entitled "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page no. 71 and 126, respectively, as well as the other financial and statistical information contained in this Prospectus. If any of the risks described below, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, prospects, financial condition and results of operations could suffer materially, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.*

*Prior to making an investment decision, Bidders should carefully consider all of the information contained in this Prospectus (including "Financial Information" on page no.102) and must rely on their own examination of our Company and the terms of the Offer including the merits and the risks involved. You should also consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Offer. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks mentioned herein. We have described the risks and uncertainties that our management believe are material but the risks set out in this Prospectus may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. In making an investment decision, Bidders must rely on their own examination of us and the terms of the Offer including the merits and the risks involved. This Prospectus also contains forward-looking statements that involve risk 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 in the section entitled "Forward-Looking Statements" on page no.10, and elsewhere in the Prospectus. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements*

### **Internal Risk Factors**

#### **1. We do not own registered office from which we operate.**

Our Registered Office is located at 213/214, Phase-II GIDC, Naroda, Ahmedabad, Gujarat- 382330. The registered office is not owned by us. The premises have been taken by us on lease for a period of three years w.e.f. May 4, 2017 to May 3, 2020. This lease is renewable on mutually agreed terms. Upon termination of the lease, we are required to vacate the said business premises and handover the possession to the lessor/licensor, unless renewed. There can be no assurance that the term of the agreements will be renewed and in the event the lessor/licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we may require to vacate the registered office and warehouse and identify alternative premises and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

#### **2. Company has yet to execute the final sale Deed of Plot Nos. GI-21 & 22, Mandar Industrial Area, Dist: Sirohi for which already full payment consideration is paid.**

Our Company has executed an agreement to sale dated December 8, 2017, for purchase of Plot Nos. GI-21 & 22, Mandar Industrial Area, Dist: Sirohi, from our promoter M/s. TJR Agrocom Private Limited, for which earnest money amount of ₹100 Lakhs was paid and subsequently balance amount of consideration of ₹ 330.00 Lakhs has been paid by issuance of 33,00,000 Equity Shares of ₹10 each. Yet final sale deed is to be executed and registered with state government authority. If our company fails to get the final sale deed executed and registered, it will adversely affect our results of operations and financial conditions.

**3. Our Company does not have a long-term agreement with its suppliers/distributors.**

Our Company is currently engaged in the business of trading into Refined/filtered edible oils namely Cottonseed oil, Ground Nut oil, Sun Flower oil and bulk trading of Palmolein oil and Soyabean Oil. We do not have any long-term agreement with our suppliers/distributors. Further, we may not be able to procure and sale the edible oil on terms and conditions that are favourable to us. Such an event may adversely affect our business, financial conditions and results of operations.

**4. We have in the last 12 months, issued Equity Shares at a price that is lower than the Issue Price.**

In the last 12 months preceding the date of this Prospectus, our Company has issued Equity Shares at a price that is lower than the Issue Price, as set forth below: -

Date	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Consideration	Nature of Allotments
November 29, 2017*	10,00,000*	10	10*	Cash*	Further Allotment
January 1, 2018	33,00,000	10	10	Other than Cash	Further Allotment

\*Note: On January 29, 2018, TJR Agrocom Private Limited has paid differential amount of Rs. 13 per Equity Shares for 10,00,000 Equity Shares aggregating to Rs. 1,30,00,000 towards promoter's contribution, pursuant to proviso of sub regulation (b) of Regulation 33(1).

**5. Our Company does not have oil filtration and packing Facilities of our own.**

Our Company does not own any oil filtration and packing facilities. We purchase refined edible/crude edible oil from the market and it is sold to Kanel Industries Limited for filtration and packing into tins, pouches, jars and bottles of different sizes. Subsequently, we purchase filtered packed edible oil product from M/s. Kanel Industries Limited and sell it into the open market under our brand name. If Kanel Industries Limited in future discontinues the business relation with our company, we will have to approach other agencies/companies which provides facility for filtration and packing of edible oils. We may not be able to procure and sale the edible oil on terms and conditions that are favourable to us. Such an event may adversely affect our business, financial conditions and results of operations. For further details, please refer to the chapter titled "Business Overview" beginning on page no. 71 of this Prospectus.

**6. Our revenues are dependent on a limited number of our customer(s) and supplier(s). The loss of any of our major Customers or a decrease in the volume of orders may adversely affect our revenues and profitability.**

At present we derive most of our revenues from the orders received from the limited or few identified customers. In the Financial Year ended March 31, 2018, our top 10 customers were contributing 96.25% (approximately) of our Sales and out of which 53.76% is contributed by single customer namely Kanel Industries Limited. Moreover, In Financial Year ended March 31, 2018, our top 10 suppliers were contributing 98.86% (approximately) of our total purchase. Our business and results of operations will be adversely affected if we are unable to develop and maintain a continuing relationship with our key customer or suppliers. The loss of a significant customer or a number of significant customers due to any reason whether internal or external related to our business may have a material adverse effect on our business prospects and results of operations.

**7. Our Company has availed ₹386.55 lakhs as unsecured loan as on March 31, 2018 which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.**

Our Company has, as per the restated standalone audited financial statement as on March 31, 2018, availed total sum of ₹386.55 lakhs as unsecured loan from Directors, relatives of Directors and others, on which our Company may liable to pay Interest and which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer to the chapter titled "Financial Statement as Restated" on page no. 102 of

this Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

- 8. *Our Company is involved in certain legal proceedings. Any adverse decision on our Company in such proceedings may have a material adverse effect on our business, results of operations and financial conditions.***

Our Company is involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various Courts, tribunals and forums.

Mentioned below are the details of the proceedings pending against our Company as on the date of this Prospectus along with the amount involved, to the extent quantifiable.

**Matters involving our Company:**

Nature of Case	No. of Outstanding Matters	Amount Involved (Rs. In Lakhs)
Civil Case	1	0.47

- 9. *Our growth strategy to start our business into various geographic areas exposes us to certain risks.***

We are currently located and supply our products in some cities of Gujarat state since last 10 years. Our Company intends to establish its presence geographically across the more cities in the state we are presently operating. Such a growth strategy may expose us to risks which may arise due to lack of familiarity with the development, ownership and management of our processing facilities in these regions. If we are not able to manage the risk of such expansion it would have a material adverse effect on our operations and as a result it may affect financial conditions of our company.

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

- 10. *If we fail to manage growth effectively it could have an adverse effect on our results of operations***

We believe our expansion plans will place significant demands on our managerial, operational and financial resources. Growth in our business would require us to expand, train and manage our employee base. The expansion of our Company could also cause problems related to our operational and financial systems and controls and could cause us to encounter working capital issues, as we will require more liquidity to finance the purchase of inventory and hiring of additional employees. If we fail to manage our growth effectively it may lead to operational and financial inefficiencies that would have a negative effect on our results of operations

- 11. *Any change in our consumer's tastes, preferences or a change in their perception regarding the quality of our products may negatively affect the image and our reputation and in turn affect our revenues and profitability.***

The industry in which we operate is highly competitive and where goodwill and reputation carries significant values. Although we have been in the trading business of selling edible oils for more than a decade, any occurrence of negligence and/or oversight in the process of refining, may lead to impure oil being sold in the market which could be harmful for the consumers. Any change in consumers tastes, preferences or a change in their perception regarding the quality of our products, for reasons including those mentioned above, may negatively affect the image and reputation of our products and consequently that our Company. Further, such incidences may expose our Company to liabilities and claims, adversely affect our reputation, growth and profitability.

**12. *Our Company faces stiff competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

The market for our products is highly competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products, distribution network, pricing and timely delivery. Some of our competitors may have greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

**13. *Commodity price fluctuations may adversely affect our financial performance.***

Our company is in the business of trading into refined/filtered edible oils namely Cottonseed oil, Ground Nut oil, Sun Flower oil and bulk trading of Palmolein oil and Soyabean oil. We are exposed to commodity price fluctuations, beyond our anticipated levels may adversely affect our results of operations and financial Conditions.

**14. *Our company depends significantly on imports of raw materials in addition to domestic suppliers. Any disruption in the supply of raw materials or changes in the import duty structure might effect our results of operations.***

Due to the seasonal nature of availability of raw materials in India, we also rely on suppliers who imports edible oil which is our raw material. Although we have not experienced a disruption in our supply of raw materials in the past, an inadequate supply of raw materials of sufficient quality caused either by the default of the supplier or for any other reason could hamper our operations. In such a situation, the raw material requirements can be met through domestic suppliers which may increase our cost. We may seek to pass on some or all of the additional costs of raw materials to customers; we cannot ensure you that we would be successful in doing so. This may adversely affect our results of operations, and consequently our sales and profitability.

**15. *Our Company has not taken any insurance for our existing assets.***

At present, our company has not taken any insurance policy for our assets including stock, raw material and transport insurance for protecting us against any material hazards. Any damage suffered by us in respect of any events would not be covered under any insurance and we are expose to bear the effect of such losses. As a result, it may affect our results of operations and financial Conditions.

**16. *We are dependent on our senior management team and the loss of team members may adversely affect our business or results of operations.***

We have a team of professionals to oversee the operations and growth of our businesses. Our success and future performance is substantially dependent on the expertise and services of our management team, including our senior management team, The loss of the services of such management personnel or other key personnel could have an adverse effect on our business and results of operations. Further, our ability to maintain our leadership position in the edible oils business depends on our ability to attract, train, motivate and retain highly skilled personnel. For further details, see "Our Management" on page no. 87 of the Prospectus


**17. *All our operations are geographically located in the state of Gujarat. Any localized social unrest; natural disaster or breakdown of services and utilities in Gujarat may affect our business adversely.***

Our Company is operating in the state of Gujarat. As a result, if there is widespread social unrest, natural disaster or breakdown of services and utilities in the State of Gujarat it may affect our business adversely.

**18. *If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have a material adverse effect on our business.***

Our Company has received all approval and licenses such as PAN, TAN, GST Registration etc. Some of the approvals and licenses are in name of Sun Retail Private Limited. Moreover, some of the approvals are yet to apply/pending i.e. registration under "Bombay Shops and Establishment Act, 1948 and under "Tax on Professions, Traders, Callings and Employments Act, 1976". In addition, Consequent upon conversion of company into public limited company, we are in process of getting the approval in name of public limited Company namely Sun Retail Limited. Further, we believe that we will be able to renew or obtain such registrations and approvals, as and when required, there can be no assurance that the relevant authorities will renew or issue any such registrations or approvals in the time frame anticipated by us or at all. Failure to obtain and renew such registrations and approvals with statutory time frame attracts penal provisions. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues, profits and operations and profits.

**19. We do not have registered logo under the trade mark Act.**

We do not have a registered logo  **Sun Retail Limited** under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. There can be no assurance that we will be able to register the trademark and the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

**20. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financial arrangements.**

Our Company has not paid any dividends in the last Fiscal years. The declaration of dividends in the future will be recommended by our Board of Directors, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will pay dividends in the future. Additionally, we are restricted by the terms of our debt financing from making dividend payments in the event we default in any of the debt repayment installments

**21. We have experienced negative cash flows in previous years. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions.**

Cash flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. The details of Cash flows of our company are as follows:

(₹ in Lakhs)

Particulars	For the year ended (in ₹) March 31,					
	2018	2017	2016	2015	2014	2013
Net Cash Generated from Operating Activities	(32.40)	(175.49)	183.02	45.43	372.33	(518.39)
Net Cash from Investing Activities	(443.99)	(0.16)	21.67	(0.79)	0.19	(20.43)
Net Cash from Financing Activities	471.47	177.53	(201.36)	(61.02)	(367.56)	511.68



**22. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed fund requirement of working capital, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe.

**23. *Our operations are subject to working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.***

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. We have not been sanctioned any working capital and funding the same through the internal sources only. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.


**24. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change based on various factors, some of which are beyond our control.***

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For further details, please see the section titled "Objects of the Issue" beginning on page no.54 of this Prospectus.

**25. *Third party industry and statistical data in this Prospectus may be incomplete, incorrect or unreliable.***

Neither the Lead Manager nor the Company have independently verified the data obtained from the official and industry publications and other sources referred in this Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, please refer to section titled "Industry Overview" beginning on page no.64 of this Prospectus.

**26. *Our Company has applied for the Registration of Trade Marks and the approval is awaited for the Trade Marks.***

Our company has applied for registration of Trade Marks  and approval is awaited, because of the same, the use of the above Trade Mark by any third parties may lead consumers to confuse them with our Company and if they experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill. We do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. Maintaining the reputation of our brands, corporate name, logo and the goodwill associated with these trademarks is critical to our success. Substantial erosion in the value of our brand names could have a material adverse effect on our business, financial condition, results of operations and prospects. For further details please refer to section titled "Government and Other Approvals" beginning on page no. 135 of this Prospectus.

**27. *The requirements of being a listed company may strain our resources.***

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

**28. *There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above Rupees 100 crore. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SME Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**29. *We have in the past entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into transactions with our certain related parties. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. For details on the transactions entered by us, please see the chapter titled "*Financial Statements as Restated*" beginning on page 102 of this Prospectus.

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

Our Promoter and Directors may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, and benefits deriving from their directorship and shareholding in our Company. Our Promoter are interested in the transactions entered into between our Company and themselves. For further details, please refer to the chapters titled "*Business Overview*" and "*Our Promoter and Promoter Group*", beginning on page nos. 71 and 96 respectively and the chapter titled "*Annexure XVI - Related Party Transactions*" on page 123 of this Prospectus

## **EXTERNAL RISKS**

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

**32. Any changes in the regulatory framework could adversely affect our operations and growth prospects**

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 77 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

**33. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**34. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed NNM Securities Private Limited as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

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

The Issue Price of our Equity Shares shall be determined by Book building method. This price is based on numerous factors. For further information, please refer chapter titled “Basis for Issue Price” beginning on page no. 60 of this Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

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

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI

on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time

**37. *Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

**38. *The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, GOI (MCA), through a press note dated January 22, 2010. The MCA through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues including tax-related issues are resolved. The MCA is expected to announce the date of implementation of the converged accounting standards at a later date. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding period in the comparative fiscal year/ period. In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

**39. *Economic developments and volatility in securities markets in other countries may cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies situated in other countries, including India. For instance, the recent financial crisis in the United States and European countries lead to a global financial and economic crisis that adversely affected the market prices in the securities markets around the world, including Indian securities markets. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

**40. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs***

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and

restrictions on directors and key managerial personnel from engaging in forward dealing. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

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

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

**42. *The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations***

The Government of India has from July 01, 2017 has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure.

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

While facts and other statistics in the Prospectus relating to India, the Indian economy and the transformers, cables and wire industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Industry Overview*” beginning on page no.64 of the Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

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

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

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

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

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

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

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

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

**48. 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.

**Prominent Notes to Risk Factors**

1. Public Issue of 43,98,000 equity shares of face value ₹10 each of Sun Retail Limited for cash at a price of ₹23 per Equity Share (the "**Issue Price**"), including a share premium of ₹13 per equity share aggregating up to ₹1011.54 Lakh.
2. The Net Asset Value per Equity Share of our Company as per the Restated Financial Information as of March 31, 2018, March 31, 2017 and March 31, 2016 is Rs. 12.97 per Share, Rs. 11.96 per share and Rs.10.08 per share respectively. For further details, please refer to section titled "Financial Statements as restated" beginning on page 102 of this Prospectus.
3. The Net Worth of our Company as per the Restated Financial Information as of March 31, 2018, March 31, 2017 and March 31, 2016 is Rs. 687.64 Lakhs, Rs. 119.57 Lakhs and Rs. 100.82 Lakhs respectively. For further details, please refer to the section titled "*Financial Statements as restated*" beginning on page no. 102 of this Prospectus.
4. The average cost of acquisition per Equity Share of our Promoters is set out below:

Sr. No.	Name of the Promoters	No. of Equity Share held	Average price per Equity Share (₹)
1.	TJR Agrocom Private Limited	52,98,690	12.45*

\*Including 33,00,000 Equity Shares allotted other than cash to TJR Agrocom Private Limited against sale of plant at Mandar, Sirohi Road, Rajasthan. For further details, please refer to section titled "Capital Structure" beginning on page no. 36 of this Prospectus.

5. There has been no change of name of our Company at any time during the last three (3) years immediately preceding the date of filing Prospectus.

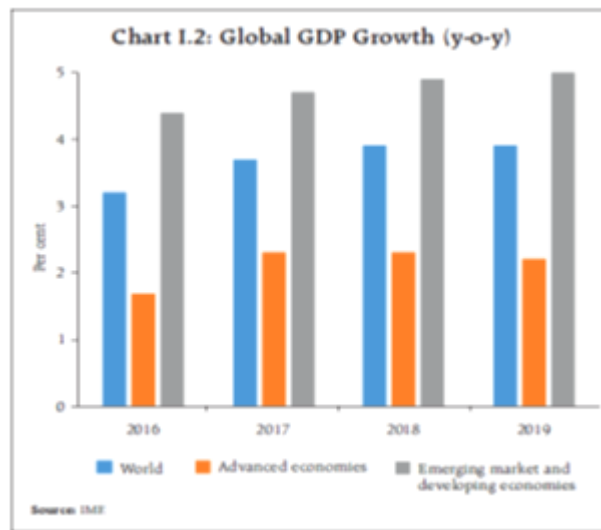
6. There has been no financing arrangement whereby our Directors, or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Prospectus.
7. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled "*Financial Information - Annexure XVI Related Party Transactions*" beginning on page no. 123 of this Prospectus.
8. Except as stated under the section titled "*Capital Structure*" beginning on page no. 36 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
9. For information on changes in the Company's name and Object Clause of the Memorandum of Association of our Company, please refer to the section titled "*History and Certain Corporate Matters*" beginning on page no. 83 of this Prospectus.
10. Except as disclosed in the sections titled "*Capital Structure*", "*Our Promoters and Promoter Group*", "*Group Companies*" and "*Our Management*" beginning on page no. 36, 96, 99 and 87 respectively of this Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.
11. Investors are free to contact the Lead Manager i.e. Fedex Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

## SECTION III – INTRODUCTION

### SUMMARY OF OUR INDUSTRY

#### GLOBAL SCENARIO

The pace of global economic activity in 2017 turned out to be stronger than expected due to robust growth in the advanced economies (AEs) and significantly stronger growth in EMEs. Global growth is expected to accelerate further in 2018, benefitting from the boost to investment demand in the US from corporate tax cuts, robust recovery in the euro area and generally improved growth outlook in emerging market economies (EMEs) (Chart I.2). The sharp recovery in world trade is expected to sustain in 2018 and enlarge the prospects of another year of strong and resilient global activity.



The US economy slowed in Q4:2017 on surging imports and depleting inventories, after growing at a robust pace in Q3 on the back of strong private consumption, investment activity and net exports. For the year 2017 as a whole, GDP grew at 2.3 per cent, accelerating from 1.5 per cent in the preceding year. Labour market conditions improved further with the unemployment rate falling to a low of 4.1 per cent. Industrial production also registered a robust growth driven largely by mining activity. These developments in conjunction with rising consumer confidence and higher disposable incomes due to tax cuts should support growth. However, the impact of the tax cuts on the fiscal balance and the ramifications from a potential trade war remain major risks to the outlook.

During H2:2017 and Q1:2018, global commodity price movements have largely reflected commodity specific demand-supply imbalances and the movement of the US dollar. The Bloomberg commodity index increased by 3.6 per cent during October to March 2018.

The food price index of the Food and Agriculture Organization (FAO) fell by 3.2 per cent on account of decline in prices of sugar and dairy products. International sugar prices, in particular, came under considerable downward pressure mostly because of record levels of output in major producing countries, which released substantial export surpluses. Crude oil prices surged by around 22 per cent over the last six months with Brent touching a three year high in January on strong demand riding the improving outlook for global economic activity, especially manufacturing and reduced supplies as cuts in production by OPEC and Russia offset the ramped up shale production in the US. The weak US dollar has also provided a fillip. Gold prices, which had started rising since mid-December due to the weak US dollar, fell to a two-month low at the beginning of March on the outlook for the US economy turning brighter. However, safe haven demand triggered by fears of a trade war led to firming up of prices.

#### **OVERVIEW OF INDIAN MARKET**



**Edible Oil estimates for India (marketing year- November 2017- October 2018)**

(Unit: Million Tonnes)

Table 1: Production, Stocks, Trade and Availability of Edible Oils				
2016-17	2017-18 Estimated*		Dec, 2017	Source
10.97	9.98	Production	N.A.	DVVOF
13.23	13.97	Imports	1.21**	DOC
24.20	23.95	Availability	-	
0.65	0.60	Export & Industrial Use	N.A.	DVVOF
23.55	23.35	Total Available for domestic consumption		

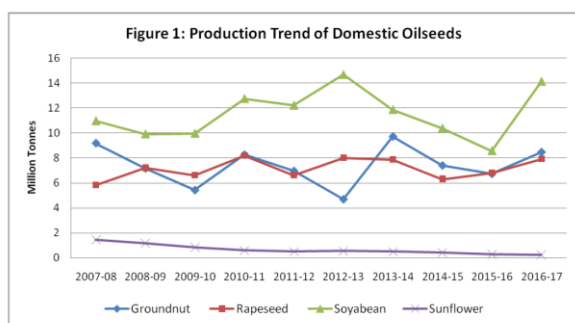
Source: Directorate of Vanaspati, Vegetable oil and Fats (DVVOF) and Department of Commerce  
N.A – Not Available

\*For 2017-18 estimates, Production, Export Industrial use is 3 years average from DVVOF and Import is 3 years average from DGCI&S, Kolkata.

\*\*Figure of import is for the period Nov-Dec, 2017-18.

Availability: Domestic production plus Imports; Total Availability for Domestic Consumption: Availability minus export and Industrial use.

**Production Trend of Domestic Oilseeds**



Source: Directorate of Economics and Statistics

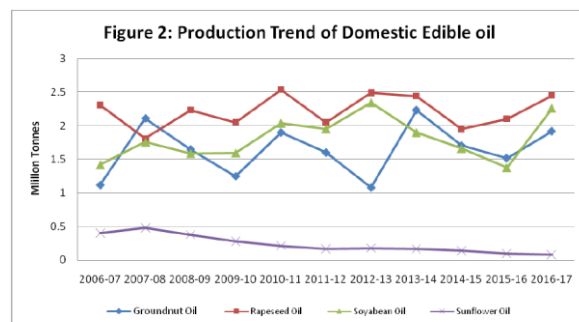
- India’s Soybean production has increased in the last 10 years at CAGR of 4.79 percent.
- Production of Groundnut decreased from 7.4 million (2013-14) to 6.7 million tonnes (2015-16) showing a decline of about 9%. However, production is estimated to be at 8.47 million tonnes in 2016-17.

**Production Trend of Domestic Edible Oils**

- Soybean oil production has increased in the last 10 years at CAGR of 4.83 percent.
- Rapeseed oil production increased from 2.11 Million MT from 2015-16 to Million 2.45 MT in 2016-17.

(Source: Department Of Agriculture Cooperation & Farmers Welfare

<http://agricoop.gov.in/sites/default/files/Edible%20oil%20Feb%2018.pdf>)



Source: Directorate of Vanaspati, Vegetable oil and Fats (DVVOF)

## SUMMARY OF OUR BUSINESS

Our Company was incorporated as "ShivJosh Foods Private Limited" under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974.

Our company is engaged in the business of trading into refined/filtered edible oils. Our major products includes cottonseed oil, groundnut oil, sunflower oil. Our Company also performs activity of bulk trading of palmolein oil and soyabean oil. Our products are sold under the brand name of "Dharti" and "Dharti SingTel". The brand is well known and accepted by the people of Gujarat.

### *Wholesale trading*

We purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited as a bulk trading.

### *Retail trading*

Firstly, we purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited for re-filtration and thereafter the final product is packed into tin containers, jars, bottles or pouches of different sizes as per our requirements. Thereafter Our Company re-purchases refined/filtered packed edible oil from Kanel Industries Limited for retail selling in the market. Our Company offers refined/filtered edible oil in different packing size like. ranging from 15kg tin containers, 15 Litre jars, 5 Litre jars, 2 Litre jars, 1 Litre bottle, 1 Litre pouch, 500 ml bottle and 500 ml pouch.

## OUR COMPETITIVE STRENGTH

We believe that the following are our primary competitive strength:

- **Strong Brand Image:**

Our Company is selling various refined/filtered edible oils under the renowned brand name of "Dharti" and "Dharti Singtel" in Gujarat. Due to our heritage brand name of "Dharti" and "Dharti Singtel" it enables us to expand our business from existing customers, as well as helps us to address a larger base of potential new customers. Over the years, we have successfully developed a strong and reliable brand image for our Company, which provides us a competitive edge over other competitor. "Dharti" and "Dharti Singtel" brand is well known among our customers.

- **Experienced Management Team**

Our Key managerial personnel which has extensive experience in Edible Oil industry. Our Key Managerial personnel actively involved in our operations and guide our Company with his vision and experience which we believe has been instrumental in sustaining our business operations.

### **Our Business Strategy**

#### **Increase Geographical Presence:**

We are currently located and supply our products in some cities of states Gujarat since last 10 years. Going forward we plan to establish our presence in more city in the state we are presently operating.

**Continue to develop client relationships and Trust:**

We plan to grow our business primarily by growing our client relationships and trust. We believe that increased client relationships and trust will add stability to our business. We seek to build on existing relationships and also focus on building new relationships.

**SUMMARY OF OUR FINANCIAL INFORMATION**

**Annexure - 1**

**RESTATED BALANCE SHEET**

(₹ in Lakh)

Particulars	Note No.	2017-18	2016-17	2015-16	2014-15	2013-14
<b>I. Equity &amp; Liabilities</b>						
<b>1. Share Holders' Fund</b>		<b>702.20</b>	<b>119.57</b>	<b>100.82</b>	<b>97.23</b>	<b>103.82</b>
(a) Share Capital	<b>1</b>	530.00	100.00	100.00	100.00	100.00
(b) Reserve & Surplus	<b>2</b>	172.20	19.57	0.82	(2.77)	3.82
<b>2. Noncurrent Liabilities</b>		<b>391.01</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>301.63</b>
(a) Long term borrowing	<b>3</b>	386.55	472.08	410.75	425.52	301.63
(b) Deferred tax liabilities (Net)		4.46	-	-	-	-
(c) Other Long-term Liabilities		-	-	-	-	-
(d) Long Term Provisions		-	-	-	-	-
<b>3. Current Liabilities</b>		<b>166.08</b>	<b>500.06</b>	<b>66.34</b>	<b>80.39</b>	<b>961.87</b>
(a) Short Term Borrowings	<b>4</b>	-	-	-	-	2.53
(b) Trade Payables	<b>5</b>	148.69	492.06	66.22	80.27	957.68
(c) Other Current Liabilities	<b>6</b>	0.63	0.30	0.12	0.12	3.65
(d) Short Term Provisions	<b>7</b>	16.76	7.70	-	-	0.54
<b>Total</b>		<b>1,259.29</b>	<b>1,091.71</b>	<b>77.91</b>	<b>603.14</b>	<b>1,367.32</b>
<b>II. Assets</b>						
<b>1. Non-Current Assets</b>		<b>717.05</b>	<b>280.97</b>	<b>399.69</b>	<b>226.90</b>	<b>73.01</b>
(a) Fixed Assets		<b>444.56</b>	<b>11.49</b>	<b>13.86</b>	<b>24.00</b>	<b>34.68</b>
(i) Tangible Assets		482.68	39.05	38.90	50.75	49.54
(Less) Depreciation Fund		(38.41)	(27.56)	(25.04)	(26.75)	(14.86)
(ii) Intangible Assets		0.37	-	-	-	-
(Less) Depreciation Fund		(0.08)				
(b) Non-Current Investments	<b>8</b>	-	-	-	3.50	3.50
(c) Long Term Loans & Advances	<b>9</b>	272.49	269.48	385.71	199.15	34.46
(d) Other Non-Current Assets	<b>10</b>	-	-	0.12	0.25	0.37
<b>2. Current Assets</b>		<b>542.24</b>	<b>810.74</b>	<b>178.22</b>	<b>376.24</b>	<b>1,294.31</b>
(a) Inventories	<b>11</b>	140.39	115.22	98.37	93.40	101.89
(b) Trade Receivables	<b>12</b>	209.14	677.98	52.72	27.14	908.69
(c) Cash & Cash Equivalents	<b>13</b>	5.28	10.20	8.31	4.98	21.36
(d) Short term Loans & Advances	<b>14</b>	172.97	7.34	18.82	250.72	262.37
(e) Other Current Assets	<b>15</b>	14.46	-	-	-	-
<b>Total</b>		<b>1259.29</b>	<b>1,091.71</b>	<b>577.91</b>	<b>603.14</b>	<b>1,367.32</b>
Contingent Liabilities & Commitments						

**Annexure II RESTATED STATEMENT OF PROFIT & LOSS ACCOUNT**

(₹in Lakh)

Particulars		Note No.	2017-18	2016-17	2015-16	2014-15	2013-14
I	Revenue from Operations	16	6,509.21	6,804.62	2,547.55	2,309.04	1,634.76
II	Other Income	17	22.97	0.96	15.52	0.59	9.45
<b>III</b>	<b>Total Revenue (I+II)</b>		<b>6,532.18</b>	<b>6,805.58</b>	<b>2,563.07</b>	<b>2,309.64</b>	<b>1,644.21</b>
<b>IV</b>	<b>Expenses</b>						
	Purchase of Stock in Trade	18	6,484.47	6,790.52	2,549.14	2,266.19	1,189.42
	Changes in Inventories	19	(25.17)	(16.85)	(4.97)	8.49	403.63
	Employee Benefit Expenses	20	15.36	-	1.93	2.31	1.84
	Finance Costs	21	0.15	0.22	0.07	20.88	33.81
	Depreciation & Amortization Expenses	22	13.17	2.64	3.17	4.45	4.04
	Other Expenses	23	9.45	2.25	20.79	6.34	11.44
	<b>Total Expenses</b>		<b>6,497.43</b>	<b>6,778.78</b>	<b>2,570.13</b>	<b>2,308.66</b>	<b>1,644.18</b>
<b>V</b>	<b>Profit Before Exceptional &amp; Extraordinary Items &amp; Tax (III-IV)</b>		<b>34.75</b>	<b>26.80</b>	<b>(7.06)</b>	<b>0.98</b>	<b>0.03</b>
<b>VII</b>	Exceptional Items		-	-	(10.65)	-	-
<b>VIII</b>	<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>34.75</b>	<b>26.80</b>	<b>3.59</b>	<b>0.98</b>	<b>0.03</b>
	Extraordinary Items		-	-	-	-	-
<b>IX</b>	<b>Profit Before Tax</b>		<b>34.75</b>	<b>26.80</b>	<b>3.59</b>	<b>0.98</b>	<b>0.03</b>
<b>X</b>	<b>Tax Expenses</b>						
	Current Tax/ Interest on Income Tax/ Deferred Tax		12.12	8.05	-	0.01	-
<b>XI</b>	<b>Profit/(Loss) for the period from Continuing Operations (IX-X)</b>		<b>22.63</b>	<b>18.75</b>	<b>3.59</b>	<b>0.97</b>	<b>0.03</b>
<b>XII</b>	Profit/(Loss) from Discontinuing Operations		-	-	-	-	-
<b>XIII</b>	Tax Expense of Discontinuing Operations		-	-	-	-	-
<b>XIV</b>	<b>Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)</b>		-	-	-	-	-
<b>XV</b>	<b>Profit/(Loss) for the period (XI+XIV)</b>		<b>22.63</b>	<b>18.75</b>	<b>3.59</b>	<b>0.97</b>	<b>0.03</b>
<b>XVI</b>	<b>Earning Per Equity Share</b>						
	Basic		<b>1.06</b>	<b>1.87</b>	<b>0.36</b>	<b>0.10</b>	-
	Diluted		<b>1.06</b>	<b>1.87</b>	<b>0.36</b>	<b>0.10</b>	-

**Annexure III Restated Cashflow Statement as at March 31, 2018**

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>A Cash flow from Operating Activities</b>					
Net Profit Before Tax	34.75	26.80	3.59	0.98	0.03
Adjustments for:	-	-	-	-	-
Add Depreciation	10.92	2.52	3.05	4.32	4.04
Less Dividend Income	-	-	(0.42)	(0.42)	(0.29)
Add Preliminary Expenses Written Off	2.25	0.12	0.12	0.13	-
Add Interest Expenses	-	0.02	0.03	20.21	33.68
Less Adj. of Depreciation on sale of Assets	-	-	-	-	-
Less Short-Term Capital Gain (Mutual Fund)	-	-	-	-	-
Less Profit on sale of Fixed Assets	-	-	(10.65)	-	-
Operating Profit / (Loss) before Working Capital Changes	47.92	29.46	(4.28)	25.22	37.46
Adjustments for:					
Increase/(Decrease) in creditors	(343.37)	425.84	(14.05)	874.88	893.80
Increase/(Decrease) in other current liabilities	0.33	0.18	0.01	(3.54)	2.81
Increase/(Decrease) in other Provisions	1.40	-	-	(0.54)	-
(Increase)/Decrease in debtors	468.83	(625.25)	(25.59)	881.57	(901.26)
(Increase)/Decrease in inventories	(25.17)	(16.85)	(4.97)	8.49	403.63
(Increase)/Decrease in other current assets	(16.71)	-	-	-	-
(Increase)/Decrease in Short Term Loan & Advances	(165.63)	11.48	231.90	11.65	(66.64)
<b>Cash flow generated from Operating Activities</b>	<b>(32.40)</b>	<b>(175.14)</b>	<b>183.02</b>	<b>47.97</b>	<b>369.80</b>
Income Tax Paid (Net of Refund)	-	0.35	-	0.01	-
<b>Net Cash flow generated from Operating Activities A</b>	<b>(32.40)</b>	<b>(175.49)</b>	<b>183.02</b>	<b>47.96</b>	<b>369.80</b>
<b>B Cash flow from Investment Activities</b>					
Purchase of Fixed Assets	(443.99)	(0.16)	(2.25)	(1.21)	(0.10)
Sale of Fixed Assets	-	-	20.00	-	-
Sale of Investments	-	-	3.50	-	-
Purchase of Investments	-	-	-	-	-
Share Application Money Received Back	-	-	-	-	-
Dividend Income	-	-	0.42	0.42	0.29
<b>Net Cash flow generated from Investments Activities B</b>	<b>(443.99)</b>	<b>(0.16)</b>	<b>21.67</b>	<b>(0.79)</b>	<b>0.19</b>
<b>C Cash flow from Financing Activities</b>					
Short term borrowings	-	-	-	(2.53)	(277.57)
Share Allotted	560.00	-	-	-	-
Issue of Equity share	-	-	-	-	-
Interest Expenses	-	(0.02)	(0.03)	(20.21)	(33.68)
(Increase)/Decrease in other non-current assets	-	-	-	-	-
(Increase)/Decrease in Long term loans & advances	(3.00)	116.22	(186.55)	(164.69)	(25.77)
Increase/(Decrease) in noncurrent liabilities & provisions	(85.53)	61.33	(14.78)	123.89	(28.01)
<b>Net Cash flow generated from Financing Activities C</b>	<b>471.47</b>	<b>177.53</b>	<b>(201.36)</b>	<b>(63.55)</b>	<b>(367.56)</b>
<b>Net Change in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(4.92)</b>	<b>1.88</b>	<b>3.33</b>	<b>(16.38)</b>	<b>4.96</b>
Opening Cash & Cash Equivalents	10.20	8.31	4.98	21.36	16.40
<b>Closing Cash &amp; Cash Equivalents</b>	<b>5.28</b>	<b>10.20</b>	<b>8.31</b>	<b>4.98</b>	<b>21.36</b>

## THE ISSUE

Present Issue in terms of the Prospectus:

Issue Details	
Equity Shares offered	43,98,000 Equity Shares of face value of ₹ 10 each at an Issue Price of ₹ 23 each aggregating to ₹ 1011.54 Lakh
Of which:	
Market Maker Reservation Portion	3,66,000 Equity Shares of face value of ₹ 10 each at an Issue Price of ₹ 23 each aggregating to ₹ 84.18 Lakh
Net Issue to the Public*	40,32,000 Equity Shares of face value of ₹ 10 each at an Issue Price of ₹ 23 each aggregating to ₹ 927.36 Lakh
<b>Of which</b>	
Retail Portion	20,16,000 Equity Shares of face value of ₹ 10 each at an Issue Price of ₹ 23 each aggregating to ₹ 463.68 Lakh
Non-Retail Portion	20,16,000 Equity Shares of face value of ₹ 10 each at an Issue Price of ₹ 23 each aggregating to ₹ 463.68 Lakh
<b>Pre and Post- Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	53,00,000 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	96,98,000 Equity Shares of face value of ₹ 10 each
Use of Proceeds	For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 54 of the Prospectus for information on use of Issue Proceeds.

### Notes

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section titled “*Issue Structure*” beginning on page no. 156 of this Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 28, 2017 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on January 1, 2018.

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

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

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

## GENERAL INFORMATION

Our Company was incorporated as ShivJosh Foods Private Limited under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974.

For further details in relation to the corporate history, changes in name and registered office of our Company, see the section titled "History and Certain Corporate Matters" on page no 83 of this Prospectus.

### BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<b>Sun Retail Limited</b> 213/214, Phase-II GIDC, Naroda, Ahmedabad - 382330, Gujarat, India. Tel No: 079- 22843366/+91-9427956633 Fax No: N.A Web Site: www.dhartisingtel.com Email: - sun_retail@yahoo.com Contact Person: - Mr. Himanshu Gupta
<b>Address of the ROC</b>	ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop Naranpura, Ahmedabad-380013, Phone: 079-27437597 Fax: 079-27438371 E Mail: roc.ahmedabad@mca.gov.in
<b>Designated Stock Exchange</b>	BSE Limited ("SME Platform")
<b>Issue Programme</b>	Issue Opens On: September 27, 2018 (Thursday) Issue Closes On: October 03, 2018 (Wednesday)

<b>Company Secretary and Compliance Officer and Chief Financial Officer</b>	Mr. Himanshu Gupta C/o 213/214, Phase-II GIDC, Naroda, Ahmedabad - 382330, Gujarat, India. Tel No :079- 22843366/+91-9427956633 Fax: N. A Email: - sun_retail@yahoo.com
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Note: Investors can contact the Compliance Officer in case of any pre-issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depositories beneficiary account or dispatch of refund order etc.

### BOARD OF DIRECTORS OF OUR COMPANY

Our Board of Directors Consist of:

Name	Designation	DIN No.
Mr. Dharamjit B. Mori	Whole-Time Director	08038027
Mr. Vikram I. Desai	Non-Executive Director & Non-Independent	08031739
Ms. Jalpaben D. Dholakiya	Independent Director	07969810
Mr. Tusharbhai D. Donda	Independent Director	07543151
Mr. Janak P. Patel	Independent Director	07969539

For further details pertaining to the educational qualifications and experience of our Directors, please refer to page no. 87 of this Prospectus under the chapter titled "Our Management".



## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

Lead Manager to the Issue	Registrar to the Issue
<b>FEDEX SECURITIES LIMITED</b> <b>Address:</b> 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai –400099, Maharashtra, India. <b>Tel No:</b> +91 81049 85249 <b>Fax No:</b> 022 26186966 <b>Contact Person:</b> Rinkesh Saraiya <b>Email:</b> mb@fedsec.in <b>Website:</b> www.fedsec.in <b>Investor Grievance Email:</b> mb@fedsec.in <b>SEBI Registration Number:</b> INM000010163	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> <b>Address:</b> 1st Floor, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059 <b>Tel No:</b> +91-022-62638200 <b>Fax No:</b> +91-022-62638299 <b>SEBI Registration No:</b> INR000001385 <b>Email Id:</b> ipo@bigshareonline.com <b>Investor Grievance Email:</b> investor@bigshareonline.com <b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Jibu John

Statutory and Peer Auditor of the Company	Legal Advisor to the Issue
<b>G M C A &amp; CO.</b> Chartered Accountant <b>Address:</b> 101, Parishram, 5-B, Rashmi Society, Nr. LG showroom, mithakali six roads, navrangpura, Ahmedabad - 380009, Gujarat, India. <b>Tel:</b> 079- 40037372 <b>Fax No:</b> N.A <b>Email:</b> gmca1973@gmail.com <b>Contact Person:</b> C.A Mitt S. Patel <b>M.No.:</b> 163940 <b>Firm Reg No:</b> 109850W <b>Peer Reviewed Certificate No.:</b> 007700	<b>MEENA R. SADHWANI</b> <b>Address:</b> Sp 2/17, Dharani dhar Vila, Nr. Sarjan Banglow, Prashvnath Road, Naroda, Ahmedabad, Gujarat, India. <b>Tel:</b> +91-8460778877/ 9327499870 <b>Email:</b> minasadhvani119@yahoo.com <b>Contact Person:</b> Meena Ramchandra Sadhwani <b>Bar Council En No.</b> G/411/2009

Banker to the Company	Bankers to the Issue and Refund Banker
<b>HDFC BANK LIMITED</b> <b>Address:</b> FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042 <b>Tel No:</b> 022-30752927/28/2914 <b>Fax:</b> 022-25799801 <b>Email:</b> Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com <b>Website:</b> www.hdfcbank.com <b>Contact Person:</b> Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil <b>SEBI Cert Registration No:</b> INBI00000063	<b>HDFC BANK LIMITED</b> <b>Address:</b> FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai-400042 <b>Tel No:</b> 022-30752927/28/2914 <b>Fax:</b> 022-25799801 <b>Email:</b> Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com <b>Website:</b> www.hdfcbank.com <b>Contact Person:</b> Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil <b>SEBI Cert Registration No:</b> INBI00000063

### SELF CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on [www.sebi.gov.in](http://www.sebi.gov.in). Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned website.

### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Fedex Securities Limited being the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

### CREDIT RATING

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

## IPO GRADING

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of appointing an IPO Grading agency.

## TRUSTEE

As this is an issue of Equity Shares, the appointment of Trustees is not required.

## BROKERS TO THE ISSUE

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

## APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the issue size is below Rs. 10,000 lakhs and hence our Company has not appointed a monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds.

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

## EXPERT OPINION

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

Our Company has received written consent from the Auditors namely, M/s. G M C A & CO., Chartered Accountants to include their name in respect of the report on the Restated Financial Statements dated January 31, 2018 and the Statement of Tax Benefits dated January 9, 2017 included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013, and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Prospectus.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated March 13, 2018, Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have given their consent for inclusion of their name in the Prospectus as Underwriters and have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Particulars	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
<b>Fedex Securities Limited</b> 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai –400099, Maharashtra, India <b>Tel No:</b> +91 81049 85249 <b>Fax No:</b> 022 26186966 <b>Contact Person:</b> Uday Nair <b>Email:</b> <a href="mailto:mb@fedsec.in">-mb@fedsec.in</a> <b>Website</b> - <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Investor Grievance Email</b> - <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>SEBI Registration Number:</b> INM000010163	43,98,000	1011.54	100%
<b>Total</b>	<b>43,98,000</b>	<b>1011.54</b>	<b>100%</b>

\*Includes 3,66,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.

As per Regulation 106 P (2) of SEBI ICDR Regulations, the Lead Manager has agreed to underwrite to a minimum extent of 15.00% of the Issue out of its own account.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full.

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company and the Lead Manager have entered into a tripartite agreement dated September 17, 2018 with the following Market Maker, duly registered with BSE Limited to fulfill the obligations of Market Making:

##### **NNM Securities Private Limited**

1111, Stock Exchange Tower, 11<sup>th</sup> Floor,

Dalal Street, Fort,

Mumbai -400 023, Maharashtra

Tel No: +91 22 40790011

Fax No: +91 2222722279

Email: [nikunj@nnmsecurities.com](mailto:nikunj@nnmsecurities.com)

Contact Person: Mr. Nikunj Mittal

SEBI Registration No: INB011044634

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

#### **Following shall be summary of the key details pertaining to the Market Making arrangement:**

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her 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(s), for the quotes given by him.

There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

- 4) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 5) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 6) The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the

requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 7) Risk containment measures and monitoring for Market Makers: BSE SME Segment will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 8) After completion of the first three months of market making, in terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Offer). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the SME Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.
- 9) Punitive Action in case of default by Market Makers: BSE SME 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 Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 10) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange/ Platform.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Upto ₹ 20 Crore	25%	24%
₹ 20 Crore To ₹ 50 Crore	20%	19%
₹ 50 Crore To ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

## CAPITAL STRUCTURE

Our Equity Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Prospectus, is set forth below:

(₹ In Lakh, except shares data)

Sr. No.	Particulars	Aggregate Value at Face Value (₹)	Aggregate Value at issue Price (₹) in Lakh
<b>A.</b>	<b>AUTHORISED EQUITY SHARE CAPITAL</b>		
	1,00,00,000 Equity Shares of face value of ₹10 each	1,000.00	
<b>B.</b>	<b>ISSUED, SUBSCRIBED &amp; PAID - UP CAPITAL BEFORE THE ISSUE</b>		
	53,00,000 fully paid Equity Shares of face value of ₹10 each	530.00	
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS#</b>		
	Issue of 43,98,000 Equity Shares of face value of ₹10 each at a premium of ₹13 per share	439.80	1011.54
	<b>Which Comprises:</b>		
(I)	Reservation for Market Maker 3,66,000 Equity Shares of face value of ₹10 each at a premium of ₹13 will be available for allocation to Market Maker	36.60	84.18
(II)	Net Issue to the Public 40,32,000 Equity Shares of face value of ₹10 each at a premium of ₹13 per share	403.20	927.36
	<b>Of Net Issue to the Public</b>		
(I)	20,16,000 Equity Shares of face value of ₹10 each at a premium of ₹13 per share shall be available for allocation for Investors applying for a value of upto ₹2 Lakh	201.60	463.68
(II)	20,16,000 Equity Shares of face value of ₹10 each at a premium of ₹13 per share shall be available for allocation for Investors applying for a value of above ₹2 Lakh	201.60	463.68
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE PRESENT ISSUE</b>		
	96,98,000 Equity Shares of ₹10 each	969.80	
<b>E.</b>	<b>SHARE PREMIUM ACCOUNT</b>		
	Share Premium account before the Issue		130.00
	Share Premium account after the Issue		701.74

**Note:**

#The present issue of 43,98,000 equity shares in terms of this Prospectus has been authorized by a resolution of our Board dated December 28, 2017 and by a special resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on January 1, 2018.

**Class of Shares**

The company has only one class of shares i.e. Equity shares of ₹10 each only.

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

**Details of Changes in Authorized Share Capital:**

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

Sr. No.	Particulars of Increase	Cumulative no. of equity shares	Cumulative Authorized Share Capital	Date of Meeting	Whether AGM/EGM
1.	On incorporation	10,000	1,00,000	-	-
2.	Increase from Rs.1.00 Lakh to Rs.5.00 Lakh	50,000	5,00,000	July 26, 2008	EGM
3.	Increase from Rs. 5.00 Lakh to Rs.10.00 Lakh	1,00,000	10,00,000	June 25,2009	EGM
4.	Increase from Rs.10.00 Lakh to Rs.100.00 Lakh	10,00,000	1,00,00,000	December 31,2012	EGM
5.	Increase from Rs.100.00 Lakh to Rs.1000.00 Lakh	1,00,00,000	10,00,00,000	November 11,2017	EGM

**Notes to the Capital Structure:**

**1. Share Capital History:**

**Our existing Share Capital has been subscribed and allotted as under:**

Date	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Consideration	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative paid up share capital (In ₹)	Cumulative Share Premium (In ₹)
May 28, 2007	10,000	10	10	Cash	Subscribers to the Memorandum	10000	1,00,000	-
August 11,2008	40,000	10	10	Cash	Further Allotment	50000	5,00,000	-
June 26, 2009	50,000	10	10	Cash	Further Allotment	100000	10,00,000	-
January 23, 2013	9,00,000	10	10	Cash	Further Allotment	1000000	1,00,00,000	-
November 29, 2017	10,00,000	10	10	Cash	Further Allotment	2000000	2,00,00,000	-
January 1, 2018	33,00,000	10	10	Other than Cash	Further Allotment	5300000	5,30,00,000	-

**Note:**

Our Company has issued following Equity Share for consideration other than cash:

1. Allotted against purchase of Unit (Plot Nos. G1-21 and 22 with shed, fixtures, machineries etc. admeasuring 2,000 sq. mtrs.) situated at Mandar Industrial Area, Mandar, Tehsil Reodar, District –Sirohi, Rajasthan on January 1, 2018 to following:

Sr. No.	Name of Person	No. of Shares Allotted	Price	Reason
1.	TJR Agrocom Private Limited	33,00,000	10	Alloted against purchase of Unit (Plot Nos. G1 -21 and 22 with shed, fixtures, Machineries etc. admeasuring 2,000 sq. mtrs.) situated at Mandar Industrial Area, Mandar, Tehsil Reodar, District – Sirohi, Rajasthan

Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 391 - 394 of the Companies Act, 1956.

Our company has not capitalized its reserve from the date of its inception.

- a) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs.10/- each fully paid at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Ms. Shivani Joshi	4,500
2.	Ms. Monika Thakkar	5,000
3.	Mr. Dhiren Thakkar	500
<b>Total</b>		<b>10,000</b>

- b) Further Allotment as on August 11, 2008 of 40,000 Equity Shares of face value of Rs. 10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Mr. Tushar Patel	20,000
2.	M/s T.J.R Sons Limited	20,000
<b>Total</b>		<b>40,000</b>

- c) Further Allotment as on June 26, 2009 of 50,000 Equity Shares of face value of Rs. 10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	M/s. T.J.R Sons Limited	50,000
<b>Total</b>		<b>50,000</b>

- d) Further Allotment as on January 23, 2013 of 9,00,000 Equity Shares of face value of Rs. 10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Mr. Bacchubhai Patel	4,20,000
2.	Mr. Kishor Bhatt	3,60,000
3.	Mr. Rajesh Patel	1,20,000
<b>Total</b>		<b>9,00,000</b>

- e) Further Allotment as on November 29, 2017 of 10,00,000 Equity Shares of face value of Rs. 10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	M/s. TJR Agrocom Private Limited	10,00,000
<b>Total</b>		<b>10,00,000</b>

- f) Further Allotment as on January 1, 2018 of 33,00,000 Equity Shares of face value of Rs. 10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	TJR Agrocom Private Limited	33,00,000
<b>Total</b>		<b>33,00,000</b>

## 2. Share Capital Build-up of our Promoter & Lock-in

Our Promoter had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoter M/s. TJR Agrocom Private Limited

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Con sideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (₹)	Issue/T ransfer	% of total Issued Capital		Lock in Period
							Pre-Issue	Post-Issue	
April 1, 2016	Transfer	10	880000	880000	10	Transfer	16.60	9.07	3 Years
April 1, 2016	Transfer	10	118690	998690	10	Transfer	2.24	1.23	3 Years
November 29, 2017	Further Alloted	10*	1000000	1998690	10	Issue	18.87	10.31	3 Years
January 1, 2018	Alloted against purchase of Plant of Mandar, Sirohi Road, Rajasthan.	Other than Cash	33,00,000	5298690	10	Issue	62.26	34.03	1 Years
	<b>Total (A)</b>		<b>52,98,690</b>				<b>99.98</b>	<b>54.64</b>	

\*Note: On January 29, 2018, TJR Agrocom Private Limited has paid differential amount of Rs. 13 per Equity Shares for 10,00,000 Equity Shares aggregating to Rs. 1,30,00,000 towards promoters contribution, pursuant to proviso of sub regulation (b) of Regulation 33(1) of SEBI (ICDR) Regulations, 2009.

As per clause (a) sub-regulation (1) Regulation 32 of the SEBI (ICDR) Regulations and in terms of the aforesaid table, an aggregate of 20.61 % of the post-Issue Equity Share Capital of our Company i.e. 19,98,690 equity shares shall be locked in by our Promoter for three years. The lock-in shall commence from the date of allotment in the proposed public issue and 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 issue whichever is later. (“**Minimum Promoters’ contribution**”).

The Promoters’ contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoters for the lock-in of 19,98,600 Equity Shares for three years.

We confirm that the minimum Promoters’ contribution of 20.61 % as per Regulation 33 of the SEBI ICDR Regulations which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters’ contribution;
- Except as stated below, our company has not issued any Equity Shares at a price lower than the Issue Price during the period of one year preceding the date of this Prospectus.

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price	Nature of Consideration	Reasons for Allotment	Whether forming Part of Promoter/Promoter Group
November 29, 2017	10,00,000*	10	10	Cash	Further Allotment	Promoter
January 1, 2018	33,00,000	10	10	Other than Cash	Alloted against purchase of Unit (Plot Nos. G1-21 and 22 with shed, fixtures, Machineries etc. admeasuring 2,000 sq. mtrs.)	Promoter



Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price	Nature of Consideration	Reasons for Allotment	Whether forming Part of Promoter/Promoter Group
					situated at Mandar Industrial Area, Mandar, Tehsil Reodar, District – Sirohi, Rajasthan	

\*Note: On January 29, 2018, TJR Agrocom Private Limited has paid differential amount of Rs. 13 per Equity Shares for 10,00,000 Equity Shares aggregating to Rs. 1,30,00,000 towards promoters contribution, pursuant to proviso of subregulation (b) of Regulation 33(1) SEBI (ICDR) Regulations, 2009.

- Further, our Company has not been formed by the conversion of a partnership firm into a company and no Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.

### 3. Equity Shares locked-in for one year

In addition to 20.61% of the post-Issue shareholding of our Company locked-in for three years as the minimum Promoters' contribution, the balance Pre-Issue Paid-up Equity Share Capital i.e. 33,01,310 Equity Shares, would be locked-in for a period of one year from the date of Allotment in the proposed Initial Public Offering.

### 4. Other requirements in respect of 'lock-in'

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 36 of the SEBI ICDR Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

In terms of Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 36 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
  - If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 36 of the SEBI ICDR Regulations and the pledge of specified securities is one of the terms of sanction of the loan.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
  6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
  7. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of

the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines

8. Except the following, Our Company has not issued any Equity Shares during a period of one year preceding the date of the Prospectus at a price lower than the Issue price.

Sr. No.	Name of Person	No. of Shares Allotted	Promoter / Promoter Group
1.	TJR Agrocom Private Limited	10,00,000*	Promoter
2.	TJR Agrocom Private Limited	33,00,000	Promoter
<b>TOTAL</b>		<b>43,00,000</b>	

\*Note: On January 29, 2018, TJR Agrocom Private Limited has paid differential amount of Rs. 13 per Equity Shares for 10,00,000 Equity Shares aggregating to Rs. 1,30,00,000 towards promoter's contribution, pursuant to proviso of sub regulation (b) of Regulation 33(1) of SEBI (ICDR) Regulations, 2009.

9. **Our shareholding pattern**

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI LODR Regulations, 2015 is given here below:

**i. Summary of Shareholding Pattern:**

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a 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	Class eg: X	Class eg: Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	1	52,98,690	0	0	52,98,690	99.98	0	0	0	0	0	99.98	0	0	0	N.A	52,98,690
(B)	Public	6	1,310	0	0	1,310	0.02	0	0	0	0	0	0.02	0	0	N.A	N.A	1,200
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a 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	Class eg: X	Class eg: Y	Total			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)
		7	53,00,000	0	0	53,00,000	100.00	0	0	0	0	0	100.00	0	0	0	N.A	52,99,890	

**ii. Shareholding Pattern of the Promoter and Promoter Group:**

Sr. No.	Category & Name of the shareholders (I)	PAN (II) (Not to be Disclosed)	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Share holding % 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 of Total Voting Rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
									Class X	Class Y									
(1)	<b>Indian</b>																		
(a)	<b>Individuals/H.U.F</b>		0	0	0	0	0	0.00	0	0	0	0	0	0.00	-	-	-	-	0
(b)	Central/State Government(s)		0	0	0	0	0	0.00	0	0	0	0	0	0.00	-	-	-	-	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0	0	0.00	-	-	-	-	0
(d)	<b>Any Other (Specify)</b>																		0
	<b>Bodies Corporate</b>		1	52,98,690	0	0	52,98,690	99.98	0	0	0	0	0	99.98	-	-	-	-	52,98,690
	TJR Agrocom Private Limited	AACCR3213R	1	52,98,690	0	0	52,98,690	99.98	0	0	0	0	0	99.98	-	-	-	-	52,98,690
	<b>Sub- Total (A)(1)</b>		<b>1</b>	<b>52,98,690</b>	<b>0</b>	<b>0</b>	<b>52,98,690</b>	<b>99.98</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>99.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>52,98,690</b>
(2)	<b>Foreign</b>																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	-	-	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	-	-	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	-	-	0

Sr. No.	Category & Name of the shareholders (I)	PAN (II) (Not to be Disclosed)	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Share holding % 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 Voting Rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
									Class X	Class Y								
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0	0	-	-	-	-	0
(e)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0	0	-	-	-	-	0
	<b>Sub- Total (A)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>1</b>	<b>52,98,690</b>	<b>0</b>	<b>0</b>	<b>52,98,690</b>	<b>99.98</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>99.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>52,98,690</b>

iii. Shareholding Pattern of our Public Shareholder:

Sr. No.	Category Name of the shareholders (I)	& PAN (II)	Nos of shareholder (III)	No of paid-up equity shares (IV)	fully paid-up equity shares held (V)	Partly paid-up equity shares under Depository Receipts (VI)	No of shares held (VII)	Total nos. shares holding = (IV)+(V)+(VI) (VIII)	Shareholding % as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of Outstanding convertible securities (Including Warrants) (X)	Shareholding %, as 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)	As a % of total shares held (Not applicable)(b)	Number of equity shares held indematized form (XIV)
										No of Voting Rights Class X	Class Y	Total % of Total Voting Rights			No. (a)	As a % of total shares held (b)			
(1)	<b>Institutions</b>																		
(a)	Mutual Fund/UTI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(f)	Financial Institutions Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/Pension Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub- Total (B)(1)</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>
(2)	<b>Central Government/State Government(s) /President of India</b>		<b>0</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub- Total (B)(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>
(3)	<b>Non-Institutions</b>		0	0	0	0	0.00		0	0	0	0	0	0	0	0	-	-	-
(a)	<b>Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.</b>		6	1,310	0	0	1,310	0.02		0	0	0	1,310	0.02	0	0	-	-	-
1.	Mrs. Devika H Thakkar	ANVPTOSO3F		500	0	0	500	0.009	0	0	0	0	500	0.009	0	0	-	-	500
2.	Mr. Himanshu Gupta	BIXPGBOO6J		100	0	0	100	0.002	0	0	0	0	100	0.002	0	0	-	-	100
3.	Ms. Madhu Gupta	BCHPG7639B		10	0	0	10	0.00	0	0	0	0	10	0.00	0	0	-	-	0
4.	Neelaben K. Thakkar	AAOPT3O22H		100	0	0	100	0.002	0	0	0	0	100	0.002	0	0	-	-	100



5.	Ramila J Chauhan	ATGPC4BBOP		100	0	0	100	0.002	0	0	0	0	100	0.002	0	0	-	-	0
6.	Jagdish M Chauhan	ANVPC4377N		500	0	0	500	0.009	0	0	0	0	500	0.009	0	0	-	-	500
	<b>ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.</b>		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	-	-
(b)	NBFCs registered with RBI		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	-	-	0
©	Employee Trust		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	-	-	0
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	-	-	0
(e)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	-	-	
	<b>Sub- Total (B)(3)</b>		6	1,310	0	0	1,310	0.02		0	0	0	1,310	0.02	0		-	-	1200
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>		6	1,310	0	0	1,310	0.02		0	0	0	1,310	0.02	0	0	-	-	1200

iv. Statement showing shareholding pattern of the Non Promoter-Non Public Shareholder:

Sr. No.	Category & Name of the shareholders (I)	PAN (II)	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (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 conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VI D)+(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.	As a % of total shares held	No. (Not applicable)		As a % of total shares held (Not applicable)
									Class : X	Class : Y	Total								
(1)	<b>Custodian/DR Holder</b>																		
(a)	Name of DR Holder (If available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	0
	<b>Sub total (C) (1)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	0
(2)	<b>Employee Benefit Trust (Under SEBI (Share based Employee</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	0

	<b>Benefit ) Regulations, 2014)</b>																		
	<b>Sub total (C) (2)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	
	<b>Total Non- Promoter – Non Public Shareholdin g(C) = (C) (1)+©(2)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	0

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

10. The shareholding pattern before and after the Issue:

Sr. No.	Name of share holder	Pre issue		Post issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
<b>(i) Promoters</b>					
1.	TJR Agrocom Private Limited	52,98,690	99.98	52,98,690	54.64
	<b>Total (A)</b>	<b>52,98,690</b>	<b>99.98</b>	<b>52,98,690</b>	<b>54.64</b>
<b>(ii) Promoter Group</b>					
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (A+B)</b>	<b>52,98,690</b>	<b>99.98</b>	<b>52,98,690</b>	<b>54.64</b>
<b>(iii) Public</b>					
2.	Devika H Thakkar	500	Negligible	500	Negligible
3.	Himanshu Gupta	100	Negligible	100	Negligible
4.	Madhu Gupta	10	Negligible	10	Negligible
5.	Neelaben K. Thakkar	100	Negligible	100	Negligible
6.	Ramila J Chauhan	100	Negligible	100	Negligible
7.	Jagdish M Chauhan	500	Negligible	500	Negligible
	<b>Total (C)</b>	<b>1,310</b>	<b>0.02</b>	<b>1,310</b>	<b>0.01</b>
	<b>Initial Public Offer (D)</b>	<b>-</b>	<b>-</b>	<b>43,98,000</b>	<b>45.35</b>
	<b>Grand Total (Total A+B+C+D)</b>	<b>53,00,000</b>	<b>100</b>	<b>96,98,000</b>	<b>100.00</b>

11. There will 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 the date of the Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure within a period of six months from the date of opening of this Issue, 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 our Equity Shares) whether preferential or otherwise except that if we enter into acquisition(s) or joint ventures, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
12. During the past six months immediately preceding the date of filing Prospectus no Equity shares of the company have been purchased or sold by our Promoter, their relatives and associates, persons in Promoter Group [as defined under sub clause (zb) sub regulation (1) Regulation 2 of SEBI (ICDR) Regulations other than stated below:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price	Nature of Consideration	Reasons for Allotment
November 29, 2017	10,00,000*	10	10	Cash	Further Allotment
January 1, 2018	33,00,000	10	10	Other than Cash	Alloted against purchase of Unit (Plot Nos. G1-21 and 22 with shed, fixtures ,Machineries etc. admeasuring 2,000 sq. mtrs.) situated at Mandar Industrial Area, Mandar, Tehsil Reodar, District –Sirohi, Rajasthan

\*Note: On January 29, 2018, TJR Agrocom Private Limited has paid differential amount of Rs. 13 per Equity Shares for 10,00,000 Equity Shares aggregating to Rs. 1,30,00,000 towards promoters contribution, pursuant to proviso of sub regulation (b) of Regulation 33(1) of ICDR Regulations, 2009.

13. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Prospectus.
14. Our Company, our Promoter, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Prospectus.
15. There are no safety net arrangements for this public issue.
16. As on the date of filing of the Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
17. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
18. As per RBI regulations, OCBs are not allowed to participate in this Issue.

**19. Particulars of top ten shareholders:**

**(a) Particulars of the top ten shareholders as on the date of the Prospectus:**

Sr. No.	Name of shareholder	No. of Shares	% of Shares to Pre-Issue Capital
1.	TJR Agrocom Pvt. Ltd.	52,98,690	99.98
2.	Devika H Thakkar	500	Negligible
3.	Himanshu Gupta	100	Negligible
4.	Madhu Gupta	10	Negligible
5.	Neelaben K. Thakkar	100	Negligible
6.	Ramila J Chauhan	100	Negligible
7.	Jagdish M Chauhan	500	Negligible
<b>Total</b>		<b>53,00,000</b>	<b>100.00</b>

**(b) Particulars of top ten shareholders ten days prior to the date of the Prospectus:**

Sr. No.	Name of shareholder	No. of Shares	% of Shares to Pre-Issue Capital
1.	TJR Agrocom Pvt. Ltd.	52,98,690	99.98
2.	Devika H Thakkar	500	Negligible
3.	Himanshu Gupta	100	Negligible
4.	Madhu Gupta	10	Negligible
5.	Neelaben K. Thakkar	100	Negligible
6.	Ramila J Chauhan	100	Negligible
7.	Jagdish M Chauhan	500	Negligible
<b>Total</b>		<b>53,00,000</b>	<b>100.00</b>

**(c) Particulars of the top ten shareholders two years prior to the date of the Prospectus**

Sr. No.	Name of shareholder	No. of Shares	% of Shares to Pre-Issue Capital
1.	Rajeshkumar V. Patel	1,20,000	12.00

Sr. No	Name of shareholder	No. of Shares	% of Shares to Pre-Issue Capital
2.	Dhiren K Thakkar	8,80,000	88.00
	<b>Total</b>	<b>10,00,000</b>	<b>100.00</b>

20. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
21. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
22. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
23. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
24. We have 7 shareholders as on the date of filing of the Prospectus.
25. Our Promoter and the members of our Promoter Group will not participate in this Issue.
26. Our Company has not made any public issue or right issue since its incorporation.
27. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.
28. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of registering Prospectus with the Registrar of Companies and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
29. None of our Key Managerial holds any Equity Shares in our Company except Mr. Himanshu Gupta who is Company Secretary and Compliance officer of our Company who holds 100 Equity Shares of our Company.

## SECTION IV - PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The objects of the Issue are:

1. Incremental Working capital requirements
2. General Corporate Purpose,
3. Meeting Public Issue Expenses.

The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on BSE. We believe that the listing of our Equity Shares will enhance our visibility and brand name and enable us to avail future growth opportunities.

The main object clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue.

### FUND REQUIREMENTS

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

Requirement of Funds(₹ In Lakh)			
Sr. No.	Particulars	Amount	% of the Total Issue Size
1)	Incremental Working capital requirements	709.00	70.10
2)	General Corporate Purpose	243.00	24.00
3)	Public Issue Expenses	59.54	5.90
	<b>Total</b>	<b>1011.54</b>	<b>100.00</b>

### Means of Finance

(₹ In Lakh)		
Sr. No.	Particulars	Amount
1)	Proceeds from Initial Public Offer	1011.54
	<b>Total</b>	<b>1011.54</b>

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 4 (2) (g) of the SEBI ICDR Regulations and Clause VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

Our fund requirements and deployment thereof are based on the estimates of our management. These are based on current circumstances of our business and are subject to change in light of changes in external circumstances or costs, or in our financial condition and business or strategy. Our management, in response to the dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Proceeds. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

No part of the issue proceeds will be paid as consideration to Promoters, Promoter Group, Group Entities, directors, Key Managerial Personnel and associates.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1) LONG TERM WORKING CAPITAL REQUIREMENTS

The Company is trading into Refined/filtered edible oils namely Cottonseed oil, Ground Nut oil, Sun Flower oil and bulk trading of Palmolein oil and Soyabean Oil. On account of paucity of funds, the company is taking average credit period of 25 days from the suppliers and not getting good discount on purchase of our raw material.

As on March 31, 2018, the Company's net working capital consisted of Rs. 361.60 Lakhs as against Rs. 310.68 Lakhs as on March 31, 2017. The Net working capital requirement for current financial year F.Y. 2018-19 is projected to Rs. 1070.60 Lakhs. As on the date of this Prospectus we meet our working capital requirements in the ordinary course of its business from capital, internal accruals, unsecured loans etc.

Basis of estimation of working capital requirement and estimated working capital requirement:

(₹ In Lakh)

Particulars	F.Y. 2015-2016	F.Y. 2016-2017	FY 2017-18	F.Y. 2018-19(Projected)
Current Assets				
Finished Goods	98.37	115.22	140.39	341.92
Trade Receivables	52.72	677.98	209.14	724.93
Short Term Loans and Advances	18.82	7.34	172.97	225.00
Cash and Bank Balance	8.31	10.20	5.28	16.30
<b>Total Currents Assets (A)</b>	<b>178.22</b>	<b>810.74</b>	<b>527.78</b>	<b>1308.15</b>
<b>Less: Current Liabilities</b>				
Trade Payables	66.22	492.06	148.69	210.41
Other Current Liabilities	0.12	0.30	0.63	1.18
Short Term Provisions	0.00	7.70	16.86	25.96
<b>Total Current Liabilities (B)</b>	<b>66.34</b>	<b>500.06</b>	<b>166.18</b>	<b>237.55</b>
<b>NET WORKING CAPITAL REQUIREMENTS (A-B)</b>	<b>111.88</b>	<b>310.68</b>	<b>361.60</b>	<b>1070.60</b>
<b>Funding Pattern</b>				
Unsecured Loan/Borrowing	11.00	191.11	0.00	0.00
Balance by Equity and Internal Cash Accruals	100.88	119.57	361.60	361.60
Incremental Working Capital through IPO Proceeds	-	-	-	709.00



### Assumptions for working capital requirements

Particulars	No. of days outstanding or holding level as on		F.Y. 2017-18	F.Y. 2018-19 (Projected)	Justification for Holding
	F.Y. 2015-2016	F.Y.2016-2017			
Finished Goods	14.09	6.19	8.00	13	Projected for 2018-19 is on the basis of past two years stocking period. To cater wide range of our product to our customers, our company will have stocking period of 13 days approximately.
Trade Receivables	7.55	36.37	12	27	Projected for 2018-19 is on the basis of past two years outstanding Debtors. To increase the sales, our company will give credit to customers for 27 days approximately.
Trade Payables	9.48	26.45	8	8	Projected for 2018-19 is on the basis of past two years credit given by the suppliers. However, the Company will improve the profitability by getting better discount on purchase and keeping the credit period cycles on same lines.

### 2) GENERAL CORPORATE PURPOSE:

The application of the Issue proceeds for general corporate purposes would include but not be restricted to financing our working capital requirements, capital expenditure, deposits for hiring or otherwise acquiring business premises, meeting exigencies etc. which we in the ordinary course of business may incur. Our Management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to use Rs. 243.00 Lakh for general corporate purposes.

### 3) PUBLIC ISSUE EXPENSES:

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. The estimated Issue expenses are as follows:

(₹ in Lakh)

Sr. No.	Particulars	Amount
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket Expenses.	30.00
2.	Printing & Stationery and Postage Expenses	5.00
3.	Marketing and Advertisement Expenses	6.00
4.	Regulatory fees and other Expenses	9.00
5.	Other Miscellaneous Expenses	9.54
	<b>Total</b>	<b>59.54</b>

Note

1. SCSBs will be entitled to a processing fee of Rs. 10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.
2. Selling commission payable to Registered Broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non-Institutional Applicants, would be 0.01% on the Allotment Amount or Rs 10/- whichever is less on the Applications wherein shares are allotted.
3. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.
4. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

#### Schedule of Implementation

All funds raised through this issue, are proposed to be utilized in the F.Y. 2018-19 itself. The detailed breakup of the funds to be utilised year wise as follow.

(₹ in Lakh)

Sr. No.	Particulars	Object of the Issue	Amount Spent upto August 31, 2018	F.Y. 2018-19
1)	Incremental Working capital requirements	709.00	0	709.00
2)	General Corporate Purpose	243.00	0	243.00
3)	Public Issue Expenses	59.54	7.47*	59.54*
	<b>Total</b>	<b>1011.54</b>	<b>7.47*</b>	<b>1011.54</b>

\*Public issue expenses incurred out of internal accruals shall be recouped out of Issue proceeds

#### Deployments of funds already deployed till date:

As certified by the Auditors of our Company, viz., GMCA & Co, Chartered Accountants vide its certificate dated September 1, 2018 the funds deployed up to August 31, 2018 towards the object of the Issue is Rs. 7,46,622/-.

#### Details of Fund Deployment

(₹ in Lakh)

Sr. No.	Particulars	Amount spent upto August 31, 2018
1)	Incremental Working capital requirements	Nil
2)	General Corporate Purpose	Nil
3)	Public Issue Expenses	7.47
	<b>Total</b>	<b>7.47</b>

#### Sources of Funds

Sr. No.	Particulars	Amount spent upto August 31, 2018
1)	Internal cash Accruals	7.47
	<b>Total</b>	<b>7.47</b>

**PURSUANT TO PROVISIO OF SUB REGULATION 4 OF REGULATIONS 32, CASH FLOW STATEMENT IN CASE OF PROMOTER CONTRIBUTION BOUGHT AND UTILIZED IS AS FOLLOWS.**

(In Rs.)

Date	Name of party	Nature of Transaction	Amount of Transaction
30.01.2018	Maruti Nutritious Food Ltd.	Paid to suppliers	30,00,000/-

Date	Name of party	Nature of Transaction	Amount of Transaction
31.01.2018	Hygenic Palm Oil Pvt. Ltd.	Paid to suppliers	20,00,000/-
01.02.2018	Hygenic Palm Oil Pvt. Ltd.	Paid to suppliers	22,00,000/-
01.02.2018	Hygenic Palm Oil Pvt. Ltd.	Paid to suppliers	30,00,000/-
01.02.2018	Hygenic Palm Oil Pvt. Ltd.	Paid to suppliers	27,00,000/-
08.03.2018	Remaining balance with HDFC Bank Account of the Company		1,00,000/-
	<b>Total</b>		<b>1,30,00,000/-</b>

As per certificate of GMCA & CO., Chartered Accountants dated March 9, 2018.

Note: On January 29, 2018, TJR Agrocom Private Limited, Promoter of Sun Retail Limited had paid differential amount of Rs. 13.00 per Equity Shares for allotment of 10,00,000 Equity Shares made on November 29, 2017 aggregating to Rs. 1,30,00,000 towards promoters contribution, pursuant to proviso of Regulation 33(1)(b)(i) of SEBI (ICDR) Regulations, 2009.

### Appraisal Report

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

### Bridge Financing Facilities

We have currently not raised any bridge loans against the Net Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Issue Proceeds.

### Interim Use of Funds

Pending utilisation for the purpose described above, we intend to deposit the funds with Scheduled Commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### Variation on Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the issue without our Company being authorised to do so by the shareholders by way of Special Resolution through postal ballot. Our promoter or controlling shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed by SEBI, in this regard.

### Shortfall of Funds

In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

**Monitoring of Issue proceeds**

As the size of the Issue will not exceed ₹ 10,000 Lakh, the appointment of Monitoring Agency would not be required as per Regulation 16 of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Companies restated financial statements. Investors should also refer to the sections titled "Risk Factors" and "Financial Information" on pages 11 and 102 respectively, of the Prospectus to get a more informed view before making the investment decision.

### Qualitative Factors

For details of Qualitative factors please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page 71 of the Prospectus.

### Quantitative Factors

Information presented in this chapter is derived from our Restated Financial Statements

#### 1. Standalone Basic & Diluted Earnings Per Share (EPS)#:

Period	Basic EPS (₹)	Weight age
Fiscal 2016	0.36	1
Fiscal 2017	1.87	2
Fiscal 2018	1.06	3
<b>Weighted Average</b>	1.21	

#### Note

# Basic earnings per share (₹) = Net profit after tax (as restated) attributable to shareholders divided by Weighted average number of equity shares outstanding during the year.

# The face value of each Equity Share is ₹ 10.

#### 2. Standalone Price to Earnings (P/E) ratio in relation to Issue Price of ₹23 :

Particulars	P/E at the Issue Price (₹ 23)
a. Based on 2017-18 basic EPS of ₹ 1.06	21.70
b. Based on weighted average basic EPS of ₹1.21	18.96

#### 3. Standalone Return on Net Worth#

Period	Return on Net Worth (%)	Weights
Year ended March 31, 2016	3.56	1
Year ended March 31, 2017	15.68	2
Year ended March 31, 2018	<b>3.29</b>	3
<b>Weighted Average</b>	<b>7.47</b>	

# Return on net worth (%) = Net Profit after tax as restated / Net worth at the end of the year

#### 4. Standalone

- A. Minimum Return on Total Net Worth after issue need to maintain Basic EPS as on March 31,2018 at Rs.1.06 =6.05 %
- B. Minimum Return on Total Net Worth after issue need to maintain weighted EPS as on March 31,2018 at Rs.1.21 =6.93 %

## 5. Net Asset Value per Equity Share

Particular	Amount (in ₹)		
	March 31,2016	March 31,2017	March 31,2018
NAV per Equity Share	10.08	11.96	12.97
NAV after issue	17.52		
Issue Price per Equity Share	23		

Net asset value per share (₹) = Net Worth at the end of the Year /Total number of equity shares outstanding at the end of the year

## 6. Comparison of Accounting Ratios with peer group

Name of the company	Standalone/ Consolidated	Face Value (₹)	Current Market Price	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Income (in Lakh )
Sun Retail Limited (March 31, 2018)	Standalone	10	23	1.06	21.70	3.29	12.97	6532.18
<b>Peer Group #</b>								
Oasis Tradelink Limited	Standalone	10	21.55	2.21	9.75	11.58	19.09	51437.16
Gokul Refoils and Solvant Limited	Standalone	2	10.85	(0.13)	NA	(0.69)	18.77	20575.85

# The Figures of the peer Group companies for the FY 2017-18 are taken from the results uploaded on website i.e. [www.bseindia.com](http://www.bseindia.com) .The share Price of the peer group companies are as on September 18, 2018

1. The face value of Equity Shares of our Company is ₹ 10 per Equity Share and the Issue price is 2.3 times the face value.
2. The Issue Price of ₹ 23 is determined by our Company, in consultation with the Lead Manager and it is justified based on the above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Business Overview" and "Financial Information" beginning on page numbers 11, 71 and 102, respectively of the Prospectus.

**STATEMENT OF POSSIBLE TAX BENEFITS**

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS  
SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

To  
The Board of Directors  
Sun Retail Limited  
213/214, Phase-II GIDC,  
Naroda,  
Ahmedabad - 382330

Dear Sirs,

**Sub: Statement of possible special tax benefits (“the Statement”) available to Sun Retail Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII)(L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”)**

We hereby report that the enclosed statements at the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (Act) including amendments made by Finance Act, 2017 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfillments of such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company

**For, G M C A & CO**  
**Chartered Accountant**  
**FRN.: 109850W**

\_\_\_\_\_  
**C.A Mitt S. Patel**  
**Partner**  
**M.No: 163940**

**Place: Ahmedabad**  
**Date: January 9, 2018**

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

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 17-18.

**A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

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

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

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

**Notes:**

- i. The above Statement covers only certain relevant direct tax law benefits and does not cover any indirect law benefits or benefit under any other law.
- ii. All the above benefits are as per the Current Tax Laws and any change or amendment in the laws/regulation, which when implemented would impact the same.
- iii. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications



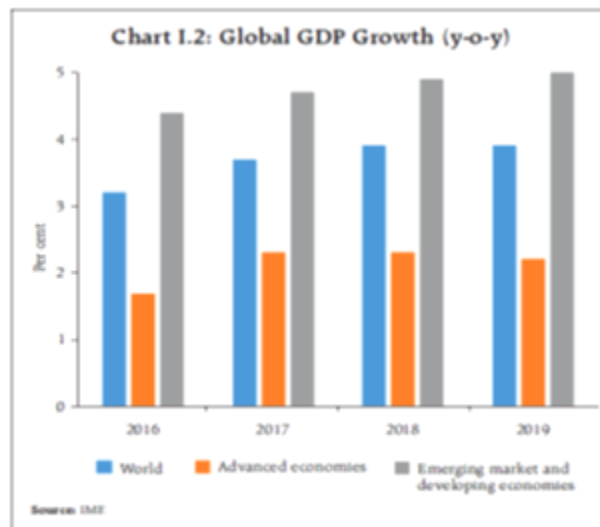
## SECTION V - ABOUT US

### INDUSTRY OVERVIEW

Disclaimer: Pursuant to the requirements of the SEBI ICDR Regulations, the discussion on the business of Our Company in this Prospectus consists of disclosures pertaining to industry grouping and classification. The industry grouping and classification is based on our Company's own understanding and perception and such understanding and perception could be substantially different or at variance from the views and understanding of third parties. Our Company acknowledges that certain product/services described in the Prospectus could be trademarks, brand names and/ or generic names of products owned by third parties and the reference to such trademarks, brand names and/or generic names in the Prospectus is only for the purpose of describing the products. The industry data has been collated from various industry and/or research publications and from information available from the World Wide Web. The information in this section is derived from various government/Industry Association publications and other sources. Neither we, nor any other person connected with the issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

### GLOBAL SCENARIO

The pace of global economic activity in 2017 turned out to be stronger than expected due to robust growth in the advanced economies (AEs) and significantly stronger growth in EMEs. Global growth is expected to accelerate further in 2018, benefitting from the boost to investment demand in the US from corporate tax cuts, robust recovery in the euro area and generally improved growth outlook in emerging market economies (EMEs) (Chart I.2). The sharp recovery in world trade is expected to sustain in 2018 and enlarge the prospects of another year of strong and resilient global activity.



The US economy slowed in Q4:2017 on surging imports and depleting inventories, after growing at a robust pace in Q3 on the back of strong private consumption, investment activity and net exports. For the year 2017 as a whole, GDP grew at 2.3 per cent, accelerating from 1.5 per cent in the preceding year. Labour market conditions improved further with the unemployment rate falling to a low of 4.1 per cent. Industrial production also registered a robust growth driven largely by mining activity. These developments in conjunction with rising consumer confidence and higher disposable incomes due to tax cuts should support growth. However, the impact of the tax cuts on the fiscal balance and the ramifications from a potential trade war remain major risks to the outlook.

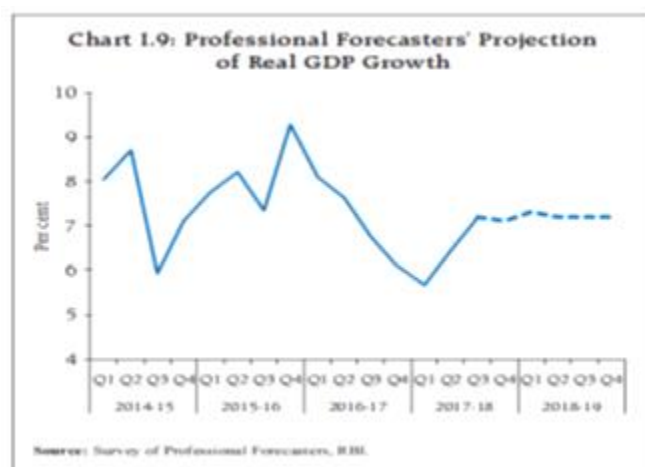
During H2:2017 and Q1:2018, global commodity price movements have largely reflected commodity specific demand-supply imbalances and the movement of the US dollar. The Bloomberg commodity index increased by 3.6 per cent during October to March 2018.

The food price index of the Food and Agriculture Organization (FAO) fell by 3.2 per cent on account of decline in prices of sugar and dairy products. International sugar prices, in particular, came under considerable downward pressure mostly because of record levels of output in major producing countries, which released substantial export surpluses. Crude oil prices surged by around 22 per cent over the last six months with Brent touching a three year high in January on strong demand riding the improving outlook for global economic activity, especially manufacturing and reduced supplies as cuts in production by OPEC and Russia offset the ramped up shale production in the US. The weak US dollar has also provided a fillip. Gold prices, which had started rising since mid-December due to the weak US dollar, fell to a two-month low at the beginning of March on the outlook for the US economy turning brighter. However, safe haven demand triggered by fears of a trade war led to firming up of prices.

### **GROWTH OF INDIAN ECONOMY**

Economic activity is expected to gather pace in 2018-19, benefitting from a conducive domestic and global environment. First, the teething troubles relating to implementation of the GST are receding. Second, credit off-take has improved in the recent period and is becoming increasingly broadbased, which portends well for the manufacturing sector and new investment activity. Third, large resource mobilisation from the primary market could strengthen investment activity further in the period ahead. Fourth, the process of recapitalisation of public sector banks and resolution of distressed assets under the Insolvency and Bankruptcy Code (IBC) may improve the business and investment environment. Fifth, global trade growth has accelerated, which should encourage exports and reduce the drag from net exports. Sixth, the thrust on rural and infrastructure sectors in the Union Budget could rejuvenate rural demand and also crowd in private investment for production, order books, capacity utilisation, employment and profit margins.

In the March 2018 round of the Reserve Bank’s survey, professional forecasters expected real gross domestic product (GDP) growth to pick up marginally from 7.2 per cent in Q3:2017-18 to 7.3 per cent in Q1:2018-19 and remain at 7.2 per cent in Q2-Q4.



Taking into account the baseline assumptions, survey indicators and model forecasts, real GDP growth is projected to improve from 6.6 per cent in 2017-18 to 7.4 per cent in 2018-19 – 7.3 per cent in Q1, 7.4 per cent in Q2, 7.3 per cent in Q3 and 7.6 per cent in Q4 – with risks evenly balanced around this baseline path. For 2019-20, the structural model estimates indicate real GDP growth at 7.7 per cent, with quarterly growth rates in the range of 7.4-7.9 per cent, assuming a normal monsoon, and no major exogenous/policy shocks.

(Source: Monetary Policy Report - April 2018\_ <https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/MPR0504201881C23881962B49BD98827921418306A5.PDF>)

## OVERVIEW OF INDIAN MARKET

### Edible Oil estimates for India (marketing year- November 2017- October 2018)

(Unit: Million Tonnes)

Table 1: Production, Stocks, Trade and Availability of Edible Oils				
2016-17	2017-18 Estimated*		Dec, 2017	Source
10.97	9.98	Production	N.A.	DVVOF
13.23	13.97	Imports	1.21**	DOC
24.20	23.95	Availability	-	
0.65	0.60	Export & Industrial Use	N.A.	DVVOF
23.55	23.35	Total Available for domestic consumption		

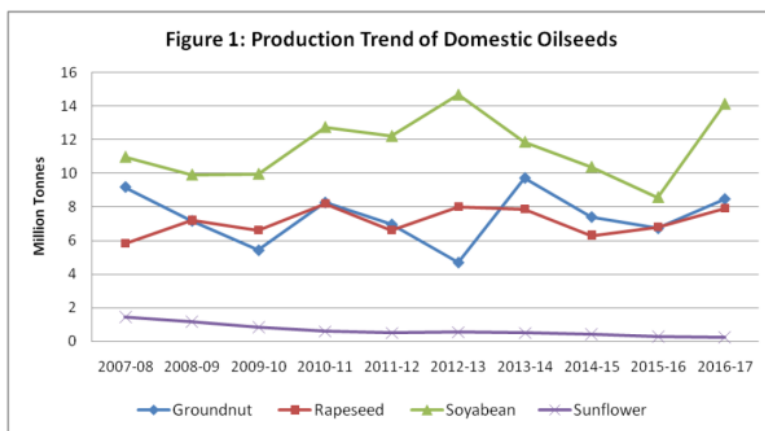
Source: Directorate of Vanaspati, Vegetable oil and Fats (DVVOF) and Department of Commerce  
N.A – Not Available

\*For 2017-18 estimates, Production, Export Industrial use is 3 years average from DVVOF and Import is 3 years average from DGCI&S, Kolkata.

\*\*Figure of import is for the period Nov-Dec, 2017-18.

Availability: Domestic production plus Imports; Total Availability for Domestic Consumption: Availability minus export and Industrial use.

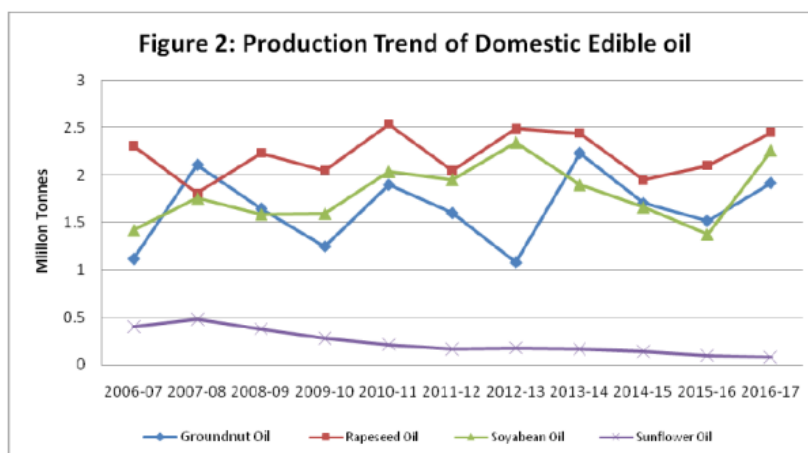
### Production Trend of Domestic Oilseeds



Source: Directorate of Economics and Statistics

- India's Soybean production has increased in the last 10 years at CAGR of 4.79 percent.
- Production of Groundnut decreased from 7.4 million (2013-14) to 6.7 million tonnes (2015-16) showing a decline of about 9%. However, production is estimated to be at 8.47 million tonnes in 2016-17.

### Production Trend of Domestic Edible Oils



Source: Directorate of Vanaspati, Vegetable oil and Fats (DVVOF)

- Soybean oil production has increased in the last 10 years at CAGR of 4.83 percent.
- Rapeseed oil production increased from 2.11 Million MT from 2015-16 to Million 2.45 MT in 2016-17.

(Source: DEPARTMENT OF AGRICULTURE COOPERATION & FARMERS WELFARE  
<http://agricoop.gov.in/sites/default/files/Edible%20oil%20Feb%2018.pdf>)

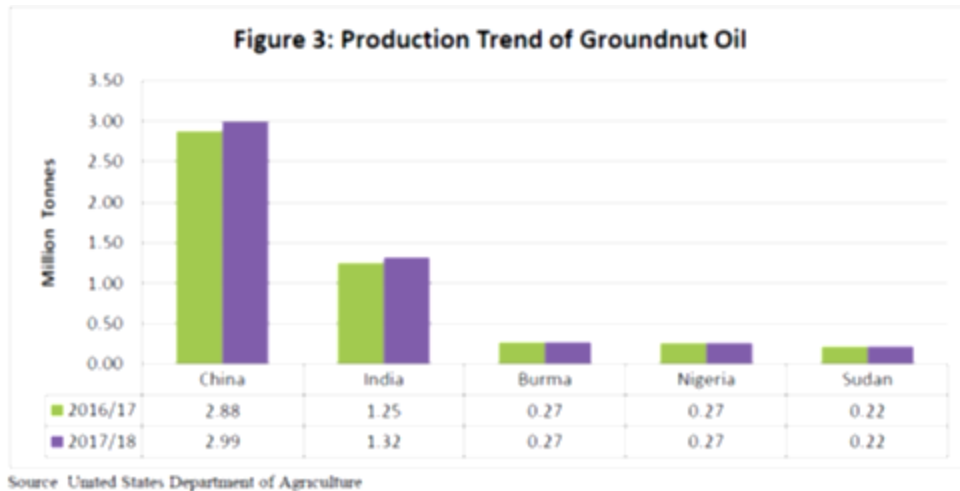
#### Global & Domestic Production, Exporters and Importers of Major edible oil

(Qty in Million MT)

Global & Domestic Production, Exporters and Importers of Major edible oil			
Edible oil	Global production (2017-18)	India's production (2017-18)	Major Exporters/ Importers (2017-18)
Ground nut oil	5.52	1.32	Exporters: Argentina, Brazil, Senegal Importers: China, Italy, USA
Mustard oil	28.35	2.25	Exporters: Canada, Germany, Czech Republic Importers: USA, China, Netherland
Sunflower oil	17.75	0.86	Exporters: Ukraine, Russia, Argentina Importers: India, China, Netherlands
Soybean oil	56.15	1.69	Exporters: Argentina, Brazil, USA Importers: India, Bangladesh, Algeria
Palm oil	69.42	N.A	Exporters: Indonesia, Malaysia, Netherland Importers: India, China, Pakistan

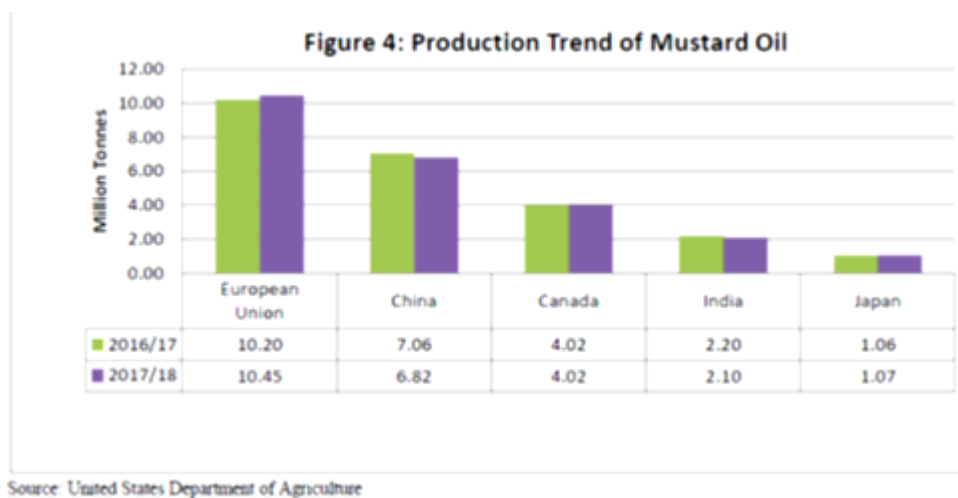
#### Global Production Trend of Major Edible Oils

##### A. Groundnut oil



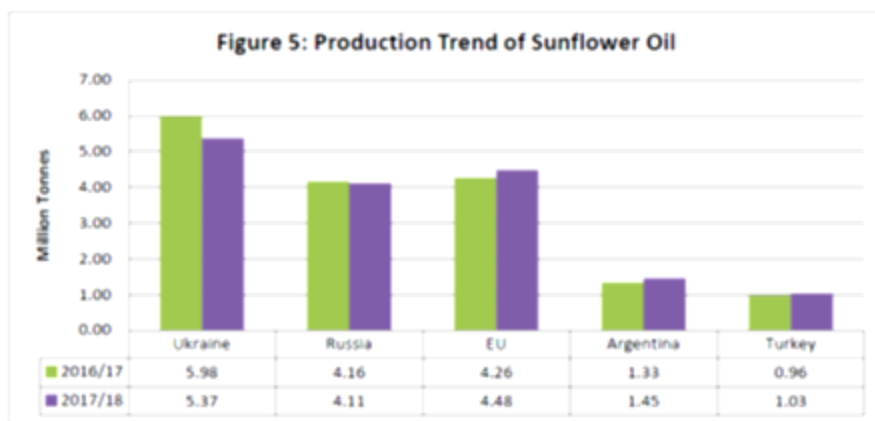
- China is expected to be the top producer followed by India and Burma in 2017-18.
- India's share in global production of Groundnut Oil in 2017-18 may be around 23 percent.

**B. Mustard Oil**



- European Union (EU) is expected to be the top producer followed by China and Canada in 2017-18. India may be the fourth largest producer.
- India's share in global production of mustard oil in 2017-18 may be around 8 percent.

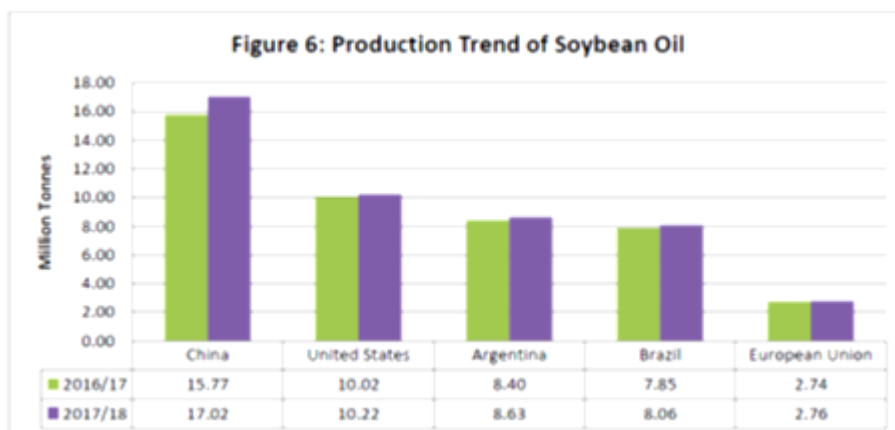
**C. Sunflower oil**



Source: United States Department of Agriculture

- Ukraine is expected to be the largest producer followed by Russia and EU in 2017-18.
- India's share in global production of sunflower oil in 2017-18 may be around 4.0 percent.

#### D. Soybean oil



Source: United States Department of Agriculture

- China, United States, Argentina and Brazil are expected to be the key producers of Soybean oil in 2017-18.
- India's share in global production of Soybean Oil in 2017-18 may be around 3 percent.

#### India's import of major edible oils

(Million Tonnes)

Year	Soybean Oil		Palm Oil		Sunflower Oil		all edible oils	
2012-13	1.1	7611	8.4	43924	1.1	7619	7.08	53561
2013-14	1.3	8307	7.6	39353	1.1	6881	9.60	44038
2014-15	2.3	12907	8.1	38881	1.7	9555	7.94	64893
2015-16	3.9	19413	9.6	37783	1.4	8326	15.64	68676
2016-17	3.5	18730	8.3	41081	1.7	9391	14.01	73047
2017-18(Apr- Oct)	2.3	11863	5.8	26774	1.2	6360	9.53	46629

Source: Department. Of commerce

- India imports substantial amount of edible oils for its domestic consumption. Among all edible oils importation into India, Palm oil importation share is around 60 percent.

**India's top import sources of Palm, Soya and Sunflower Oils**

<b>Table 3: India's Top Import Sources of Palm, Soya and Sunflower Oils</b>	
<b>Edible Oils</b>	<b>Import Source</b>
Soybean Oil	Argentina and Brazil
Palm Oil	Indonesia and Malaysia
Sunflower	Ukraine and Mexico

Source: Department. Of commerce

(Source: **DEPARTMENT OF AGRICULTURE COOPERATION & FARMERS WELFARE**

<http://agricoop.gov.in/sites/default/files/Edible%20oil%20Feb%2018.pdf>)

**Output Outcome Framework for Schemes 2018-19 BY Department of Agriculture, Cooperation and Farmers Welfare**

(Rs in crores)

<b>Name of Scheme/ Sub</b>	<b>Scheme Financial Outlay 2018-19</b>	<b>Output/Deliverables against the Outlay 2018-19</b>	<b>Projected Medium Term Outcomes</b>
National Mission on Oilseeds & Oilpalm (NMOOP)	402.07	<ul style="list-style-type: none"> <li>• Use of new seeds of high yielding varieties.</li> <li>• Additional area of 45,000 ha under oilpalm</li> <li>• Planting of tree borne oilseeds like Neem, Karanga, Olive, Jajoba</li> </ul>	<ul style="list-style-type: none"> <li>• Achieving 36.10 million tons oilseeds production by 2020.</li> <li>• Reduce the edible oil imports by 5%.</li> </ul>

(Source: [https://www.indiabudget.gov.in/OutcomeBudgetE2018\\_2019.pdf](https://www.indiabudget.gov.in/OutcomeBudgetE2018_2019.pdf))

## BUSINESS OVERVIEW

*In this section “our Company” refers to the Company, while “we”, “us” and “our” refers to our Company. This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled ‘Risk Factors’ and ‘Auditors Report and Financial Information of our Company’ and the chapter titled ‘Management Discussion and Analysis of Financial Condition and Results of Operations’ beginning on pages 11, 102 and 126 respectively, of this Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Prospectus, all references to “we”, “us”, “our” and “our Company” are to Sun Retail Limited as the case may be.*

Our Company was incorporated as "ShivJosh Foods Private Limited" under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974.

Our company is engaged in the business of trading into refined/filtered edible oils. Our major products include cottonseed oil, groundnut oil, sunflower oil. Our Company also performs activity of bulk trading of palmolein oil and soyabean oil. Our products are sold under the brand name of "Dharti" and "Dharti Singtel". The brand is well known and accepted by the people of Gujarat.

### *Wholesale trading*

We purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited as a bulk trading.

### *Retail trading*

Firstly, we purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kane Industries Limited for re-filtration and thereafter the final product is packed into tin containers, jars, bottles or pouches of different sizes as per our requirements. Thereafter Our Company re-purchases refined/filtered packed edible oil from Kanel Industries Limited for retail selling in the market. Our Company offers refined/filtered edible oil in different packing size like. ranging from 15kg tin containers, 15 Litre jars, 5 Litre jars, 2 Litre jars, 1 Litre bottle, 1 Litre pouch, 500 ml bottle and 500 ml pouch.

The Registered Office of our Company is located at 213/214, Phase II, G.I.D.C, Naroda – 382330, Ahmedabad.

Our Company has entered into an agreement to acquire land along with entire unit situated at Plot no. GI-21 & 22, Mandar Industrial Area, Mandar, Tehsil Reodar, Dist. Sirohi, Rajasthan admeasuring area of 2000 Square meters with construction of steel shed. Our Company has entered into agreement to acquire the business including land, machineries, fixtures, super structure etc. from TJR Agrocom Private Limited, which is our promoter holding Company. Our Company has acquired the said land with the intention to set up crushing plant for groundnut seeds for its captive consumption.

Our Company's total revenue as restated in Financial Year 2018, 2017 and 2016 was 6532.18, 6805.58 lakhs and 2563.07 lakhs respectively. Our Company's profit/loss after tax as restated in Financial Year 2018, 2017 and 2016 was Rs., 22.63, Rs. 18.75 lakhs and 3.59 lakhs respectively.

## OUR COMPETITIVE STRENGTH

We believe that the following are our primary competitive strength:



- **Strong Brand Image:**

Our Company sells refined/filtered edible oils under the renowned brand name of "Dharti" and "Dharti Singtel" in Gujarat. With the help of our brand name of "Dharti" and "Dharti Singtel" it enables us to expand our business from existing customers, as well as helps us to address a larger base of potential new customers. Over the years, we have successfully developed a strong and reliable brand image for our Company, which provides us a competitive edge over other competitor.

- **Experienced Managerial Personnel**

Our Key managerial personnel has vast experience in edible oil industry. Our Key Managerial personnel actively involved in our operations and guide our Company with his vision and experience which we believe has been instrumental in sustaining our business operations.

### **Our Business Strategy**

#### **Increase Geographical Presence:**

We currently supply our products in some cities of Gujarat. Moving forward our Company desires to expand geographical presence in all over India and thereby increase our customer base.

#### **Continue to develop client relationships**

We plan to grow our business primarily by growing our client relationships. We believe that increased client relationships and trust will add stability to our business. We seek to build on existing relationships and also focus on building new relationships.

### **DETAILS OF THE BUSINESS OF THE ISSUER**

#### **Products:**

- ✓ **Double Filtered Groundnut Oil**
- ✓ **Refined Cottonseed Oil**
- ✓ **Refined Sun Flower Oil**
- ✓ **Refined Palmolein**
- ✓ **Refined Soyabean Oil**

#### **Photos of product**





### Double Filtered Groundnut oil



Groundnut oil is the major product of the company and contains all natural vitamins and rich in taste having traditional importance called as king of oils. Our double filtered Groundnut Oil contains healthy nutritional benefits which is preferred amongst all age groups / households.

### Refined Cottonseed Oil



Our refined **cottonseed oil** is totally odour less & having low viscosity. It includes vitamin A & D, which increases the life of oil

### Refined Sun Flower Oil



**Refined Sunflower Oil** is most preferred Refined oil by households and bulk users like hotels, canteens, sweet stalls, Caterers etc. for its reusable quality without having any unlike odour. The refined sunflower oil is extracted from original sunflower seed, it is light in colour and does not have any odour and wax.

## Refined Palmolein

**Refined Palmolein** is extracted from raw palm oil which is imported from Malaysia and Indonesia by our suppliers from whom we purchase in bulk. Our refined palmolein is a transparent in colour and low in calories, bland taste & odourless. Our Company carries out bulk trading of Refined Palmolein oil.

## Refined Soyabean Oil

The Refined **Soyabean Oil** is best priced in the refined oil range widely accepted by consumers and bulk users preferably by modern hotels, fast food centers, pizza corners, chinese restaurants etc. Soyabean Oil is extracted from good quality soyabean seeds and further processed to reduce the colour and fishy odour which is inherent in the Soyabeans. Our Company carried out bulk trading of Refined Soyabean oil.

## SWOT Analysis

### Strengths: -

- ✓ Established brand i.e. "DHARTI" and "DHARTI SINGTEL"
- ✓ Loyal and renowned customer base
- ✓ Huge market having unabsorbed demand
- ✓ Extensive distribution network and established channels

### Weaknesses:-

- ✓ Largely dependent on oil refineries importers from Malaysia and Indonesia
- ✓ Government policies
- ✓ Foreign exchange volatility resulting frequent fluctuation of product prices.


### Opportunities:


- ✓ The edible oil market in India is growing at a rapid pace. India though being one of the largest consumers of edible oil in the world, still has a very low per capita consumption. Thus, substantial potentiality exists for increase in demand for edible oils in future.
- ✓ Due to changing habits of the consumers more and more consumers are shifting their traditional consumption habits to refined oil.

### Threat:

- ✓ The business of trading in edible oil is highly dependent on government policies.

## Intellectual Property Rights

Sr. No.	Authority Granting Approval	Application No.	Applicable Laws	Nature Of Approvals
1.	Trademark Registry*	Application No.: 1774754, under class no. 30 	Trademark Act, 1999	Objected
2.	Trademark Registry*	Application No.: 2112596 , under class no. 29	Trademark Act, 1999	Registered

Sr. No.	Authority Granting Approval	Application No.	Applicable Laws	Nature Of Approvals
				

\* Company has applied in the name of Sun Retail Private Limited, which at presently known as Sun Retail Limited.

### Indebtedness

At present, Our Company is not having any secured loan. For further detail of unsecured borrowings please refer *Annexure X "Restated Standalone Statement of Long-term Borrowings"* appearing on page no. 120 of this Prospectus.

### Property

#### Details of Immovable Property:

The details of the Owned properties and leased properties are given below:

#### Leased Property

Particulars	Details
Name of the Lessor*	M/s. Kanel Oil & Export Industries Limited.
Name of Lessee	Sun Retail Private Limited
Description of Property	213/214 GIDC, Phase-II, Naroda, Ahmedabad.
Usage	Registered Office & Warehouse
Original Date of Lease agreement	May 4, 2017
Tenure of Lease	May 4, 2017 to May 3, 2020
Rent	Rs. 10,000 per month with the incremental of 5% annually on Rent amount.
Security Deposit	Nil
Area (Approx)	Not Available

\* At present, it is known as Kanel Industries Limited.

#### Owned Property:

Particulars	Details
Name of the Parties (Buyer)	Sun Retail Private Limited
Name of Seller(s)	TJR Agrocom Private Limited*
Description of Property	GI-21 & 22, Mandar Industrial Area, Mandar, Tehsil Reodar, Dist. Sirohi, Rajasthan.
Date of agreement	December 8, 2017
Consideration Paid	Rs. 4,30,00,000 (Rupee. Four Crore Thirty Lakhs Only)
Usage	Proposed Factory
Area (Approx)	2000 Square Meter

\* Our Holding and Promoter Company.

#### Purchase of property

There is no property that has been purchased or acquired by the Company or is proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by this Prospectus or the

purchase or acquisition of which has not been completed at the date of issue of the Prospectus except as stated in this Prospectus.

#### **Land**

Except the property located at Mandar Industrial Area, Mandar, Tehsil Reodar, Dist. Sirohi, for which an agreement to sale has been entered on December 8, 2017 with TJR Agrocom Private Limited, which is promoter-Holding Company, No land has been acquired/ proposed to be acquired along with by the Company from entities having any sort of relation with any Promoter or Director of the Company.

#### **COLLABORATION / JOINT VENTURES**

We have not entered into any collaboration / joint ventures.

#### **Competition**

Our Company competes with other organized and unorganized players in the market who are engaged in same line of business.

#### **Infrastructure facilities**

##### **Power:**

Since we are trading company our power requirement is minimum and is met through state electricity board.

##### **Water:**

Since we are trading company our water requirement is minimum.

##### **Plant, machinery, technology, process, etc.:**

The Company is trading Company we need not require plant, machinery or technology.

##### **Existing Capacity and Capacity Utilisation**

Capacity and Capacity utilization is not applicable to our Company.

##### **The export possibilities and export obligations, if any.**

The company does not have any export obligations.

##### **Employees**

As on August 31, 2018, our company has 10 employees on its payroll.

#### **INSURANCE**

At present, our Company has not taken any insurance for stock of material traded by the Company.

## **KEY INDUSTRY REGULATIONS AND POLICIES**

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies 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 advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled “*Government and Other Statutory Approvals*” beginning on page no. 135 of this Prospectus.

Given below is a brief description of certain relevant legislations that are currently applicable to the business carried on by us.

### **Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

### **Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”)**

The Packaged Commodities Rules was framed under section 52(2) (j) and (q) of the L.M. Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity.

The key provisions of the Packaged Commodities Rules are:

- (a) It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- (b) all pre-packaged commodities must conform to the declarations provided thereon as per the requirement of section 18(1) of the L.M. Act; and
- (c) no pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

### **Intellectual Property Laws**

Certain laws relating to intellectual property rights such as Copyright protection under the Copyright Act, 1957, Trademark protection under the Trade Marks Act, 1999, is also applicable to us.

The Copyright Act, 1957 (the “Copyright Act”) governs copyright protection in India. Registration under the Copyright Act acts as a prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trademarks Act, 1999 (the “Trademarks Act”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to Marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

### **The Prevention of Food Adulteration Act, 1954**

The Prevention of Food Adulteration Act, 1954 aims at making provisions for the prevention of adulteration of food. The Act is the basic statute intended to protect the common consumer against supply of adulterated food and specifies different standards on various articles of food. The standards are of minimum quality level intended for ensuring safety in the consumption of these food items and for safeguarding against harmful impurities, adulteration etc. The Central Committee for Food Standards under the Directorate General of Health Services, Ministry of Health and Family Welfare is responsible for operation of this Act. Provisions of the Act are mandatory and contravention of the Rules can lead to both fine and imprisonment. The standards of quality of various food articles have been specified in Appendix B to the Prevention of Food Adulteration Rules, 1955. Manufacture, sale, stocking, distribution or exhibition for sale of any article of food, including prepared food or ready to serve food, cannot be done by any person except under a license.

### **The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957**

The Industrial Disputes Act, 1947 ("ID Act") was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman's services. This includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, layoffs and retrenchment.

### **The Employees' Compensation Act, 1923**

The Employees' Compensation Act, 1923 ("EC Act") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

### **The Employees' Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made

within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/-.

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

The Payment of Bonus Act, 1965 ("PB Act") is applicable to every factory and every other establishment employing 20 (twenty) or more persons. According to the provisions of the PB Act, every employer shall be bound to pay to every employee in respect of the accounting year a minimum bonus which shall be 8.33% of the salary or wage earned by the employee during the accounting year or Rs.100/- (Rupees One Hundred), whichever is higher, whether or not the employer has any allocable surplus in the accounting year. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. 'Allocable surplus' is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of the Company.

### **The Payment of Wages Act, 1936**

The Payment of Wages Act, 1936 ("PW Act") is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

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

An Act to provide for fixing minimum rates of wages in certain employments. The appropriate government shall fix the minimum rates of wages payable to employees employed in an employment specified in Part I or Part II of the Schedule and in an employment added to either Party by notification.

Provided that the appropriate government may in respect of employees employed in an employment specified in Part II of the Schedule instead of fixing minimum rates of wages under this clause for the whole State fix such rates for a part of the State or for any specified class or classes of such employment in the whole State.

### **The Child Labour (Prohibition and Regulation) Act, 1986**

It outlines where and how children can work and where they cannot. The provisions of the act are meant to be acted upon immediately after the publication of the act, except for part III that discusses the conditions in which a child may work.

The Act defines a child as any person who has not completed his fourteen year of age. Part II of the act prohibits children from working in any occupation listed in Part A of the Schedule; for example: Catering at railway establishments, construction work on the railway or anywhere near the tracks, plastics factories, automobile garages, etc. The act also prohibits children from working in places where certain processes are being undertaken, as listed in Part B of the Schedule; for example: beedi making, tanning, soap manufacture, etc.

### **The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.



## **Tax Related Legislations**

### **The Central Goods and Services Tax Act, 2017 (the “GST Act”)**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. The GST Act is applicable from July 1, 2017 and will bound together the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. Under GST, goods and services will be taxed under five different categories that are 0%, 5%, 12%, 18%, 28%. GST will be levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India will adopt a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state will be 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 is a consumption-based tax, therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

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

The “IT Act” is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and the like. Every such company is also required to file its returns by September 30 of each assessment year.

### **Other Legislations**

#### **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.

#### **Gujarat Stamp Act, 1958 (the Stamp Act)**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

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

The Indian Registration Act, 1908 “Registration Act” details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

### **The Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

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

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played 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 vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. Further, the Ministry of Corporate Affairs issues notifications for applicability of other Sections of Companies Act, 2013 from time to time and the same are applicable from the date of the aforesaid notification. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

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

In India, the main legislation concerning foreign trade is the Foreign Trade (Development and Regulation) Act, 1992 (“FTA”). The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import (“EXIM”) Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code

number unless such company is specifically exempt. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

## **FOREIGN INVESTMENT REGULATIONS**

Foreign investment in India is governed by the provisions of the Foreign Exchange and Management Act (“FEMA”) and the rules, regulations, notifications issued under the same, read with the extant Consolidated Foreign Direct Investment Policy, as issued by the Department of Industrial Policy and Promotion (“DIPP”). The Reserve Bank of India (“RBI”), in exercise of its powers under FEMA, has notified various regulations governing the purchase, sale, allotment or subscription of securities of an Indian company to a non-resident individual or entity. Pursuant to the aforementioned legal framework, no permission is required for investment in sectors falling under the ‘automatic route’ within the specified sectoral caps.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

The Consolidated FDI policy effective from August 28, 2017 issued by the DIPP allows sectoral cap upto 100% in case of single brand product of retail trading in which FDI cap through 49% is allowed under automatic route and beyond 49% is allowed through government approval route. Moreover, in terms of press note 1 (2018 Series), FDI is allowed upto 100% through automatic route. The press notes 1 (2018 Series) shall take effect from date of FEMA notification.

### **Other Laws**

In addition to the above, our Company is also required to comply with the SEBI Regulations and rules framed thereunder and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as ShivJosh Foods Private Limited under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974.

### Business Overview

Our company is engaged in the business of trading into refined/filtered edible oils. Our major products includes cottonseed oil, groundnut oil, sunflower oil. Our Company also performs activity of bulk trading of palmolein oil and soyabean oil. Our products are sold under the brand name of "Dharti" and "Dharti Singtel". The brand is well known and accepted by the people of Gujarat.

#### Wholesale trading

We purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited as a bulk trading.

#### Retail trading

Firstly, we purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited for re-filtration and thereafter the final product is packed into tin containers, jars, bottles or pouches of different sizes as per our requirements. Thereafter Our Company re-purchases refined/filtered packed edible oil from Kanel Industries Limited for retail selling in the market. Our Company offers refined/filtered edible oil in different packing size like ranging from 15kg tin containers, 15 Litre jars, 5 Litre jars, 2 Litre jars, 1 Litre bottle, 1 Litre pouch, 500 ml bottle and 500 ml pouch.

### Changes in Registered Office

At present, the registered office of the company is situated at 213/214, Phase-II GIDC, Naroda, Ahmedabad - 382330, Gujarat, India.

Changes in registered office since its incorporation to till date is set forth as under:

Sr. No.	Registered Office		With Effect From	Reason for Change
	Shifted From	Shifted To		
1.	29, Devkutir Bunglow, Ambali Bopal Road, Opp. Swagat Plaza, Ambali, Ahmedabad - 380054, Gujarat, India	Bopal Road, Opp. Swagat Plaza, Ambali, Ahmedabad - 380054, Gujarat, India	At the time of Incorporation	-
2.	29, Devkutir Bunglow, Ambali Bopal Road, Opp. Swagat Plaza, Ambali, Ahmedabad - 380054, Gujarat, India	Plot no. 1118, GIDC Kerala, Ta. Bavala, Ahmedabad - 382220, Gujarat, India	November 25, 2007	For better administrative convenience
3.	Plot no. 1118, GIDC Kerala, Ta. Bavala, Ahmedabad - 382220, Gujarat, India	203, Abhijit Complex, Nr. Urvashi Flats, Mithakhali Six Roads, Ahmedabad - 380006, Gujarat, India	August 23, 2016	To increase operational efficiency
4.	203, Abhijit Complex, Nr. Urvashi Flats, Mithakhali Six Roads, Ahmedabad - 380006, Gujarat, India	Plot No. 905, GIDC, Dehgam Industrial Estate, Ta.: Dehgam, Gandhinagar-382305, Gujarat, India	October 27, 2016	To increase operational efficiency

5.	Plot No. 905, GIDC, Dehgam Industrial Estate, Ta.: Dehgam, Gandhinagar- 382305, Gujarat, India	213/214, Phase-II, GIDC, Naroda, Ahmedabad - 382330, Gujarat, India	May 5, 2017	To increase operational efficiency
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#### Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since its inception:

Sr. No.	Date of Passing of Resolution	Particulars
1.	November 30, 2007	Change the name of the Company from ShivJosh Foods Private Limited to Sun Retail Private Limited
2.	July 26, 2008	The authorized share capital of 1,00,000 divided into 10,000 equity Shares of ₹ 10 each was increased to ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 each.
3.	June 25, 2009	The authorized share capital of ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 each was increased to ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each.
4.	December 31, 2012	The authorized share capital of ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each was increased to ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10 each.
5.	June 25, 2015	Inserting Clause 2 in the Main Object Clause of Memorandum of Association: 2. To establish, operate, run, manage agriculture marketing yard as may be permitted by the Government Authorities from time to time, to buy, sale, trade or otherwise deal in agricultural and allied commodities through marketing yard or by agencies and to own, possess and dispose of the movable and immovable properties for the same purpose and to provide the storage, warehousing facilities.
6.	November 11, 2017	Conversion from Private Company to Public Company. Re-aligned as per the Provision of Companies Act, 2013 and adopt New Sets of Memorandum and Article of Association of the Company Inserting Clause 3,4 & 5 in the Main Object Clause of Memorandum of Association: 3. To manufacture, process, extract, refine, produce, blend and prepare for the market, store, buy, sell, transport, export, import and to deal in all kinds of Oils including, Edible Oil, Vegetable Oil, Hydrogenerated Oil, Refined, Bleached and/ or De- odorized oils relating to the manufacture and preparations of oils and allied products and saponaceous substances, unguent and ingredients. 4. To carry on the business of seeds crushers by all mechanical and chemical process for the expansion and/or extraction of oil from oil seeds for refining solvent extraction and hydrogenerating the same to manufacture of all kinds of oils from in seeds, cottonseeds, ground-nut, soyabean, sunflower, reseed Husk and Rice Bran and other oil cakes, extracts by crushing, chemical processed oil refiners. 5. To run oil mills, and plants/refinery for the purpose of filtering, removing the free fatty acids by bleaching, deodorizing and purifying the oils, storing, giving preliminary treatment, cleaning, decorticating, disintegrating, grinding the oil seeds, cooking the meal, moulding, pressing, recovering the oil from oilseeds, hydrogenation of the oils, manufacturing Vanaspati, Bakery, storing and vegetable fats therefrom. The authorized share capital of ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10 each was increased to ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10 each.

#### Subsidiaries and Holding Company:

The Company is a subsidiary of TJR Agrocom Private Limited that holds 99.98% and 54.64% of pre-issue and post issue paid up share capital of the Company, please refer to the chapter titled “*Our Promoter and Promoter Group*” beginning on page no. 96 of this Prospectus.

Further, as on the date of the Prospectus our Company does not have any subsidiary.

**Main Objects as set out in the Memorandum of Association of the Company**

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum.

So, the objects for which our Company is established are:

1. To manufacture, bottle, blend, preserve, store, buy, sell, transport and deal whether as wholesalers or retailers or exporters or importers or as principals or agents, in vegetables, fruits, food, meat, eggs, poultry, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics, restoratives and aerated minerals waters and food stuffs and consumable provisions of every description for humans or animal consumption.
2. To establish, operate, run, manage agriculture marketing yard as may be permitted by the Government Authorities from time to time, to buy, sale, trade or otherwise deal in agricultural and allied commodities through marketing yard or by agencies and to own, possess and dispose of the movable and immovable properties for the same purpose and to provide the storage, warehousing facilities.
3. To manufacture, process, extract, refine, produce, blend and prepare for the market, store, buy, sell, transport, export, import and to deal in all kinds of Oils including, Edible Oil, Vegetable Oil, Hydrogenerated Oil, Refined, Bleached and/ or De-odorized oils relating to the manufacture and preparations of oils and allied products and saponaceous substances, unguent and ingredients.
4. To carry on the business of seeds crushers by all mechanical and chemical process for the expansion and/or extraction of oil from oil seeds for refining solvent extraction and hydrogenerating the same to manufacture of all kinds of oils from in seeds, cottonseeds, ground-nut, soyabean, sunflower, reseed Husk and Rice Bran and other oil cakes, extracts by crushing, chemical processed oil refiners.
5. To run oil mills, and plants/refinery for the purpose of filtering, removing the free fatty acids by bleaching, deodorizing and purifying the oils, storing, giving preliminary treatment, cleaning, decorticating, disintegrating, grinding the oil seeds, cooking the meal, moulding, pressing, recovering the oil from oil seeds, hydrogenation of the oils, manufacturing Vanaspati, Bakery, storing and vegetable fats therefrom.

**Injunctions or Restraining Orders:**

As on the date of this Prospectus, there are no injunctions or restraining orders against our Company.

**Mergers, Acquisitions and Revaluation of assets in the history of our Company:**

There has been no merger or acquisition of business or undertaking nor revalued its assets since its incorporation.

**Defaults or rescheduling of borrowings of our Company with Financial Institutions/Banks**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks or conversion of loans into equity in relation to our Company as on the date of this Prospectus.

**Changes in the activities of our Company in the last Five years**

There is no change in activity of our Company since incorporation

**Strikes and lock-outs**

Our Company has, since incorporation, not been involved in any labor disputes or disturbances including strikes and lock-outs. As on the date of this Prospectus, our employees are not unionized.

**Time and Cost Overruns**

As on the date of this Prospectus, there have been no time and cost overruns pertaining to our business operations, except in the ordinary course of business.

**Number of Shareholders of our Company:**

Our Company has 7 shareholders as on the date of filing of the Prospectus.

**Shareholders' Agreements**

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

**Other Agreements**

As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Prospectus.

**Strategic Partners**

Our Company is not having any strategic partner as on the date of filing this Prospectus.

**Financial Partners**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Prospectus.

## OUR MANAGEMENT

Under our Articles of Association, our Company is required to have not less than three (3) directors and not more than fifteen (15) directors. Our Company currently has 5 directors on Board of which 1 (one) is Executive Director and 4 (four) are Non- Executive directors out of which 3 are independent Directors they are:

1. Mr. Dharamjit B. Mori - Whole Time Director
2. Mr. Vikram I. Desai -Non Executive
3. Ms. Jalpaben D. Dholakiya - Independent Director
4. Mr. Tusharbai D. Donda - Independent Director
5. Mr. Janak P. Patel - Independent Director

The Following table sets forth details regarding the Board of Directors as of the date of this Prospectus:-

Name, Father's Name, Address, Age, Designation, Status, DIN , Occupation and Nationality	Qualification & No. of Years of Experience	Date of Appointment and Term	Other Directors hips
<b>Name:</b> Mr. Dharamjit B. Mori <b>Father's Name:</b> BhupatsinhKesarbhai Mori <b>Address:</b> D-901, Malabar County 1, B/H. Nirma University, Chharodi, S.G. Highway, Ahmedabad -382481, Gujarat. <b>Age:</b> 27 Years <b>Designation:</b> Whole-Time Director <b>DIN:</b> 08038027 <b>Occupation:</b> Service <b>Nationality:</b> Indian	B.Com, Passed Company Secretary Final Examination and Pursuing C.A. final.	December 28,2017  <b>Term:</b> Appointed as a Whole-Time Director w.e.f December 28,2017 for a period of 5 years upto December 27, 2022	Nil
<b>Name:</b> Mr.Vikram I Desai <b>Father's Name:</b> Ishwarbhai Desai <b>Address:</b> 209/14, Jadav Nagar, Opp. Imperial Automobiles, Memnagar Road, Ahmedabad, Gujarat - 380052 <b>Age:</b> 28 Years <b>Designation:</b> Non Executive& Non Independent Director <b>DIN:</b> 08031739 <b>Occupation:</b> Business <b>Nationality:</b> Indian	<b>Experience:</b> More than 5 Years of experience in field of Logistic and Transportation	January 1,2018	Nil
<b>Name:</b> Ms. JalpabenDholakiya <b>Father's Name:</b> Mr. Dilipbhai Dholakiya <b>Address:</b> 28, Rajat Kamal Flats, S M Brigid Corner, Nr. Shyam Gokul Flat, Satellite, Ahmedabad -380051. Gujarat. <b>Age:</b> 29 Years <b>Designation:</b> Independent Director <b>DIN:</b> 07969810 <b>Occupation:</b> Business <b>Nationality:</b> Indian	M.Com  <b>Experience:</b> 4 years' experience of General Administration	October 18,2017  <b>Term:</b> Appointed as Additional Director for a period ending up to next Annual General Meeting.	Nil
<b>Name:</b> Mr.Tusharbai Donda <b>Father's Name:</b> Mr. Dineshbhai Donda <b>Address:</b> Village: Nana Surka, Tal.; Sihor, Dist.: Bhavnagar - 364250, Gujarat <b>Age:</b> 26 Years <b>Designation:</b> Independent Director <b>DIN:</b> 07543151 <b>Occupation:</b> Service	BBA, Associate Member of Company Secretary  <b>Experience:</b> More than 3 years as	October 18,2017  <b>Term:</b> Appointed as Additional Director for a period ending up to next Annual General Meeting.	Nil



<b>Nationality:</b> Indian	Company Secretary.		
<b>Name:</b> Mr. Janak Patel <b>Father's Name:</b> Mr. Prakashbhai Patel <b>Address:</b> F-2, Maruti Appartment, Nr. Swaminarayan Mandir, Ghatlodiya, Ahmedabd-380061, Gujarat India <b>Age:</b> 26 Years <b>Designation:</b> Independent Director <b>DIN:</b> 07969539 <b>Occupation:</b> Business <b>Nationality:</b> Indian	B.B.A. and pursuing Company Secretary Final Examination.  <b>Experience:</b> Two-year experience of Secretarial Department	November 13,2017  <b>Term:</b> Appointed as Additional Director for a period ending up to next Annual General Meeting.	Director in A and M Jumbo Bags Limited

As on the date of the Prospectus :

- A. None of the above-mentioned Directors of the Company are on the RBI List of willful defaulters.
- B. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stockexchange(s) up to the date of filling of this Prospectus.
- E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

#### **Relationship between the Directors**

None of the Directors of our company are relatives of each other, in terms of the Companies Act, 2013.

#### **Arrangement and understanding with major shareholders, customers, suppliers and others**

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned Directors have been appointed on the Board or the senior management.

#### **Service Contracts**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, No officer of our Company, including the directors and key Managerial personnel are entitled to any benefits upon termination of employment.

#### **Borrowing Powers of the Board of Directors**

Our Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorizes our Board, to raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. The shareholders of the Company, through a resolution passed at the EGM held on January 1, 2018, authorised our Board to borrow monies together with monies already borrowed by us, in excess of the aggregate of the paid-up capital of the Company and its free reserves, apart from the temporary loans obtained from the Company banker in the ordinary course of business, not exceeding Rs. 100 crores at any time.

#### **Brief Profiles of Our Directors**

##### **Mr. Dharamjit B. Mori**

Mr. Dharamjit B. Mori aged 27 years is the Whole Time Director of our company. He is qualified. He possesses the Degree of B. Com, Passed Final Examination of Company Secretary and pursuing C.A. final examination. He is having good knowledge in the financial matters.

##### **Mr. Vikram I. Desai**

Mr. Vikram I. Desai aged 28 years is a Non Executive & Non Independent Director of our Company. He has more than five years experience in Logistic and Transportation field.

##### **Ms. Jalpaben Dholakiya**

Ms. Jalpaben Dholakiya aged 29 years is an Independent Director of our company. She possesses post Graduation in Commerce. She has more than four years experience as Administrative Officer.

##### **Mr. Tusharbhaj Donda**

Mr. Tusharbhaj Donda aged 26 years is an Independent Director of our Company. He possesses Graduation in Business Administration and Associate Membership of The Institute of Company Secretaries Of India, New Delhi. He has working experience of 3 years as Company Secretary.

##### **Mr. Janak Patel**

Mr. Janak Patel aged 26 years is an Independent Director of our Company. He possesses Graduation in Business Administration and Laws also. He is pursuing C.S. final examination. He possesses more than 2 years experience of compliance s with the Listing Regulations and other Stock Exchange related matters.

#### **Compensation and Benefits to the Whole Time Directors are as follows:**

1. Mr. Dharamjit B. Mori has been appointed as the Whole Time Director of the company with effect from December 28, 2017 for a period of five years.

#### **The remuneration paid/payable is as follows:**

Date of Agreement	December 30,2017
Agreement Period	5 Years(i.e. from December 28,2017 to December 27, 2022
Salary	Not Exceeding Rs.50,000/- p.m.

#### **Sitting fees payable to Non-Executive Directors.**

Till date we have not paid any sitting fees to our Non- Executive Directors.

#### **Shareholding of Directors:**

None of the Directors holds equity shares of our company.

## Interest of Directors

All the non-executive 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 Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All the directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the issuer company with any 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.

Executive Directors are interested to the extent of remuneration paid to them for services rendered to the company.

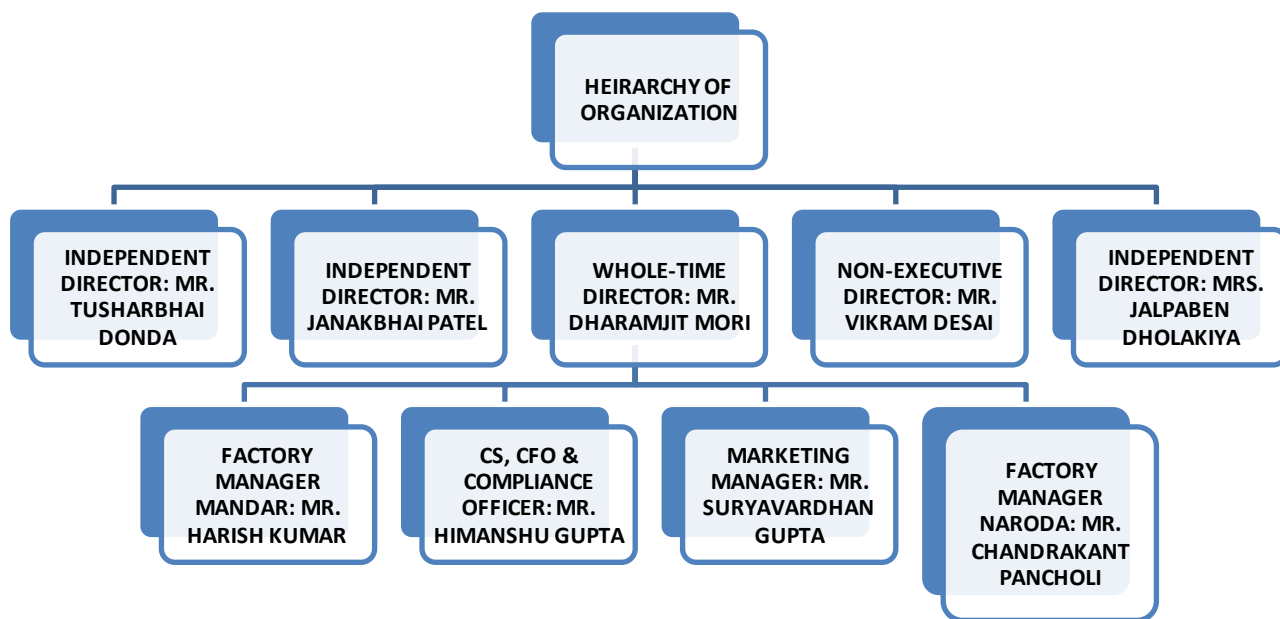
Except as stated in "Related Party Transaction" on page no. 100 of this Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Prospectus in which our directors are interested directly or indirectly.

## Changes in the Board of Directors during the Last Three Years

Name of Directors	Date of Appointment	Date of change in Designation	Date of Cessation	Reason for the changes in the board
Mr. Bachubhai Patel	-	-	July 5, 2015	Resigned as Director
Mr. Kishorkumar Bhatt	-	-	September 1, 2015	Resigned as Director
Mr. Mahesh Parmar	-	-	October 6, 2015	Resigned as Director
Mr. Mit Shah	September 16, 2015	-	April 18, 2016	Appointed and Resigned as Director
Ms. Monika Thakkar	April 18, 2016	-	October 13, 2016	Appointed and Resigned as Director
Mr. Dhiren Thakkar	September 1, 2015	-	October 29, 2016	Appointed and Resigned as Director
Mr. Sunil R Shah	October 1, 2016	-	January 5, 2017	Appointed and Resigned as Director
Mr. Dhiren Thakkar	January 3, 2017	-	October 18, 2017	Appointed and Resigned as Director
Mr. Jaysheel Thakkar	October 13, 2016	-	November 13, 2017	Appointed and Resigned as Director
Ms. Jalpaben Dholakiya	October 18, 2017	-	-	Appointed as Director
Mr. Tusharbhai Donda	October 18, 2017	-	-	Appointed as Director
Mr. Janak Patel	November 13, 2017	-	-	Appointed as Director
Mr. Dharamjit B. Mori	December 28, 2017	-	-	Appointed as Whole-Time Director
Mr. Vikram I. Desai	January 1, 2018	-	-	Appointed as Director

## Management Organization Structure

The Management Organization Structure of the company is depicted from the following chart:



## Corporate Governance

In additions to the applicable provisions of the Companies Act, 2013, with respect to the Corporate Governance, provisions of the SEBI Listing Regulations except Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) Of sub regulation (2) of regulation 46 and Para C, D, and E of Schedule will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

### Composition of Board of Directors:

Currently the Board has Five Directors, of which the Whole Time Director of the Board is Executive Director. In compliance with the section 149(4) of the Companies Act, 2013, our Company has One Executive director, one non-executive director and Three Non-Executive and Independent Directors on the Board including one-woman director as an Independent Director on our Board.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Board of Directors	Designation	Status	DIN
1.	Mr. Dharamjit B. Mori	WholeTime Director	Executive and Non-Independent	08038027
2.	Mr. Vikram I. Desai	Director	Non-Executive Director and Non Independent	08031739
3.	Ms. Jalpaben Dholakiya	Director	Independent Director	07963810
4.	Mr. Tusharbhair Donda	Director	Independent Director	07543151
5.	Mr. Janak Patel	Director	Independent Director	07969539

### Constitution of Committees

The Board of Directors of our Company hereby constitutes the following Committees:

1. **Audit Committee**
2. **Stakeholders Relationship Committee.**
3. **Nomination and Remuneration Committee**

**1. Audit Committee:**

Our Company in pursuant to section 177 of the Companies Act, 2013, and Rule 6 of the Companies (Meeting of board and its powers) Rules, 2014 constituted Audit Committee in the Board Meeting held on December 28, 2017 by inducting Independent directors as committee members.

The members of the Audit Committee are as under:

Name of Directors	Designation	Nature of Directorship
Ms. Jalpaben Dholakiya	Chairman	Non Executive & Independent Director
Mr. Tusharbai Donda	Member	Non Executive & Independent Director
Mr. Vikram I. Desai	Member	Non-Executive & Non- Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

**Terms of Reference**

The terms of reference of Audit Committee.

**Role of Audit Committee**

The scope of audit committee shall include but shall not be restricted to the following:

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. Scrutiny of inter-corporate loans and investments;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. 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 (c) of sub section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;

11. 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;
12. 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;
13. 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;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

#### **Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **2. Stakeholders Relationship Committee**

Our Company in pursuant to section 178 of the Companies Act, 2013, constituted Stakeholders Relationship Committee in the Board Meeting held on December 28, 2017.

The members of the Stakeholders Relationship Committee are as under:

<b>Name of Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Vikram I. Desai	Chairman	Non-Executive & Non- Independent Director
Ms. Jalpaben Dholakiya	Member	Non-Executive & Independent Director
Mr. Dharamjit B. Mori	Member	Whole Time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

#### **Terms of Reference Stakeholders Relationship Committee**

To allot the Equity Shares of the Company and to supervise and ensure:

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.,

- Issue duplicate/split/consolidated share certificates;
- Allotment and listing of shares;
- Dematerialization/Rematerialization of Share
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- Such other matters as may from time to time are required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

### 3. Nomination and Remuneration Committee

Our Company in pursuant to section 178 of the Companies Act, 2013, constituted Nomination and Remuneration Committee in the Board Meeting held on December 28, 2017.

The members of the Nomination and Remuneration Committee are as under:

Name of Directors	Designation	Nature of Directorship
Ms. Jalpaben Dholakiya	Chairman	Non Executive & Independent Director
Mr. Tusharbai Donda	Member	Non Executive & Independent Director
Mr. Vikram I. Desai	Member	Non-Executive & Non- Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

#### The terms of reference of the Nomination and Compensation Committee are:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- d) Devising a policy on Board diversity;
- e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

#### Our Key Management Personnel

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:-

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid In previous year (2017-18) ( ₹ in Lakhs)
Harish Kumar Bomaniya Factory Manager, Mandar 08.12.2017	-	Market Yard Pathawada, Mandar	17 years	0.22
Chandrakant Pancholi Factory Manager, Naroda 01.06.2017	-	Unnati Palmolin	56 Years	1.38
Suryavardhan Gupta Marketing Manger 02.04.2017	Bachelor of Commerce	Surya Enterprise	19 Years	2.20

Himanshu Gupta CS and CFO 18.10.2017	Bachelor of Commerce, CS	Jaymeen Trivedi & Associates	1 ½ Years	0.90
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**Notes:**

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

**Relationship of Key Managerial Personnel**

None of the Key Managerial Personnel of our Company are related to each other.

**Shareholding of the Key Management Personnel**

None of our Key Managerial Personnel holds Equity Shares in our Company as on the date of filing Prospectus except Mr. Himanshu Gupta holds 100 Shares.

**Bonus or Profit sharing plan for the Key Management Personnel**

Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel.

**Changes in the Key Management Personnel**

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Prospectus, otherwise than by way of retirement in due course.

Name	Designation	Date Of Appointment	Date Of Cessation	Reason Of Changes
Mehul Patel	Finance & Accounts Head	Since Inception	30.11.2017	Resigned
Chandrakant Pancholi	Factory Manager, Naroda	01.06.2017	-	Appointed
Suryavardhan Gupta	Marketing Manager	02.04.2017	-	Appointed
Himanshu Gupta	CS & CFO	18.10.2017	-	Appointed
Harish Kumar Bomaniya	Factory Manager, Mandar	08.12.2017	-	Appointed

**Employee Stock Option Scheme**

As on the date of filing of Prospectus company does not have any ESOP Scheme for its employees.

**Relation of the Key Managerial Personnel with our Promoters/ Directors**

None of our Key Managerial Personnel are related to our Promoters/Directors.

**Payment of Benefit to Officers of Our Company (non-salary related)**

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.



## OUR PROMOTERS AND PROMOTER GROUP

### Corporate Promoter:

#### M/s. TJR Agrocom Private Limited

TJR Agrocom Private Limited ("TJR") holds 52,98,690 Equity Shares constituting 99.98 % and 54.64 % of pre issue and post issue paid up capital respectively of our Company.

Sr. No.	Title	Details
1.	Permanent Account No.	AACCR3213R
2.	Name of the Bank and Bank Account No.	The Kalol Nagrik Sahakari Bank Ltd. A/c. No. 126251101001108
3.	Company Identification No.	U27310GJ2002PTC041629
4.	Registered Office	B-302, Aaryam Nikita Apartment, Fatehpura, Paldi, Ahmedabad -380007

TJR Agrocom Private Limited was originally incorporated as Raikan Alloys Private Limited company under the provisions of the Companies Act, 1956 vide certificate of incorporation dated December 4, 2002 issued by the Asstt. Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, the name of our Company was changed to Raikan Commodities Private Limited and fresh certificate of incorporation dated June 26, 2008 was issued by the Asstt. Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Again the name of our Company was changed to TJR Agrocom Private Limited and fresh certificate of incorporation dated May 5, 2012 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The Corporate Identification Number of our Company is U27310GJ2002PTC041629.

### Main Objects:

1. To carry on business of manufacturing, processing, rolling, rerolling, casting, melting, moulding, refining, buying, selling, dealing, importing, exporting, dealing in and sellers of all grades, types, qualities, shapes, categories and descriptions of alloy, ferro alloys, tool and special steel including alloy, constructional steel in carbon, manganese, nickel, chromium, nickle chromium molybdenum, direct and case hardening steels, corrosion resisting steels, stainless and heat resisting steels, free casting steels, silica-manganese steels, spring steels, carbon and alloy tools and die steels, high speed steels, armour steels, magnet steels, electrical steels, all types of alloying materials required for manufacture of alloy, tool and special steels, pig iron, cast iron, scrap iron, mild steel, steel casting and steel forgings in all categories of steel described herein before, all types of iron bricks.
2. To carry on the business of manufacturing, buying, selling, importing, exporting, trading and dealing in aluminium alloys, ferro alloys, aluminium powder, aluminium ingots, aluminium shorts, aluminium k notch bar and other aluminium, steel, bronze and iron products and to carry on the business of iron and steel founders, melters, tool makers, brass founders and importers, exporters manufacturers and dealers in steel, metal, iron, malleable grey and mild castings including ferrous, non-ferrous, non-ferrous and alloy steel, spring steel.
3. To become a member of multicommodity exchange of India and to deal and trade as such in commodities trade I deal in at the exchange.
4. To carry on the business of manufacturers, representatives, agents, traders, dealers, exporters, importers, factors, consignors and consignee, braking, forward and spot trading of all kinds, types and sizes of articles, goods, merchandise, commodities and derivatives such as agricultural products, gold, silver and precious metals, stones, and all types of consumer and industrial products whether for domestic, commiercal, industrial, agricultural and defence purpose I use in India or elsewhere.
5. To manufacture, process extract, refine, produce, blend and prepare for the market, store, buy, sell, transport, export, import and to deal in all kinds of Oils including, Edible oil, Vegetable oil, Hydrogenerated oil, Refined,

Bleached and I or De - odorised oils relating to the manufacture and preparations of oils and allied products and saponaceous substances, unguent and ingredients.

6. To carry on the business of seeds crushers by all mechanical and chemical process for the expansion and I or extraction of oil from oil seeds for Refining Solvent extraction and hydrogenerating the same to manufacture of all kinds of oils from in seeds, cottonseeds, groundnut, soyabean, sunflower, reseed Husk and Rice Bran and other oil cakes, extracts by crushing, chemical processed oil refiners.
7. To run oil mills and Plants I Refinery for the purpose of filtering, removing the free fatty acids by bleaching, deodorizing and purifying the oils, storing, giving preliminary treatment, cleaning, decorticating, disintergrating, grinding the oil seeds, cooking the meal, moulding, pressing, recovering the oil from oil seeds, hydrogenation of the oils, manufacturing Vanaspati, Bakery, starting and vegetable fats therefrom.

### Current Nature of Activities

Company is currently engaged in the trading business of agro commodities and agro products more particularly into the segment of edible oil products and oil seeds.

### Board of Directors

Currently, the Board of Directors of TJR consists of following directors:

Sr. No	Name of Director	Designation
1.	Jaysheel Dhiren Thakkar	Director
2.	Rahul Dinesh Nair	Director

### Shareholding Pattern:

#### Statement Showing Shareholding as on March 31, 2018

Sr. No	Name of the Shareholder	No of Shares	% of Holding
1.	Jaysheel Dhiren Thakkar	9,000	90.00
2.	Gauri Dhiren Thakkar	900	9.00
3.	Kanubhai D. Patel-HUF	10	0.1
4.	Parmanand Kantibhai Patel	10	0.1
5.	Kantibhai Samabhai Patel	10	0.1
6.	Rajendrabhai Kantilal Patel	10	0.1
7.	P B Jadeja	10	0.1
8.	Ramnikal Nathalal Patel	10	0.1
9.	Jatin Rajendrabhai Vyas	40	0.4
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

### Promoters of the TJRAgrocom Private Limited:

The Promoters of the TJR Agrocom Private Limited is Mr. Jaysheelbhai Thakkar and Mrs. Gauri Thakkar.

### Standalone Financial Information of the Company of Last three Years

Particular	(In Rs. except Per Share)		
	March 31, 2017	March 31, 2016	March 31, 2015
Authorised Capital	1,00,000	1,00,000	1,00,000
Shareholders Fund			
Equity Capital	1,00,000	1,00,000	1,00,000
Reserves and Surplus	-87,54,493	-82,55,682	-61,52,611

Net worth	-86,54,493	-81,55,682	-60,52,611
NAV/Book Value Per Share	(865.45)	(815.57)	(605.26)
<b>Income from Operations</b>			
Revenue from Operation	-	-	-
Other Income	43,500	43,500	43,500
<b>Total Revenue</b>	<b>43,500</b>	<b>43,500</b>	<b>43,500</b>
Total Expenses	5,42,311	21,46,571	23,48,937
<b>Profit After Tax</b>	<b>(4,98,811)</b>	<b>(21,03,071)</b>	<b>(23,81,408)</b>
<b>Earning per shares</b>	<b>(49.88)</b>	<b>(210.31)</b>	<b>(238.14)</b>

### Confirmation

Our Company confirms that the Permanent Account Numbers, Bank Account Numbers, the Company Registration Numbers and the addresses of the Registrars of Companies where the company is registered shall be submitted to the Stock Exchange at the time of filing this Prospectus.

### Interest of Promoters in our Company

Our Promoters are interested in our Company to the extent they have promoted our Company and to the extent of their shareholding and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. For details regarding the shareholding of our Promoters in our Company, please see “*Capital Structure*” on page no. 36 of this Prospectus.

### Changes in the management or control of the promoter company (i.e. TJR Agrocom Private Limited)

There has been change in the management or control of TJR in the three years immediately preceding the date of the Prospectus the details are as follow:

Sr. No.	Name	Date of appointment/cessation	Nature of change (Appointment/Change in designation/ Cessation)
1	Dhiren K Thakkar	16/12/2015	Appointment
2	Vinod K Pandya	16/12/2015	Cessation
3	Rajesh C Sutaria	03/11/2017	Cessation
4	Jaysheel D Thakkar	10/01/2017	Appointment
5	Rahul D Nair	03/11/2017	Appointment
6	Dhiren K Thakkar	03/11/2017	Cessation

### Payment or benefits to our Promoter in the last two years

Except in the ordinary course of business and as stated in “*Financial Statements as Restated*” on page 102, there has been no payment or benefits to our Promoter during the two years preceding the filing of this Prospectus nor is there any intention to pay or give any benefit to our Promoter as on the date of this Prospectus

### Changes in Control

TJR Agrocom Private Limited acquired the control of the Company by way of acquisition of 9,98,690 shares from erstwhile shareholders representing 99.86% of total capital of the Company on April 01, 2016.

## OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India as per Restated Financial Statements. Further, pursuant to a resolution of our Board dated January 18, 2018 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions:-

- I. Such Company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations and;
- II. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Standalone Financial Statements.

Transaction with Kanel Industries Limited is considered under Related Party Transaction. However, these transaction does not fulfil the above-mentioned conditions.

Based on the above, there are no Group Companies of our Company.

## **RELATED PARTY TRANSACTIONS**

For detailed related to Related Party Transactions of our Company, please refer to Annexure XVI on page 123 of restated financial statement under the section titled, "*Financial statements as restated*" beginning on page 102 of this Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Our Company has not paid any Dividend during last five years.

**SECTION VI - FINANCIAL INFORMATION**  
**FINANCIAL STATEMENT AS RESTATED**

**Standalone Financial Statements**

**To**  
**The Board of Directors**  
**Sun Retail Limited,**  
**213/214, Phase-II GIDC,**  
**Naroda,**  
**Ahmedabad – 382330.**

Dear Sirs,

**Subject: Financial Information of Sun Retail Limited**

We have examined the attached restated financial information of ("the Company") as approved by the Board of Directors of the Company, prepared in terms of the requirements of Paragraph B, of Part II of Schedule II of the Companies Act, 1956 as amended (the Act), read with the general circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement Regulation) 2009 as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Report in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable (Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 1<sup>st</sup> May, 2018 in connection with the proposed issue of Equity Shares of the Company.

In terms of Schedule VIII, Clause IX of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of the, we, M/s. G M C A & Co., have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board\* of the ICAI.

1. These Financial Information have been extracted by the management from the financial statements for the year ended on 31<sup>st</sup> March, 2018, 31<sup>st</sup> March 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014 audited by M/s M. H. Trivedi & co., being the Statutory Auditors, approved by the Board of Directors for the period ended on 31<sup>st</sup> March, 2018 and approved by the Board of Directors and adopted by the Members for the financial year ended 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014. Accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further the Financial statements for the year ended on March 31, 2017 have been re audited by us as per the relevant guidelines. The financial statements for the period ended on March 31<sup>st</sup>, 2018 have been audited by us.

**Financial Information of the Company**

1. In accordance with the requirements of Paragraph B, Part II of Schedule II to the Act, the SEBI Regulations and the terms of our engagement agreed with you, we further report that"
  - i. The Restated Statement of Asset and Liabilities of the Company as at 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014 as set out in "**Annexure I**" to this report read with the Significant Accounting Policies and related Notes in Annexure IV & V are after making such adjustments and regrouping as in our opinion are appropriate in the year to which they relate and more fully described in Schedules to the Restated Summary Statements.
  - ii. The Restated Profits & Loss Statement of the Company for the period ended on 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014 as set out in "**Annexure – II**" to this report read with the Significant accounting policies and related Notes in Annexure IV & V are after making such adjustment and regrouping as in our opinion are appropriate in the year to which they relates and more fully described in Schedules to the Restated Summary Statements.

- iii. The Restated Statement of Cash Flow of the company for the period ended on 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2014 as set out in "**Annexure – III**" to this report read with the Significant accounting policies and related Notes in **Annexure IV & V** are after making such adjustment and regrouping as in our opinion are appropriate in the year to which they relates and more fully described in Schedules to the Restated Summary Statements.

2. Based on the above, we are of the opinion that the Restated Standalone Financial Statements:

- i. Have been made in accordance with the provisions of sub-clause (B) of clause (IX) of Part A of Schedule VIII of the SEBI ICDR Regulations, and after incorporating Adjustments suggested in paragraph 9 of sub-clause (B) of clause (IX) of Part A of Schedule VIII of the SEBI ICDR Regulations, and have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years / period to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods;
- ii. have been made after incorporating adjustments for prior period and other material amounts in the respective financial years / period to which they relate; and do not contain any extra- ordinary items that need to be disclosed separately other than those presented in the restated Standalone Financial Statements and do not contain any qualifications required adjustments.
- iii. There was no qualification in the audit reports issued by the statutory auditors for the respective years which would require adjustment in these Restated Financial Statements.

#### **Other Financial information**

3. We have also examined the following financial information as set out in the Annexure prepared by the management and approved by the Board of Directors relating to for the period ended on 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014.

- i. Statement of significant accounting policies as appearing in **Annexure IV**
- ii. Statement of notes to accounts as appearing in **Annexure V**
- iii. Statement of Standalone Other Income as appearing in **Annexure VI**
- iv. Statement of Standalone Accounting & Other Ratios as appearing in **Annexure VII**
- v. Statement of Standalone Capitalization of the company as appearing in **Annexure VIII**
- vi. Statement of Standalone Tax Shelters as appearing in **Annexure IX**
- vii. Statement of Standalone Long term Borrowings as appearing in **Annexure X**
- viii. Statement of Standalone Trade Receivables as appearing in **Annexure XI**
- ix. Statement of Standalone Long term Loans and Advances as appearing in **Annexure XII**
- x. Statement of Standalone Short term Loans and Advances as appearing in **Annexure XIII**
- xi. Statement of Standalone Short term Borrowings as appearing in **Annexure XIV**
- xii. Statement of Standalone Contingent Liabilities & Capital Commitments as appearing in **Annexure XV**
- xiii. Statement of Standalone Related Party Transaction as appearing in **Annexure XVI**
- xiv. Statement of Standalone Dividend paid as appearing in **Annexure XVII**
- xv. Statement of Standalone Investments as appearing **Annexure XVIII**

In our opinion, the above financial information of the Company read with Significant Accounting Policies & Notes to Accounts attached in Annexure IV, & V to this report, after making adjustments and regrouping as considered appropriate has been prepared in accordance with Part II of the Schedule II of the Act and the SEBI (ICDR) Regulations issued by SEBI, as amended from time to time subject to and read with other notes and is materially consistent with the existing Accounting Standards.

This report should not be in any way construed as a re-issuance or re-dating of any of the previous audit reports issued by us or other statutory auditor, nor should this report be construed as a new opinion on any of the financial statements referred therein.



This report is intended solely for your information and for inclusion in the Offer document in connection with the issue of Equity shares of the Company and is not to be used, referred to or distributed for any other purpose without our written consent.

**For, G M C A & Co.**  
**Chartered Accountants**  
**FRN: 109850W**

**CA Mitt S Patel**  
**(Partner)**  
**Membership No: 163940**

Place: Ahmedabad  
Date: 1<sup>st</sup> June, 2018

## Annexure - 1

## RESTATED BALANCE SHEET

(₹ in Lakh)

Particulars	Note No.	2017-18	2016-17	2015-16	2014-15	2013-14
<b>I. Equity &amp; Liabilities</b>						
<b>1. Share Holders' Fund</b>		<b>702.20</b>	<b>119.57</b>	<b>100.82</b>	<b>97.23</b>	<b>103.82</b>
(a) Share Capital	1	530.00	100.00	100.00	100.00	100.00
(b) Reserve & Surplus	2	172.20	19.57	0.82	(2.77)	3.82
<b>2. Noncurrent Liabilities</b>		<b>391.01</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>301.63</b>
(a) Long term borrowing	3	386.55	472.08	410.75	425.52	301.63
(b) Deferred tax liabilities (Net)		4.46	-	-	-	-
(c) Other Long term Liabilities		-	-	-	-	-
(d) Long Term Provisions		-	-	-	-	-
<b>3. Current Liabilities</b>		<b>166.08</b>	<b>500.06</b>	<b>66.34</b>	<b>80.39</b>	<b>961.87</b>
(a) Short Term Borrowings	4	-	-	-	-	2.53
(b) Trade Payables	5	148.69	492.06	66.22	80.27	955.15
(c) Other Current Liabilities	6	0.63	0.30	0.12	0.12	3.65
(d) Short Term Provisions	7	16.76	7.70	-	-	0.54
<b>Total</b>		<b>1,259.29</b>	<b>1,091.71</b>	<b>577.91</b>	<b>603.14</b>	<b>1,367.32</b>
<b>II. Assets</b>						
<b>1. Non-Current Assets</b>		<b>717.05</b>	<b>280.97</b>	<b>399.69</b>	<b>226.90</b>	<b>73.01</b>
(a) Fixed Assets		<b>444.56</b>	<b>11.49</b>	<b>13.86</b>	<b>24.00</b>	<b>34.68</b>
(i) Tangible Assets		482.68	39.05	38.90	50.75	49.54
(Less) Depreciation Fund		(38.41)	(27.56)	(25.04)	(26.75)	(14.86)
(ii) Intangible Assets		0.37	-	-	-	-
(Less) Depreciation Fund		(0.08)				
(b) Non-Current Investments	8	-	-	-	3.50	3.50
(c) Long Term Loans & Advances	9	272.49	269.48	385.71	199.15	34.46
(d) Other Non-Current Assets	10	-	-	0.12	0.25	0.37
<b>2. Current Assets</b>		<b>542.24</b>	<b>810.74</b>	<b>178.22</b>	<b>376.24</b>	<b>1,294.31</b>
(a) Inventories	11	140.39	115.22	98.37	93.40	101.89
(b) Trade Receivables	12	209.14	677.98	52.72	27.14	908.69
(c) Cash & Cash Equivalents	13	5.28	10.20	8.31	4.98	21.36
(d) Short term Loans & Advances	14	172.97	7.34	18.82	250.72	262.37
(e) Other Current Assets	15	14.46	-	-	-	-
<b>Total</b>		<b>1259.29</b>	<b>1,091.71</b>	<b>577.91</b>	<b>603.14</b>	<b>1,367.32</b>
Contingent Liabilities & Commitments						

ANNEXURE II RESTATED STATEMENT OF PROFIT & LOSS ACCOUNT

(₹in Lakh)

Particulars		Note No.	2017-18	2016-17	2015-16	2014-15	2013-14
I	Revenue From Operations	16	6,509.21	6,804.62	2,547.51	2,309.04	1,634.76
II	Other Income	17	22.97	0.96	15.52	0.59	9.45
<b>III</b>	<b>Total Revenue (I+II)</b>		<b>6,532.18</b>	<b>6,805.58</b>	<b>2,563.07</b>	<b>2,309.64</b>	<b>1,644.21</b>
<b>IV</b>	<b>Expenses</b>						
	Purchase of Stock in Trade	18	6,484.47	6,790.52	2,549.14	2,266.19	1,189.42
	Changes in Inventories	19	(25.17)	(16.85)	(4.97)	8.49	403.63
	Employee Benefit Expenses	20	15.36	-	1.93	2.31	1.84
	Finance Costs	21	0.15	0.22	0.07	20.88	33.81
	Depreciation & Amortisation Expenses	22	13.17	2.64	3.17	4.45	4.04
	Other Expenses	23	9.45	2.25	20.79	6.34	11.44
	<b>Total Expenses</b>		<b>6,497.43</b>	<b>6,778.78</b>	<b>2,570.13</b>	<b>2,308.66</b>	<b>1,644.18</b>
<b>V</b>	<b>Profit Before Exceptional &amp; Extraordinary Items &amp; Tax (III-IV)</b>		<b>34.75</b>	<b>26.80</b>	<b>(7.06)</b>	<b>0.98</b>	<b>0.03</b>
<b>VII</b>	<b>Exceptional Items</b>		<b>-</b>	<b>-</b>	<b>(10.65)</b>	<b>-</b>	<b>-</b>
<b>VIII</b>	<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>34.75</b>	<b>26.80</b>	<b>3.59</b>	<b>0.98</b>	<b>0.03</b>
	Extraordinary Items		-	-	-	-	-
<b>IX</b>	<b>Profit Before Tax</b>		<b>34.75</b>	<b>26.80</b>	<b>3.59</b>	<b>0.98</b>	<b>0.03</b>
<b>X</b>	<b>Tax Expenses</b>						
	Current Tax/ Interest on Income Tax/ Deferred Tax		12.12	8.05	-	0.01	-
<b>XI</b>	<b>Profit/(Loss) for the period from Continuing Operations (IX-X)</b>		<b>22.63</b>	<b>18.75</b>	<b>3.59</b>	<b>0.97</b>	<b>0.03</b>
<b>XII</b>	<b>Profit/(Loss) from Discontinuing Operations</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XIII</b>	<b>Tax Expense of Discontinuing Operations</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XIV</b>	<b>Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XV</b>	<b>Profit/(Loss) for the period(XI+XIV)</b>		<b>22.63</b>	<b>18.75</b>	<b>3.59</b>	<b>0.97</b>	<b>0.03</b>
<b>XVI</b>	<b>Earning Per Equity Share</b>						
	Basic		<b>1.06</b>	<b>1.87</b>	<b>0.36</b>	<b>0.10</b>	<b>-</b>
	Diluted		<b>1.06</b>	<b>1.87</b>	<b>0.36</b>	<b>0.10</b>	<b>-</b>

**ANNEXURE III - RESTATED CASHFLOW STATEMENT AS AT MARCH 31, 2018**

(₹. in Lakh).

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>A Cash flow from Operating Activities</b>					
Net Profit Before Tax	34.75	26.80	3.59	0.98	0.03
Adjustments for:	-	-	-	-	-
Add Depreciation	10.92	2.52	3.05	4.32	4.04
Less Dividend Income	-	-	(0.42)	(0.42)	(0.29)
Add Preliminary Expenses Written Off	2.25	0.12	0.12	0.13	-
Add Interest Expenses	-	0.02	0.03	20.21	33.68
Less Adj. of Depreciation on sale of Assets	-	-	-	-	-
Less Short Term Capital Gain (Mutual Fund)	-	-	-	-	-
Less Profit on sale of Fixed Assets	-	-	(10.65)	-	-
Operating Profit / (Loss) before Working Capital Changes	47.92	29.46	(4.28)	25.22	37.46
Adjustments for:					
Increase/(Decrease) in creditors	(343.37)	425.84	(14.05)	(874.88)	893.80
Increase/(Decrease) in other current liabilities	0.33	0.18	0.01	(3.54)	2.81
Increase/(Decrease) in other Provisions	1.40	-	-	(0.54)	-
(Increase)/Decrease in debtors	468.83	(625.25)	(25.59)	881.57	(901.26)
(Increase)/Decrease in inventories	(25.17)	(16.85)	(4.97)	8.49	403.63
(Increase)/Decrease in other current assets	(16.71)	-	-	-	-
(Increase)/Decrease in Short Term Loan & Advances	(165.63)	11.48	231.90	11.65	(66.64)
<b>Cash flow generated from Operating Activities</b>	<b>(32.40)</b>	<b>(175.14)</b>	<b>183.02</b>	<b>47.97</b>	<b>369.80</b>
Income Tax Paid ( Net of Refund)	-	0.35	-	0.01	-
<b>Net Cash flow generated from Operating Activities A</b>	<b>(32.40)</b>	<b>(175.49)</b>	<b>183.02</b>	<b>47.96</b>	<b>369.80</b>
<b>B Cash flow from Investment Activities</b>					
Purchase of Fixed Assets	(443.99)	(0.16)	(2.25)	(1.21)	(0.10)
Sale of Fixed Assets	-	-	20.00	-	-
Sale of Investments	-	-	3.50	-	-
Purchase of Investments	-	-	-	-	-
Share Application Money Received Back	-	-	-	-	-
Dividend Income	-	-	0.42	0.42	0.29
<b>Net Cash flow generated from Investments Activities B</b>	<b>(443.99)</b>	<b>(0.16)</b>	<b>21.67</b>	<b>(0.79)</b>	<b>0.19</b>
<b>C Cash flow from Financing Activities</b>					
Short term borrowings	-	-	-	(2.53)	(277.57)
Share Allotted	560.00	-	-	-	-
Issue of Equity share	-	-	-	-	-
Interest Expenses	-	(0.02)	(0.03)	(20.21)	(33.68)
(Increase)/Decrease in other non-current assets	-	-	-	-	-
(Increase)/Decrease in Long term loans & advances	(3.00)	116.22	(186.55)	(164.69)	(25.77)
Increase/(Decrease) in noncurrent liabilities & provisions	(85.53)	61.33	(14.78)	123.89	(28.01)
<b>Net Cash flow generated from Financing Activities C</b>	<b>471.47</b>	<b>177.53</b>	<b>(201.36)</b>	<b>(63.55)</b>	<b>(367.56)</b>
<b>Net Change in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(4.92)</b>	<b>1.88</b>	<b>3.33</b>	<b>(16.38)</b>	<b>4.96</b>
Opening Cash & Cash Equivalents	10.20	8.31	4.98	21.36	16.40
<b>Closing Cash &amp; Cash Equivalents</b>	<b>5.28</b>	<b>10.20</b>	<b>8.31</b>	<b>4.98</b>	<b>21.36</b>

## **Annexure – IV Significant Accounting Policies**

### **Basis for Preparation of Financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, on the basis of going concern under the historical cost convention and also on accrual basis. These financial statements comply, in all material aspects, with the provisions the Companies Act, 2013 (to the extent applicable) and also a accounting standards prescribed by the Companies (Accounting Standards) Rules, 2006, which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. All the divisions of the Company have normal operating cycle of less than twelve months, hence a period of twelve months has been considered for bifurcation of assets and liabilities into current and non-current as required by Schedule III to the Companies Act, 2013 for preparation of Financial Statements. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make assumptions and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

### **Inventories**

The inventories as at year end have been taken, valued & certified by the Directors of the company. As informed by the Management, the valuation of the inventories have been made At Cost (FIFO Method).

### **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit or (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

### **Fixed assets**

Fixed Assets are stated at cost less depreciation. Cost comprises of cost of acquisition and any attributable cost of bringing the assets to the condition for its intended use. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

In the case of asset purchased on 08<sup>th</sup> December, 2017 Sale deed was not ready as on the date of signing of the report but consideration was paid so asset has been recognized in the books as it was ready to use and depreciation has been calculated accordingly.

### **Depreciation and Amortization**

Depreciation on fixed assets is calculated on a SLM basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets.

<b>Asset</b>	<b>Useful Life</b>
Computer	3 Years
Office equipment	5 Years
Factory building	30 Years
Vehicle	10 Years
Plant & Machinery*	15 Years
Software	3 Years

\*(In the case of New Plant & Machinery purchased as on 08<sup>th</sup> December, 2017 the useful life of the asset has been considered as per the valuation report and accordingly useful life of the Plant & Machinery has been considered 5 Years, 8 Years & 10 Years.)

### **Impairment of assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been any change in the estimate of recoverable amount.

### **Revenue Recognition**

The principles of revenue recognition are given below:

- General systems of accounting is mercantile, accordingly the income/expenditure are recognized on accrual basis on reasonable certainty concept.
- Sales of goods traded accounted net off VAT receivable and payable.
- Dividend income is recognized when right to receive payment is established.

### **Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving 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. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the accounts. Contingent assets are recognized in the financial statements and Disclosure for the same has been made accordingly.

### **Investments**

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are measured at cost or market value whichever is lower, determined on an individual investment basis. Long Term Investments are stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary.

### **Event occurring after the Balance Sheet Date**

No significant events which could affect the financial position as on 31<sup>st</sup> March, 2018 to a material extent have been reported by the management, after the Balance Sheet date till the signing the report.

### **Prior period Items**

Prior period expenses/income is accounted for under respective heads. Material items, if any, are disclosed separately by way of note.

### **Preliminary Expense**

Preliminary expenses as well as Pre – Operative expenses have been written off in the reporting financial years.

### **Earnings Per Share**

The earning considered in ascertaining the Company's Earnings Per Share (EPS) comprises the net profit after tax. The number of shares used in computing Basic and diluted EPS is weighted average number of shares outstanding during the year as per the guidelines of AS-20 and calculation of EPS is shown in notes to account.

## Annexure – V Notes on Accounts

### ➤ **Contingent Liabilities**

According to the information & explanation provided by the company, there is no liability of Contingent nature was outstanding as at 31<sup>st</sup> March, 2018.

### ➤ **Capital Expenditure Commitments:** Nil

### ➤ **Related Party Transactions:-**

As per Accounting Standard (AS -18) issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name	Relationship
1	Shri. Dhiren K Thakkar	Director (up to 18.10.2017)
2	Shri. Jaysheel Thakkar	Director (up to 13.11.2017)
3	Shri. Bachubhai K Patel	Director (up to 5.07.2015)
4	Shri. Kishorkumar P Bhatt	Director (up to 1.09.2015)
5	Shri. Mahesh A Parmar	Director (up to 6.10.2015)
6	Kanel Industries Limited	Related Party by virtue of Director (Dhiren Thakkar)
7	TJR Agrocom Private Limited	Holding Company

### ➤ **Transactions with Related Parties**

(Amount in Lakh.)

Sr.No	Year	Name	Dhiren Thakkar	Jaysheel Thakkar	Kishorkumar Bhatt	Bachubhai Patel	Kanel Industries Ltd
1	2017-18	Loan Accepted	107.31	6.50	Nil	Nil	Nil
		Loan Repaid	160.93	Nil	Nil	Nil	Nil
2	2016-17	Loan Accepted	205.78	0.5	Nil	Nil	Nil
		Loan Repaid	229.35	Nil	Nil	Nil	Nil
3	2015-16	Loan Accepted	199.03	Nil	Nil	Nil	Nil
		Loan Repaid	213.81	Nil	Nil	Nil	Nil
4	2014-15	Loan Accepted	347.00	Nil	Nil	Nil	Nil
		Loan Repaid	16.63	Nil	10.12	12	2.53
5	2013-14	Loan Accepted	15.00	Nil	Nil	Nil	7.30
		Loan Repaid	13.80	Nil	0.1	Nil	4.77
6	2012-13	Loan Accepted	29.75	Nil	10.52	12.00	11.85
		Loan Repaid	Nil	Nil	0.31	Nil	11.85

### • **Transactions of Kanel Industries Limited (Debtor)**

(Amount in Lakh.)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Opening Balance	1311.16	771.01	748.82	8.44	-
Sales	3668.92	6,947.27	822.80	829.57	8.44
Receipt	2301.94	6,407.12	800.61	89.19	-
Closing Balance	2678.14	1,311.16	771.01	748.82	8.44

• **Transactions of Kanel Industries Limited (Creditor)** (Amount in Lakh.)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Opening Balance	801.69	724.54	738.81	850.96	-
Purchase	2611.17	84.35	1,831.23	1,550.00	850.96
Payment	782.64	7.20	1,845.51	1,662.15	-
<b>Closing Balance</b>	<b>2630.22</b>	<b>801.69</b>	<b>724.54</b>	<b>738.81</b>	<b>850.96</b>

• **Transactions for Share Capital with TJR Agrocom Pvt Ltd**

(Amount in Lakh.)

No. of Shares	43,00,000
Amount of Shares	430.00
Closing Balance	130.00
Loan Accepted	1.00
Loan Repaid	Nil

➤ **Payment to the Auditors**

(In Rs.)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Audit Fees	35,000	15,000	15,000	15,000	15,000
Company Matter	0	0	0	0	0
Income Tax Fees	0	0	0	0	0
Others	0	10,000	10,000	10,000	10,000
<b>Total</b>	<b>35,000</b>	<b>25,000</b>	<b>25,000</b>	<b>25,000</b>	<b>25,000</b>

➤ **Earnings per Share:-**

The earning considered in ascertaining the company's EPS comprises the profit available for shareholders i.e. profit after tax and statutory/regulatory appropriations. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year as per the guidelines of AS-20 (Kindly verify the Profit & Loss Account for Details).

➤ **Others**

- In opinion of the management of the company, all loans, advances and deposits are recoverable in cash or kind for value to be received for which no provision is required.
- Confirmations of the concerned parties for the amount due to them and/or due from them as per accounts of the company are not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- Ageing bifurcation in case of Sundry Debtors was not possible so we have on random basis verified the ledgers and accordingly shown the bifurcation of Sundry Debtors receivable to satisfy more than six months & less than six months criteria.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**For Sun Retail Limited**

**For, G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**

Director

Director

(Partner)

Membership No. 163940

**Place:** Ahmedabad

**Date:** 1<sup>st</sup> June, 2018



**ANNEXURE : V NOTES TO THE FINANCIAL STATEMENTS**

**1 Share Capital**

**1.1 Authorized, Issued, Subscribed and Paidup share capital**

Particulars	2017-18		2016-17		2015-16		2014-15		2013-14	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised Share Capital</b>										
Equity Shares of Rs. 10 Each	10,000,000	1,000	1,000,000	100	1,000,000	100	1,000,000	100	1,000,000	100
<b>Issued Share Capital</b>										
Equity Shares of Rs. 10 Each	5,300,000	530	1,000,000	100	1,000,000	100	1,000,000	100	1,000,000	100
<b>Total</b>	<b>5,300,000</b>	<b>530</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>
<b>Subscribed &amp; Fully Paid</b>										
Equity Shares of Rs. 10 Each	5,300,000	530	1,000,000	100	1,000,000	100	1,000,000	100	1,000,000	100
<b>Total</b>	<b>5,300,000</b>	<b>530</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>	<b>1,000,000</b>	<b>100</b>

**1.2 Share Holders Holding More than 5% Share**

Name of the Share Holders	2017-18		2016-17		2015-16		2014-15		2013-14	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
TjrAgro Com Private Limited	5298690	99.98	998690	99.87	-	-	-	-	-	-
Dhiren K. Thakker	-	-	-	-	880,000.00	88.00	100,000.00	10.00	-	-
Rajeshkumar V Patel	-	-	1310	0.13	120,000.00	12.00	120,000.00	12.00	120,000.00	12.00
Kishor P Bhatt	-	-	-	-	-	-	300,000.00	30.00	400,000.00	40.00
Bachubhai K Patel	-	-	-	-	-	-	480,000.00	48.00	480,000.00	48.00

### 1.3 Reconciliation of Share Capital

Particulars	2017-18		2016-17		2015-16		2014-15		2013-14	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Face Value Rs. 10.00)</b>										
Shares Outstanding at the Beginning of the Year	1,000,000	100	1,000,000	100.00	1,000,000	100.00	1,000,000	100.00	1,000,000	100.00
Shares issued during the year	4,300,000	430.00	-	-	-	-	-	-	-	-
Shares cancelled during the year	-	-	-	-	-	-	-	-	-	-
<b>Shares Outstanding at the End of the Year</b>	<b>5,300,000</b>	<b>530.00</b>	<b>1,000,000</b>	<b>100.00</b>	<b>1,000,000</b>	<b>100.00</b>	<b>1,000,000</b>	<b>100.00</b>	<b>1,000,000</b>	<b>100.00</b>

### 2 Reserve & Surplus

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Securities Premium Account</b>					
Opening balance	-	-	-	-	-
+/- Allotment of Shares	130.00	-	-	-	-
Closing Balance	130.00	-	-	-	-
<b>General Reserve</b>					
Opening balance	-	-	-	-	-
+ Adjustment in pursuant to the scheme of Demerger	-	-	-	-	-
Closing Balances	-	-	-	-	-
<b>Profit &amp; Loss A/c</b>					
Opening balance	19.57	0.82	(2.77)	3.82	3.79
+/- Transfer of Current Year Profit/Loss	22.63	18.75	3.59	0.98	0.03
(-)Adjustment of Depreciation	-	-	-	7.56	-
Closing balance	42.20	19.57	0.82	(2.77)	3.82
<b>Total</b>	<b>172.20</b>	<b>19.57</b>	<b>0.82</b>	<b>(2.77)</b>	<b>3.82</b>

### 3 Long term Borrowing

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Secured Loans	-	-	-	-	142.14
	-	-	-	-	<b>142.14</b>
Unsecured Loans					
Loan from Directors	276.35	323.48	346.55	-	22.12
Loan from Relatives & Others	110.20	148.60	64.20	425.52	137.38
	<b>386.55</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>159.50</b>
<b>Total</b>	<b>386.55</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>301.63</b>

### 4 Short term Borrowings

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
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<b>Unsecured Loans repayable on Demand</b>					
Loan from Directors	-	-	-	-	-
Loan From Body Corporate	-	-	-	-	2.53
Loan From Kalol Nagrik Sahkari Bank LTD	-	-	-	-	-
<b>Total</b>	-	-	-	-	<b>2.53</b>

#### 5 Trade Payables

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
For Goods (Incl. of Micro, Small & Medium Enterprises)	147.12	467.27	64.45	-	941.17
For Expense	1.53	1.82	1.77	2.03	6.01
Advance Received from Debtors	0.04	22.97	-	78.24	7.97
<b>Total</b>	<b>148.69</b>	<b>492.06</b>	<b>66.22</b>	<b>80.27</b>	<b>955.15</b>

#### 6 Other Current Liabilities

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Statutory Dues	0.63	0.30	0.12	0.11	3.65
Other Payables	-	-	-	-	-
<b>Total</b>	<b>0.63</b>	<b>0.30</b>	<b>0.12</b>	<b>0.11</b>	<b>3.65</b>

#### 7 Short term Provisions

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Provision for Expense	1.40	-	-	-	-
Provision for Income Tax	15.36	7.70	-	-	0.54
<b>Total</b>	<b>16.76</b>	<b>7.70</b>	<b>-</b>	<b>-</b>	<b>0.54</b>

#### 8 Non-current Investments

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
(I) Investment in Equity Shares					
(a) Others					
35,000 Equity Shares of Rs 10/- Each of Kalol Nagrik Sahkari Bank Ltd	-	-	-	3.50	3.50
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.50</b>	<b>3.50</b>

#### 9 Long term Loans & Advances

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Deposits	0.01	0.01	0.01	0.64	8.69
GIDC (AHD) Deposit	-	-	-	-	0.89
Telephone Deposit	0.01	0.01	0.01	0.01	0.01
<b>NCDX Spot Exch. LTD</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.64</b>	<b>7.80</b>
<b>Other Long Term Loans &amp; Advances</b>	<b>272.48</b>	<b>269.48</b>	<b>385.70</b>	<b>198.51</b>	<b>25.77</b>
Other Advances	3.15	0.15	0.15	64.77	19.25
Advance to Suppliers	266.08	266.08	257.58	10.58	6.52
Advance recoverable in Cash or in Kind	3.25	3.25	127.94	123.04	-
Advance to Brokers for F & O Transactions	-	-	0.03	0.12	-
<b>Receivable from Share holders</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Total</b>	<b>272.49</b>	<b>269.48</b>	<b>385.71</b>	<b>199.15</b>	<b>34.46</b>
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#### 10 Other Non-Current Assets

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Preliminary Expenses	-	-	-	-	-
Pre-Operative Expenses	-	-	0.12	0.25	0.37
<b>Total</b>	<b>-</b>	<b>-</b>	<b>0.12</b>	<b>0.25</b>	<b>0.37</b>

#### 11 Inventories

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Stock In Trade	140.39	115.22	98.37	93.40	101.89
<b>Total</b>	<b>140.39</b>	<b>115.22</b>	<b>98.37</b>	<b>93.40</b>	<b>101.89</b>

#### 12 Trade Receivables

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Outstanding for less than 6 months from the due date	83.19	541.09	52.62	18.55	896.16
Unsecured, considered good					
Outstanding for more than 6 months from the due date	125.95	136.89	0.10	8.60	12.53
Unsecured, considered good					
<b>Total</b>	<b>209.14</b>	<b>677.98</b>	<b>52.72</b>	<b>27.14</b>	<b>908.69</b>

#### 13 CASH & CASH EQUIVALENTS

(Rs. in Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Balances with Banks</b>	<b>3.41</b>	<b>4.53</b>	<b>1.36</b>	<b>0.77</b>	<b>8.33</b>
In Current Account	3.41	4.53	1.36	0.77	8.33
<b>Cash on Hand</b>	<b>1.87</b>	<b>5.67</b>	<b>6.95</b>	<b>4.20</b>	<b>13.02</b>
<b>Total</b>	<b>5.28</b>	<b>10.20</b>	<b>8.31</b>	<b>4.98</b>	<b>21.36</b>

#### 14 Short term Loans & Advances (Rs. In Lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Other Loans &amp; Advances</b>					
<b>Unsecured, Considered good</b>					
Advance for Goods	155.40	1.37	17.35	250.50	83.06
VAT Credit	0.22	0.22	0.22	0.22	0.22
Advances Recoverable in Cash or Kind	17.35	5.75	1.25	-	125.46
Other Advances	-	-	-	-	53.63
<b>Total</b>	<b>172.97</b>	<b>7.34</b>	<b>18.82</b>	<b>250.72</b>	<b>262.37</b>

#### 15 Other Current Assets

Particulars	For the Period ended on 31st March,				
	2018	2017	2016	2015	2014
Preliminary Expenses	9.00	-	-	-	-
Advance for Issue Expenses	5.46	-	-	-	-

<b>Total</b>	<b>14.46</b>	-	-	-	-
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**16 Revenue from Operations**
**(Rs. in Lakh)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>(A) Sale of Products &amp; Services</b>	<b>6,497.62</b>	<b>6,804.62</b>	<b>2,528.80</b>	<b>2,309.04</b>	<b>1,634.76</b>
(1) Oil, Seeds & Tins	6,497.62	6,804.62	2,528.80	2,309.04	1,634.76
<b>(B) Profit/(Loss) on Commodities Trading on MCX</b>	<b>11.59</b>	-	<b>18.75</b>	-	-
<b>Total</b>	<b>6,509.21</b>	<b>6,804.62</b>	<b>2,547.55</b>	<b>2,309.04</b>	<b>1,634.76</b>

**17 OTHER INCOME**
**(RS. IN LAKH)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Dividend Income	-	-	0.42	0.42	0.29
Miscellaneous Income	-	0.96	-	-	0.20
Write-Off Income	22.97	-	-	-	-
Contract Settlement Income	-	-	-	-	8.65
Refund of Deposit	-	-	15.10	-	-
Interest Income	-	-	-	-	0.32
Hedging Income	-	-	-	0.17	-
<b>Total</b>	<b>22.97</b>	<b>0.96</b>	<b>15.52</b>	<b>0.59</b>	<b>9.45</b>

**18 Purchase of Stock in Trade**
**(Rs. In Lakh)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>(A) Purchase of Products</b>					
(1) Oil, Seeds & Tins	6,484.47	6,789.42	2,527.06	2,266.19	1,189.42
(2) Commodities Trading on MCX	-	1.10	22.08	-	-
<b>Total</b>	<b>6,484.47</b>	<b>6,790.52</b>	<b>2,549.14</b>	<b>2,266.19</b>	<b>1,189.42</b>

**19 Change in Inventory**
**(Rs. In Lakh)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13
<b>(A) Opening Stock</b>	<b>115.22</b>	<b>98.37</b>	<b>93.40</b>	<b>101.89</b>	<b>505.53</b>	<b>27.50</b>
<b>Finished Goods</b>						
(1) Oil, Seeds & Tins	115.22	98.37	93.40	101.89	505.53	20.78
(2) Goods in Transit	-	-	-	-	-	6.72
<b>(B) Closing Stock</b>	<b>140.39</b>	<b>115.22</b>	<b>98.37</b>	<b>93.40</b>	<b>101.90</b>	<b>505.53</b>
<b>Finished Goods</b>						
(1) Oil, Seeds & Tins	140.39	115.22	98.37	93.40	101.90	505.53
(2) Goods in Transit	-	-	-	-	-	-
<b>Total</b>	<b>(25.17)</b>	<b>(16.85)</b>	<b>(4.97)</b>	<b>8.49</b>	<b>403.63</b>	<b>(478.03)</b>

**20 Employee Benefit Expenses**
**(Rs. in Lakh)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Salary & Wages	15.36	-	1.20	0.48	-
Directors Remuneration	-	-	0.73	1.83	1.84

<b>Total</b>	<b>15.36</b>	<b>-</b>	<b>1.93</b>	<b>2.31</b>	<b>1.84</b>
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**21 Finance Costs (Rs. in Lakh)**

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Interest Expense	-	0.02	0.03	20.21	33.68
Bank Charges	0.15	0.20	0.04	0.03	0.14
Insurance Expense	-	-	-	0.63	-
<b>Total</b>	<b>0.15</b>	<b>0.22</b>	<b>0.07</b>	<b>20.88</b>	<b>33.81</b>

**22 DEPRECIATION & AMORTIZATION EXPENSES**

(Rs. In lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Depreciation	10.92	2.52	3.05	4.32	4.04
Preliminary Expenses W/Off	2.25	0.12	0.12	0.13	-
<b>Total</b>	<b>13.17</b>	<b>2.64</b>	<b>3.17</b>	<b>4.45</b>	<b>4.04</b>

**23 OTHER EXPENSES**

(Rs. In lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Payment to Auditors *	0.35	0.15	0.15	0.15	0.15
Power & Fuel	-	-	-	0.07	0.10
Job Work Expenses	0.06	-	-	-	0.08
Post & Telephone Expenses	-	-	-	-	-
Laboratory Charges	-	0.27	-	-	0.01
Factory Expenses	-	-	-	-	-
Packing Materials Expenses	-	-	-	-	-
Depository fee	0.72	-	-	-	-
Advertisement Expenses	0.47	0.03	-	-	0.42
Brokerage Expense	0.01	0.03	-	-	0.50
Carrying Charges	0.26	-	-	-	-
Domain Charges	-	-	-	0.02	-
Office Expenses	0.13	0.01	-	-	-
Godown Charges	-	-	-	-	7.31
License Expense	-	-	-	-	0.08
Penalty Charges	-	-	0.02	-	-
Rent	1.10	-	-	-	0.99
Repair & Maintenance	0.36	0.09	0.06	0.47	0.17
Contract Settlement Charges	-	-	-	-	-
Sundry Debit Balance W/Off	-	-	-	-	-
Stationery & Printing	0.09	0.13	0.01	0.08	0.61
Storage Expenses	-	-	-	-	0.08
Subscription & Membership Expense	-	0.17	0.92	0.14	0.31
Water Charges	-	-	-	0.58	0.03
Website Expenses	-	-	-	-	0.03
Bad Debt W/Off	-	-	19.16	4.28	-
Transportation Expenses	0.44	0.60	-	-	-
Legal & Professional Charges	5.16	0.76	0.48	0.55	0.42
Other Miscellaneous Expenses	0.30	-	-	-	0.16
<b>Total</b>	<b>9.45</b>	<b>2.25</b>	<b>20.79</b>	<b>6.34</b>	<b>11.44</b>

* Payment to Auditors					
For Audit Fees	0.35	0.15	0.15	0.15	0.15
For Others	-	0.10	0.10	0.10	0.10

Annexure VI - Restated Standalone Statement of Other Income

(Rs. in Lakh)

Particulars	For the year ended on				
	2017-18	2016-17	2015-16	2014-15	2013-14
<b>A. Recurring Income</b>	-	-	-	-	-
<b>B. Non-Recurring Income</b>					
Dividend Income	-	-	0.42	0.42	0.29
Miscellaneous Income	-	0.96	-	-	0.20
Write-Off Income	22.97	-	-	-	-
Contract Settlement Income	-	-	-	-	8.65
Refund of Deposit	-	-	15.10	-	-
Interest Income	-	-	-	-	0.32
Hedging Income	-	-	-	0.17	-
<b>Total Non-Recurring Income (B)</b>	<b>22.97</b>	<b>0.96</b>	<b>15.52</b>	<b>0.59</b>	<b>9.45</b>
<b>Total Other Income (A+B)</b>	<b>-</b>	<b>0.96</b>	<b>15.52</b>	<b>0.59</b>	<b>9.45</b>

ANNEXURE VII - RESTATED STANDALONE STATEMENT OF ACCOUNTING & OTHER RATIOS

(RS. IN LAKH)

Particulars		2017-18	For the year ended on			
			2016-17	2015-16	2014-15	2013-14
<b>Basic &amp; diluted earnings per share (Rs.)</b>	A/ B	<b>1.06</b>	<b>1.87</b>	<b>0.36</b>	<b>0.10</b>	-
<b>Return on Net Worth ( in Percentage)</b>	A/ C	<b>3.27</b>	<b>15.68</b>	<b>3.56</b>	<b>1.00</b>	-
<b>Net Asset Value per equity share (Rs.)</b>	C/ D	<b>12.97</b>	<b>11.96</b>	<b>10.08</b>	<b>9.72</b>	<b>10.38</b>
Net Profit after tax as restated attributable to equity shareholders (Rs.Lacs)	A	22.63	18.75	3.59	0.98	0.03
Weighted average number of equity shares outstanding at year end	B	2,138,905	1,000,000	1,000,000	1,000,000	1,000,000
Net Worth at the end of the year	C	687.64	119.57	100.82	97.23	103.82
Total number of equity shares outstanding at the end of the year	D	5,300,000	1,000,000	1,000,000	1,000,000	1,000,000

ANNEXURE VIII - STANDALONE CAPITALIZATION STATEMENT OF THE COMPANY

(RS. IN LAKH)

Particulars	2017-18	Pre Issue as on 31st March, 2017	Post Issue
<b>A. Debt</b>			
Long Term Debt	386.55	472.08	386.55
Short Term Debt	-	-	-
<b>Total Debts (A)</b>	<b>386.55</b>	<b>472.08</b>	<b>386.55</b>
<b>B. Equity (shareholders' funds)</b>			
Equity share capital	530.00	100.00	969.80
Reserve and surplus	172.20	19.57	743.94
<b>Total Equity (B)</b>	<b>702.20</b>	<b>119.57</b>	<b>1713.74</b>
<b>Long Term Debt / Equity Shareholders' funds</b>	<b>0.55</b>	<b>3.95</b>	<b>0.23</b>
<b>Total Debt / Equity Shareholders' funds</b>	<b>0.55</b>	<b>3.95</b>	<b>0.23</b>

ANNEXURE IX - RESTATED STANDALONE STATEMENT OF TAX SHELTERS

(RS. IN LAKH)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>Tax Rates</b>					
Income Tax Rate (%)	30.900%	29.870%	30.900%	30.900%	30.900%
Minimum Alternate Tax Rate (%)	19.055%	19.055%	19.055%	19.055%	19.055%
Restated Income before tax as per books (A)	<b>34.75</b>	<b>26.80</b>	<b>3.59</b>	<b>0.98</b>	<b>0.03</b>
Incomes considered separately	-	-	-	-	-
Income From Speculative Business	-	-	-	-	-
Dividend / Exempt	-	-	0.42	0.42	0.29
Total Incomes considered separately (B)	-	-	<b>0.42</b>	0.42	0.29
<b>Restated Profit other than income considered separately (C)=(A-B)</b>	<b>34.75</b>	<b>26.80</b>	<b>3.17</b>	<b>0.98</b>	<b>0.03</b>
Tax Adjustment	-	-	-	-	-
<b>Permanent Differences</b>					
Disallowance as per section 37	-	-	-	-	-
Gratuity Added back	-	-	-	-	-
Foreign Exchange Fluctuation	-	-	-	-	-
Penalty	-	-	0.02	-	-
Income Tax	-	-	-	-	-
TDS	-	-	-	-	-
Long Term Capital Loss (Gains)	-	-	(5.49)	-	-
Tuffs Capital subsidy	-	-	-	-	-
43B disallowances	-	-	-	-	-
LIC Gratuity Payable	-	-	-	-	-
Interest on TDS	-	-	-	-	-
Deferred Tax	4.46	-	-	-	-
Donation	-	-	-	-	-
<b>Total Permanent Differences (D)</b>	<b>4.46</b>	-	<b>(5.47)</b>	-	-
<b>Timing Differences</b>					
Depreciation as per Books	10.92	2.52	3.05	4.32	4.04
Depreciation as per Income Tax	25.34	2.78	3.61	4.12	4.67
Preliminary Expenses u/s 35D	2.25	0.12	0.12	0.13	-



Preliminary Expenses as per Books	2.25	0.12	0.70	0.13	-
Income from Speculation Business	-	-	-	-	-
<b>Total Timing Differences (E)</b>	<b>(14.42)</b>	<b>(0.26)</b>	<b>0.02</b>	<b>0.21</b>	<b>(0.63)</b>
<b>Income From Business or Profession (F)=(C+D+E)</b>	<b>24.79</b>	<b>26.53</b>	<b>(2.28)</b>	<b>0.76</b>	<b>(0.89)</b>
Income From House Property (G)	-	-	-	-	-
Rent Received	-	-	-	-	-
Less: Standard Deductions	-	-	-	-	-
<b>Taxable income from house property (G)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income from Other Sources</b>	<b>-</b>	<b>-</b>	<b>0.42</b>	<b>0.42</b>	<b>-</b>
<b>Income from Capital Gains</b>	<b>-</b>	<b>-</b>	<b>1.15</b>	<b>-</b>	<b>-</b>
Taxable Income/(Loss)	<b>24.79</b>	<b>26.53</b>	<b>(0.70)</b>	<b>1.18</b>	<b>(0.60)</b>
Brought Forward Losses	-	0.70	-	0.60	-
Net Taxable Income	<b>24.79</b>	<b>25.83</b>	<b>(0.70)</b>	<b>1.01</b>	<b>(0.60)</b>
Tax on Total Income (Paid / Payable)	7.66	7.98	-	0.31	-
MAT on Book Profit	6.62	5.11	0.16	0.19	0.01
Tax as per Normal or MAT (Paid / Payable)	NOR MAL	NORMAL	MAT	MAT	MAT
Total Tax as per Return	<b>7.66</b>	<b>7.98</b>	<b>0.16</b>	<b>0.19</b>	<b>0.01</b>

Annexure X - Restated Standalone Statement of Long term Borrowings

(Rs. in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>A. Secured</b>					
WCTL From Kalol Nagrik Sahkari Bank Ltd	-	-	-	-	142.14
<b>Total Secured Loans (A)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>142.14</b>
<b>B. Unsecured Loans</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
From Financial Institutions Institutions/NBFC	-	-	-	-	-
From Directors	276.35	323.48	346.55	-	22.12
<b>From Others</b>	<b>110.20</b>	<b>148.60</b>	<b>64.20</b>	<b>425.52</b>	<b>137.38</b>
Amrish A. Shah - HUF	2.00	2.00	2.00	2.00	2.00
Ardent Ventures Pvt. Ltd.	45.00	45.00	-	-	-
Dhiren K Thakkar	-	-	-	361.32	30.95
Dhuma Shah	2.00	2.00	2.00	2.00	2.50
Desai Enterprise	-	-	-	-	5.00
Haresh J Desai ( HUF )	-	39.40	-	-	-
Everest Extrusions Ltd	28.00	28.00	28.00	28.00	28.00
Kartikbhai J Patel	4.00	4.00	4.00	4.00	4.00
Khyati Finance	23.20	23.20	23.20	23.20	23.20
Raj Traders	5.00	5.00	5.00	5.00	5.00
Shakti Nutra. Pvt. Ltd.	-	-	-	-	-
TJR Finance Ltd.	-	-	-	-	15.00
TJR Agrocom Pvt Ltd	1.00				
TusharN Patel	-	-	-	-	21.73
<b>Total Unsecured Loans (B)</b>	<b>386.55</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>159.50</b>
<b>Total Long-Term Borrowings (A+B)</b>	<b>386.55</b>	<b>472.08</b>	<b>410.75</b>	<b>425.52</b>	<b>301.63</b>
<b>Terms &amp; Conditions for Loan / Borrowings</b>					

Loan & Borrowings Type/Party	Term of Tenure	Term of Interest	Other Terms			
WCTL From Kalol Nagrik Sahkari Bank Ltd	As and When Required	Interest Free	Nil			
From Financial Institutions Institutions / NBFC	As and When Required	Interest Free	Nil			
From Directors	As and When Required	Interest Free	Nil			
Amrish A. Shah - HUF	As and When Required	Interest Free	Nil			
Ardent Ventures Pvt. Ltd.	As and When Required	Interest Free	Nil			
Dhiren K Thakkar	As and When Required	Interest Free	Nil			
Dhruma Shah	As and When Required	Interest Free	Nil			
Desai Enterprise	As and When Required	Interest Free	Nil			
Haresh J Desai ( HUF )	As and When Required	Interest Free	Nil			
Everest Extrusions Ltd	As and When Required	Interest Free	Nil			
Kartikbhai J Patel	As and When Required	Interest Free	Nil			
Khyati Finance	As and When Required	Interest Free	Nil			
Raj Traders	As and When Required	Interest Free	Nil			
Shakti Nutra. Pvt. Ltd.	As and When Required	Interest Free	Nil			
TJR Finance Ltd.	As and When Required	Interest Free	Nil			
TJR Agrocom Pvt Ltd	As and When Required	Interest Free	Nil			
Tushar N Patel	As and When Required	Interest Free	Nil			

Annexure XI - Restated Standalone Statement of Trade Receivables

(Rs. in Lakh)

Particulars	For the year ended on				
	2017-18	2016-17	2015-16	2014-15	2013-14
Outstanding for the period less than 6 months from the due date	35.27	31.62	6.15	8.53	887.72
Outstanding for the period more than 6 months from the due date	125.95	136.89	0.10	8.60	12.53
<b>Total</b>	<b>161.22</b>	<b>168.51</b>	<b>6.25</b>	<b>17.13</b>	<b>900.25</b>
<b>Amount Due from Promoter/Group Companies/ Director</b>					
<b>Kanal ind.Limited</b>					
<b>Outstanding for the period more than 6 months from the due date</b>	<b>47.92</b>	<b>509.47</b>	<b>46.47</b>	<b>10.01</b>	<b>8.44</b>
<b>Other Trade receivables</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Total</b>	<b>209.14</b>	<b>677.98</b>	<b>52.72</b>	<b>27.14</b>	<b>908.69</b>
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Note: M/s Kanal Ind. Limited was related party till 18th October, 2017 till when Mr. Dhiren Thakkar was director. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary

Annexure XII - Restated Standalone Statement of Long term Loans and Advances (Rs. in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>A. Deposits</b>					
GIDC (AHD) Deposit	-	-	-	-	0.89
Telephone Deposit	0.01	0.01	0.01	0.01	0.01
NCDX Spot Exch. LTD	-	-	-	0.64	7.80
<b>Total (A)</b>	<b>0.01</b>	<b>0.01</b>	<b>0.01</b>	<b>0.64</b>	<b>8.69</b>
<b>B. Other Long Term Loans &amp; Advances</b>					
Advance to Suppliers	266.08	266.08	257.58	10.58	6.52
Advance recoverable in Cash or in Kind	3.25	3.25	127.94	123.04	-
Advance to Brokers for F & O Transactions	-	-	0.03	0.12	-
Other Advances	3.15	0.15	0.15	64.77	19.25
<b>Total (B)</b>	<b>272.48</b>	<b>269.48</b>	<b>385.70</b>	<b>198.51</b>	<b>25.77</b>
<b>C. Amount Due from Promoter/ Group Companies/ Directors</b>					
<b>Total Long Term Loans &amp; Advances (A+B+C)</b>	<b>272.49</b>	<b>269.48</b>	<b>385.71</b>	<b>199.15</b>	<b>34.46</b>

Annexure XIII - Restated Standalone Statement of Short term Loans and Advances (Rs. in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>A. Short Term Loans &amp; Advances</b>					
<b>Unsecured, Considered good</b>					
Advance for Goods	155.40	1.37	17.35	250.50	83.06
Balance with VAT Department	0.22	0.22	0.22	0.22	0.22
Advances Recoverable in Cash or Kind	17.35	5.75	1.25	-	125.46
Other Advances	-	-	-	-	53.63
<b>Amount Due from Promoter/ Group Companies/ Directors</b>					
		-	-	-	-
<b>Total Short Term Loans &amp; Advances</b>	<b>172.97</b>	<b>7.34</b>	<b>18.82</b>	<b>250.72</b>	<b>262.37</b>

Annexure XIV - Standalone Statement of Short Term Borrowings (Rs. in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>A. Working Capital Loans</b>					
Loan from Directors	-	-	-	-	-
Loan From Body Corporate	-	-	-	-	2.53
Loan From Kalol Nagrik Sahkari Bank LTD	-	-	-	-	-

<b>Total Short-Term Borrowings</b>	-	-	-	-	<b>2.53</b>
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Annexure XV - Restated Standalone Statement of Contingent Liabilities & Capital Commitments

(Rs. in Lakh)

Particulars	2017-18	For the year ended on			2013-14
		2016-17	2015-16	2014-15	
<b>Contingent Liabilities</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Annexure XVI - Restated Standalone Statement of Related Party Transaction

Sr No.	Name of Related Party	Nature of Relationship
1	Dhiren K Thakkar	Director(upto 18.10.2017)
2	Jaysheel Thakkar	Director(upto 13.11.2017)
3	Kishorkumar P Bhatt	Director(upto 1.9.2015)
4	Bachubhai k Patel	Director (upto 5.7.2015)
5	Kanel Industries Limited	Related Party by Virtue of Director (Dhiren Thakkar)
6	TJR Agrocom Private Limited	Holding Company

Annexure XVI - Restated Standalone Statement of Related Party Transaction

Transactions with Related Parties

(₹ in Lakh)

Nature of Transaction/Name of Related party		For the year ended on				
Type of Remuneration /Allowance	Nature of Relationship	2017-18	2016-17	2015-16	2014-15	2013-14
<b>A. Loan Accepted by the Company</b>						
Dhiren K Thakkar	Director (upto 18.10.2017)	107.31	205.78	199.04	347.00	15.00
Jaysheel Thakkar	Director (upto 13.11.2017)	6.50	0.50	-	-	-
Bachubhai k Patel	Director (upto 5.7.2015)	-	-	-	-	-
Kishorkumar P Bhatt	Director (upto 1.9.2015)	-	-	-	-	-
TJR Agrocom Pvt Ltd	Holding Company	1.00	-	-	-	-
Kanel Industries Limited	Related Party by Virtue of Director (Dhiren Thakkar)	-	-	-	-	7.30
<b>B. Loan Repaid by the Company</b>						
Dhiren K Thakkar	Director (upto 18.10.2017)	160.93	229.35	213.81	16.63	13.80
Kishorkumar P Bhatt	Director (upto 1.9.2015)	-	-	-	10.12	0.10
Bachubhai k Patel	Director (upto 5.7.2015)	-	-	-	12.00	-

TJR Agrocom Pvt Ltd	Holding Company	-	-	-	-	-
Kanel Industries Limited	Related Party by Virtue of Director (Dhiren Thakkar)	-	-	-	2.53	4.77
<b>C. Balance outstanding</b>						
Dhiren K Thakkar	Director (upto 18.10.2017)	269.35	322.98	346.55	361.32	30.95
Kishorkumar P Bhatt	Director (upto 1.9.2015)	-	-	-	-	10.12
Bachubhai k Patel	Director (upto 5.7.2015)	-	-	-	-	12.00
Kanel Industries Limited	Related Party by Virtue of Director (Dhiren Thakkar)	-	-	-	-	2.53
Jaysheel Thakkar	Director (upto 13.11.2017)	7.00	0.50	-	-	-
<b>D. Debtors &amp; Creditors</b>						
Kanel Industries Limited (Debtor)	Related Party by Virtue of Director (Dhiren Thakkar)					
<b>Type of Transaction</b>	<b>Sales</b>	3668.92	6,947.27	822.80	829.57	8.44
	<b>Receipt</b>	2301.94	6,407.12	800.61	89.19	-
	<b>Closing Balance</b>	<b>2678.14</b>	<b>1,311.16</b>	<b>771.01</b>	<b>748.82</b>	<b>8.44</b>
Kanel Industries Limited (Creditor)	Related Party by Virtue of Director (Dhiren Thakkar)					
<b>Type of Transaction</b>	<b>Purchase</b>	2611.17	84.35	1,831.23	1,550.00	850.96
	<b>Payment</b>	782.64	7.20	1,845.51	1,662.15	-
	<b>Closing Balance</b>	<b>2630.22</b>	<b>801.69</b>	<b>724.54</b>	<b>738.81</b>	<b>850.96</b>

<b>E. Share Capital</b>		
TJR Agrocom Private Limited	Holding Company	
	<b>No. of Shares</b>	4,300,000
	<b>Amount of Shares</b>	430.00
	<b>Closing Balance</b>	130.00

Annexure XVII - Standalone Statement of Dividend declared

(₹in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>Dividend Paid</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Annexure XVIII - Restated Standalone Statement of Investments

(₹ in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>A. Non-Current Investments</b>					
Equity Shares of KalolNagrikSahkari Bank Ltd	-	-	-	3.50	3.50
<b>Total Investments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.50</b>	<b>3.50</b>

Annexure XIX - Statement of Reconciliation

(Rs. in Lakh)

Particulars	2017-18	For the year ended on			
		2016-17	2015-16	2014-15	2013-14
<b>Profit &amp; Loss Account</b>					
Profit and Loss account balance as per Audited Balance Sheet	42.10	19.57	0.82	(2.77)	3.82
Less: Cumulative Gratuity Provision	-	-	-	-	-
Add: Deferred Tax Income on Gratuity Provision	-	-	-	-	-
<b>Restated Profit and Loss account Balance after Gratuity provision</b>	<b>42.10</b>	<b>19.57</b>	<b>0.82</b>	<b>(2.77)</b>	<b>3.82</b>
<b>Long term Provision</b>					
Long Term Provision as per Audited Balance Sheet	-	-	-	-	-
Add: Cumulative Gratuity Provision	-	-	-	-	-
<b>Restated Long Term Provisions after Gratuity Provision</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Assets/(Liability)</b>					
Deferred Tax Assets/(Liability) as per Audited Balance Sheet	(4.46)	-	-	-	-
Add: Deferred Tax Assets due to Gratuity Provision	-	-	-	-	-
<b>Restated Deferred Tax Assets/(Liability) after Gratuity Provision</b>	<b>(4.46)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Expenses/ (Income)</b>					
Deferred Tax Expenses/ (Income) as per Audited Profit and Loss Account	-	-	-	-	-
Add: Deferred Tax Expenses/ (Income) on Gratuity Provision	-	-	-	-	-
<b>Restated Deferred Tax Expenses/ (Income) after Gratuity Provision</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter entitled 'Forward Looking Statements' for discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for discussion of certain factors that may affect our business, financial condition and results of operations.

Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company's Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year or Fiscal are to the twelve months ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Sun Retail Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2014, 2015, 2016, 2017 and 2018 included in this Prospectus beginning on page no.102.

### **Business Overview**

Our Company was incorporated as "ShivJosh Foods Private Limited" under the provision of the Companies Act, 1956 vide certificate of incorporation dated May 28, 2007 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to Sun Retail Private Limited and fresh certificate of incorporation dated December 7, 2007 was issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Sun Retail Limited" and fresh certificate of incorporation dated December 21, 2017 was issued by the Deputy RoC, Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2007PLC050974.

Our company is engaged in the business of trading into refined/filtered edible oils. Our major products includes cottonseed oil, groundnut oil, sunflower oil. Our Company also performs activity of bulk trading of palmolein oil and soyabean oil. Our products are sold under the brand name of "Dharti" and "Dharti Singtel". The brand is well known and accepted by the people of Gujarat.

#### *Wholesale trading*

We purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited as a bulk trading.

#### *Retail trading*

Firstly, we purchase refined/filtered oils from the local oil refineries as per needed specification and requirements and subsequently, it is sold to Kanel Industries Limited for re-filtration and thereafter the final product is packed into tin containers, jars, bottles or pouches of different sizes as per our requirements. Thereafter Our Company re-purchases refined/filtered packed edible oil from Kanel Industries Limited for retail selling in the market. Our Company offers refined/filtered edible oil in different packing size like ranging from 15kg tin containers, 15 Litre jars, 5 Litre jars, 2 Litre jars, 1 Litre bottle, 1 Litre pouch, 500 ml bottle and 500 ml pouch.

### **Significant developments subsequent to the last financial year:**

After the date of last Audited accounts i.e. March 31, 2018, the Directors of our Company confirm that, there have not been any significant material developments.

### **Discussion on Results of Operation:**

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the years ended March 31, 2016, 2017 and 2018.

### Key factors affecting the results of operation:

Our Company's future results of operations could be affected potentially by the following factors:

- Political Stability of the Country.
- World Economy.
- Government policies for the oil Industry.
- Investment Flow in the country from the other countries.
- Competition from existing players:
- Company's ability to successfully implement growth strategy
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate
- Recession in the market
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business
- and financial condition;

### OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure IV" beginning under Chapter titled "Financial Information" beginning on page no.102 of the Prospectus.

### Discussion on Results of Operation:

The following discussion on results of operations should be read in conjunction with the Restated Financial Results of our Company for the for the years ended March 31, 2016, 2017 and 2018

### RESULTS OF OUR OPERATION

(₹In Lakhs)

Particulars	For the year ended on		
	31.03.2018	31.03.2017	31.03.2016
Revenue from operations			
Total Revenue	6509.21	6,804.62	2,547.55
% of Growth	(4.34)	167.10	
Other Income	22.97	0.96	15.52
<b>Total Revenue</b>	<b>6532.18</b>	<b>6,805.58</b>	<b>2,563.07</b>
Variance	(4.02)	165.52	
<b>Expenses</b>			
Purchase of stock in trade (after deducting changes in Inventories)	6459.30	6,773.67	2,544.17
% total Revenue	98.88	99.53	
Employee benefits expense	15.36	-	1.93
<b>% Increase/(Decrease)</b>	<b>-</b>	<b>(100.00)</b>	
Finance Costs	0.15	0.22	0.07
<b>% Increase/(Decrease)</b>	<b>(31.82)</b>	<b>214.29</b>	
Other expenses	9.45	2.24	20.80
<b>% Increase/(Decrease)</b>	<b>321.88</b>	<b>(89.23)</b>	
Depreciation and amortization expenses	13.17	2.64	3.17
<b>% Increase/(Decrease)</b>	<b>398.86</b>	<b>(16.72)</b>	<b>)</b>
<b>Total Expenses</b>	<b>6497.43</b>	<b>6,778.77</b>	<b>2,570.14</b>
% to total revenue	99.47	99.61	100.28
<b>Restated profit before tax from continuing operations</b>	<b>34.75</b>	<b>26.81</b>	<b>(7.07)</b>
<b>Exceptional Item</b>	<b>-</b>	<b>-</b>	<b>(10.65)</b>



Particulars	For the year ended on		
	31.03.2018	31.03.2017	31.03.2016
Total tax expense	12.22	8.04	-
<b>Restated profit after tax from continuing operations (A)</b>	22.53	18.77	3.58
<b>% to total revenue</b>	0.34	0.28	0.14

### **COMPARISON OF FY 2018 WITH FY 2017:**

#### **Income from Operations**

The company is in business of trading into Refined/ filtered edible oils namely Cottonseed oil, Ground Nut oil, Sun Flower oil and bulk trading of Palmolein oil and Soyabean Oil. Our Company is selling Refined/ filtered edible oil under the brand name of "Dharti" and "Dharti Singtel". The total income from operations for the FY 2018 was ₹ 6509.21 Lakh as compared to ₹6804.62 Lakh during the FY 2017 showing marginal decrease of 4.34 %.

#### **Other Income**

The total other income for the FY 2018 was Rs 22.97 lakhs as compared to Rs.0.96 Lakh for FY 2017. The increase of income is on account of writing off the liability not to be paid in FY 2018.

#### **Expenditure:**

#### **Material Cost :**

The material cost for FY 2018 was ₹6459.30 lakhs which was 99.27 % of the total revenue. In FY 2017 the material cost was ₹ 6773.67 lakhs which was 98.88 % of total Revenue.

#### **Other Expenses**

Other Expenses increased from ₹ 2.24 lakhs for FY 2017 to ₹9.45 lakhs for FY 2018 showing increase of 321.88%. The increase is on account of payment of legal and professional charges amounting to ₹.5.16 lacs and Rent of ₹. 1.10 lacs in FY2018

#### **Interest & Financial Charges**

Interest and Financial charges decreased marginally in the FY 2018 as compared to FY 2017. The Interest and Financial Charges were ₹ 0.15 Lakh in FY 2018 as compared to ₹ 0.22 Lakh in FY 2017.

#### **Depreciation**

The Depreciation for FY 2018 was ₹. 13.17 Lakh as compared to ₹. 2.64 Lakh for FY 2017. The depreciation is increased by 398.96 % in FY 2018 as compared to FY 2017. The increase in Depreciation is on account of addition of fixed assets and provision of depreciation on the increased Fixed Assets of the Company

#### **Profit after Tax**

PAT increased from ₹ 18.77 Lakh for the FY 2017 to ₹ 22.63 Lakh in FY 2018. The profit after tax was increased as compared to FY 2017 on account of Increase in Other income, which is writing off the liability no to be paid , in FY.2018 as compared to FY 2017.

### **COMPARISON OF FY 2017 WITH FY 2016:**

#### **Income from Operations**

The company is in business of trading into Refined/ filtered edible oils namely Cottonseed oil, Ground Nut oil, Sun Flower oil and bulk trading of Palmolein oil and Soyabean Oil. Our Company is selling Refined/ filtered edible oil under the brand name of "Dharti" and "Dharti Singtel". The total income from operations for the FY 2017 was ₹ 6804.62 Lakh as compared to ₹2547.55 Lakh during the FY 2016 showing an increase of 3167.10 %.

#### **Other Income**

The total other income for the FY 2017 was Rs 0.96 Lakh as compared to Rs.15.52 Lakh for FY 2016. The Decrease of income is on account of non recurring income to the Company in FY 2016 of Rs 15.00 Lakh of refund of deposit.

#### **Expenditure:**

##### **Material Cost :**

The material cost for FY 2017 was ₹6773.67 Lakh which was 99.53% of the total revenue. In FY 2016 the material cost was ₹ 2544.17 lakhs which was 99.26 % of total Revenue.

##### **Other Expenses**

Other Expenses decreased from ₹ 20.80 lakhs for FY 2016 to ₹2.24 lakhs for FY 2017 showing decrease of 89.23%.

##### **Interest & Financial Charges**

Interest and Financial charges increased marginally in the FY 2017 as compared to FY 2016. The Interest and Financial Charges were ₹ 0.22 Lakh in FY 2017 as compared to ₹ 0.07 Lakh in FY 2016.

##### **Depreciation**

The Depreciation for FY 2017 was Rs. 2.64 Lakh as compared to Rs. 3.17 Lakh for FY 2016. The depreciation is decreased by 16.72 % in FY 2017 as compared to FY 2016.

##### **Profit after Tax**

PAT increased from ₹ 3.58 Lakh for the FY 2016 to ₹ 18.77 Lakh in FY 2017. The profit after tax was increased as compared to FY 2016 on account of growth of business of the company by 167.10 % in FY.2017 as compared to FY 2016.

##### **Related Party Transactions**

For further information please refer "Annexure XVI" beginning on page no.123 under Chapter titled "*Financial Information*" beginning on page no. 102 of the Prospectus.

##### **Financial Market Risks**

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

##### **Interest Rate Risk**

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

##### **Effect of Inflation**

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

**Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations :**

**1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page no. 11 of the Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major products/ main activities derives from trading activities.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. 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 Section titled "*Risk Factors*" beginning on page no.11 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company's future costs and revenues will be determined by demand/supply in edible oil business

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**8. Total turnover of each major industry segment in which the issuer company operated.**

The Company is in the business of trading of Refined/filter edible oil. The relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page no. 64 of this Prospectus.

**9. Status of any publicly announced new products or business segment.**

Our Company has not announced any new product and segment.

**10. The extent to which business is seasonal.**

Our Company's business is not seasonal. However, the business of the company depends upon the Growth potential of the economy and growth of the country

**11. Any significant dependence on a single or few suppliers or customers.**

We are dependent significantly on single supplier and customers. For further details refer the chapter titled "*Risk factor*" on page no. 11 of Prospectus.

**12. Competitive conditions.**

Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Business Overview*" beginning on pages no. 64 and 71, respectively of the Prospectus.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act ) against our Company, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.*

Further, our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations, 2009 as amended for disclosure of all pending litigation involving the Issuer, its directors, promoters and group companies, other than criminal proceedings, statutory or regulatory actions and taxation matters where the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess 5,00,000 and such pending cases are material from the perspective of the Issuer's business, operations, prospects or reputation.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2009 as amended for creditors where outstanding due to any one of them exceeds 15,00,000 of consolidated trade payables as per the last audited financial statements of the Issuer.

#### **PART 1 – Contingent Liabilities of Our Company**

Particulars	Amount Disputed ( Rupees in Lakh)
NIL	NIL
<b>TOTAL</b>	<b>NIL</b>

#### **PART 2 – LITIGATIONS RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation

Civil Suit No 4413/2016

Sagar Digi Prints Private Limited (SDPL), had filed the case against the company for recovery of the dues for the work done of printing. SDPL had done the printing job in the Year 2013 for total amount of Rs. 27,335 for the Company. As per the payment terms if the Company fails to make the Payment within 30 days from the date of invoice, interest will be charged @ 24% per annum. The Company had not made the payment of invoices hence SDPL had filed the civil suit for recovery of the invoice amount of Rs 27735 and interest amount of Rs 20224.03 for the period from 31.05.2013 to

13.07.2016 making total amount of Rs. 47559.03 in Small Cause Court, Ahmadabad under Rule 2 of Civil Procedure Code 1908. The case is pending.

**B. CASES FILED BY OUR COMPANY**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation

NIL

**PART 3: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation

NIL

**PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR GROUP COMPANIES**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability Direct Tax

NIL

4) Other Pending Litigation

NIL

**B. LITIGATION FILED BY OUR GROUP COMPANIES**

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

i. Direct Tax

NIL

ii. Indirect Tax

NIL

4) Other Pending Litigation

NIL

**PART 5: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS**

As of March 31,2018, our Company has creditors, to whom a total amount of Rs. 148.696 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated January 20,2018, considered creditors amounting to Rs 139.896 Lakhs to whom the amount due exceeds Rs. 15.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors.

Sr. No	Particulars	Amount (Rs. in Lakh)
1	Amount due to Micro and Small Enterprises	Nil
2	Amount due to Material Creditors.	139.89
3	Amount due to Other Creditors.	8.80
	<b>Total</b>	<b>148.69</b>

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see website of our Company [www.dhartisingtel.com](http://www.dhartisingtel.com)

The following are the list of material creditors:

Sr. No	Particulars	Amount (Rs. in Lakhs)
1.	Shakti Nutraceuticals Pvt. Ltd.	31.08
2.	Oasis Tradelink Ltd	57.57
3.	Hygenic Palm Oil Pvt. Ltd.	15.43
4.	Hysafe Medico Products Pvt.Ltd	35.81
	<b>Total</b>	<b>139.89</b>

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website [www.dhartisingtel.com](http://www.dhartisingtel.com) would be doing so at their own risk.

#### **PART 6: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page no. 126 there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except proposed activities of Company or any other entity are required to undertake the Issue or continue its business activities.

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.

### (A) Approvals for the Issue

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on December 28, 2017, authorised the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution dated January 1, 2018 passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Issue.
3. The Company has obtained in-principle listing approval from the SME platform of the BSE dated April 19, 2018.
4. The Company has entered into an agreement dated January 16, 2018 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
5. Similarly, the Company has also entered into an agreement dated January 15, 2018 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
6. The Company's International Securities Identification Number ("ISIN") is INE206Z01012.

### (B) Registration under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Asstt. Register of Companies, Gujarat, Dadra & Nagar Haveli	U15490GJ2007PTC050974 on May 28, 2007.	Companies Act, 1956	Certificate of Incorporation	Valid, till Cancelled
2.	Asstt. Register of Companies, Gujarat, Dadra and Nagar Haveli	U15490GJ2007PTC050974 dated December 7, 2007.	Companies Act, 1956	Fresh Certificate of Incorporation consequent upon Change of Name	Valid, till Cancelled
3.	Deputy Registrar of Companies, Registrar of Companies, Ahmedabad	U51909GJ2007PLC050974 dated December 21, 2017	Companies Act, 2013	Fresh certificate of Incorporation consequent upon conversion into public limited company	Valid, till Cancelled

### (C) Registration under various Acts/Rules relating to Income Tax, Sales Tax, Value Added Tax, Central Excise and Service Tax :



Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Income Tax Department- (PAN)	AALCS0317G	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department-(TAN)*	AHMS17669B	Income Tax Act, 1961	Tax Deduction and collection Account Number	Valid, till Cancelled
3.	Gujarat Goods and Services Tax Act, 2017	24AALCS0317GI ZN	Gujarat Goods and Services Tax Act, 2017	Good and Service Tax	Valid, till Cancelled


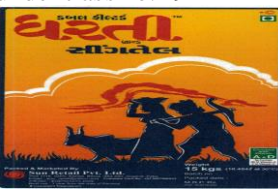
\*Note: All the approvals/Licenses/Registration are in name of Sun Retail Private Limited, company is taking necessary steps to get the same in the name of Sun Retail Limited.

**(D) Registration and Approvals under Statutory and Regulatory Act(s):**

Sr. no.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Foreign Trade Development Officer*	IEC NO.:0808009150	Foreign Trade (Development & Regulation) Act, 1992	Import- Export Code	Valid, till Cancelled
2.	Ministry of Micro, Small & Medium Enterprises	GJ01B0089855	Micro, Small and Medium Enterprises Development Act, 2006.	Udyog Aadhaar Registration Certificate	-

\*Note: All the approvals/Licenses/Registration are in name of Sun Retail Private Limited, company is taking necessary steps to get the same in the name of Sun Retail Limited.

**(E) Applied But Yet to Receive**

Sr. No.	Authority Granting Approval	Application No.	Applicable Laws	Nature Of Approvals
1.	Trademark Registry*	Application No.: 1774754, under class no. 30 	Trademark Act, 1999	Objected
2.	Trademark Registry*	Application No.: 2112596 , under class no. 29 	Trademark Act, 1999	Registered

\* Company has applied in the name of Sun Retail Private Limited, which at presently known as Sun Retail Limited.

**(F) Yet to Apply**

Sr. No.	Authority Granting Approval	Applicable Laws	Nature Of Approvals
1.	Ahmedabad Municipal Corporation (AMC)	Bombay Shops and Establishment Act, 1948	Any Establishment of commercial office premises
2.	Ahmedabad Municipal Corporation (AMC)	"Gujarat Panchayats, Municipalities, Municipal Corporations and State] Tax on Professions, Traders, Callings and Employments Act, 1976	Professional Tax

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on December 28, 2017 subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1) (c) of the Companies Act, 2013.

The shareholders of our Company have authorised the Issue by a special resolution passed pursuant to Section 62(1) (c) of the Companies Act, 2013 at the EGM of our Company held on January 1, 2018.

We have received In- Principle Approval from BSE vide their letter dated April 19, 2018 to use the name of BSE in the Prospectus for listing of our Equity Shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

### **PROHIBITION BY SEBI**

Our Company, Promoter, Promoter Group, Directors, the promoters of our promoter ie. TJR Agrocom Private Limited have not been prohibited from accessing or operating in the capital market 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 no action has been taken by the SEBI against any of the Directors or any entity with which our Directors are associated as promoters or directors.

### **PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY**

Our Company, our Directors, our Promoters, Our Group Companies and the relatives of the Promoters (as defined under the Companies Act, 2013) have not been identified as willful defaulters by RBI or any other government authorities.

### **ELIGIBILITY FOR THE ISSUE**

Our company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2009; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations, 2009.

Our Company is eligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Issue.

Our company is eligible for the Issue in accordance with Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital does not exceed ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME platform of BSE). Our Company also complies with eligibility conditions laid by SME Platform of BSE for listing of Equity Shares.

### **We confirm that:**

- a. 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 by SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- b. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please see "*General Information – Underwriting*" on page no. 33 of this Prospectus.

- c. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within eight days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable laws.
- d. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we shall entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “General Information – Details of the Market Making Arrangements for this Issue” on page no. 34 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of Chapter XB of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012 and notice dated February 5, 2015, which states as follows:

**1. The issuer should be a Company incorporated Under The Companies Act,1956**

Our Company is incorporated under the Companies Act.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 2500.00 Lakh.**

The post issue paid up capital of the Company will be ₹ 969.80 Lakhs, less than ₹2500.00 lacs

**3. Positive Net Worth**

Our Company satisfies the above criteria. Our Net Worth as per the latest audited financial statements is as under:  
(₹in lakh)

Particulars	March 31,2018
Net Worth	706.36

**4. Track Record**

**(A) The company should have a (combined) track record of at least 3 years.**

Our Company satisfies the criteria of Track Record

(₹in lakh)

Particulars	March 31,2018	March 31, 2017	March 31, 2016
Net Profit as per P&L Account	22.63	18.75	3.59

**(B) The company should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive.**

Our Company satisfies the criteria of Track Record

Particulars	March 31,2018	March 31, 2017	March 31, 2016
Cash Accruals as per restated Financial Statement	35.70	21.41	6.75
Net Worth as per Restated Financial Statement	706.36	119.57	100.82

**1. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN No: INE206Z01012

**2. Company shall mandatorily have a website.**

Our Company has a live and operational website: [www.dhartisingtel.com](http://www.dhartisingtel.com)

**3. Certificate from the applicant company stating the following:**

- a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- b. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

**SEBI DISCLAIMER CLAUSE**

**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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, FEDEX SECURITIES 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 ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER FEDEX SECURITIES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 21, 2018 WHICH READS AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENTS DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
  - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND VIS-À-VIS
  - (C) THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. NOTED FOR COMPLIANCE.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE 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 VIS-À-VIS AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN

ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE ‘MAIN OBJECTS’ LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. COMPLIED WITH.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE OFFER DOCUMENT. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE. THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
  - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. NOTED FOR COMPLIANCE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY”
16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR. AS PER ANNEXURE "A"

**17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THIS PROSPECTUS.**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER 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 OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- 3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.- NOTED FOR COMPLIANCE**
- 4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**
- 5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUBREGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; THE 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.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, 35 36 AND 38 (1) OF THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT.**

**CAUTION- DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, the Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the above mentioned entities and anyone depending on any other source of information, including our website: [www.dhartisingtel.com](http://www.dhartisingtel.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 MOU entered into between the Lead Manager Fedex Securities Limited and our Company dated March 13, 2018 the Underwriting Agreement dated March 13, 2018 entered among the Underwriters and company and Market Making Agreement dated April 17, 2018 entered among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

## Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager 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 of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters 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 of our company.

## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Fedex Securities Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at [www.fedsec.in](http://www.fedsec.in)

## Annexure A

### FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES LIMITED

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-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.	Shree Ganesh Remedies Limited	8.55	36	October 13, 2017	40.00	1.11% (+1.85%)	24.31% (+6.17%)	27.78% (+4.46%)
2.	Lorenzini Apparels Ltd	4.47	10	February 15, 2018	10.20	-32.10% (3.27%)	-38.50% (3.63%)	-54.50% (9.76%)

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-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
3.	Ganesh Films India Limited	8.42	80	July 31, 2018	80.00	4.19% (2.97%)	NA	NA
4.	Add-Shop Promotions Limited	6.22	26	September 10, 2018	28.20	NA	NA	NA

Note: The 30<sup>th</sup>, 90<sup>th</sup>, and 180<sup>th</sup> calendar days has been taken as listing date plus 29, 89, 179 calendar days respectively. Where the 30<sup>th</sup> day/90<sup>th</sup> day/180<sup>th</sup> day of a particular year falls on a stock exchange trading holiday, the immediately following trading day has been considered. Where the 30<sup>th</sup> day / 90<sup>th</sup> day / 180<sup>th</sup> of a particular year falls on the day when there is no trade in equity share of the Company, preceding trading day has been considered. The Designated Exchange for the Issue has been considered for the closing price, Benchmark index and other details. We have taken the Issue price to calculate the % change in closing price as on 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day.

#### Summary statement of Disclosure:

Financial year	Total no. of IPO	Total funds Raised (Rs. Cr)	Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %
2016-17			Not Applicable											
2017-18	*2	13.02		1			1	1					1	
2018-19	**2#	14.64	-	-	-	-	-	1	-	-	-	-	-	-

\*The scripts of Shree Ganesh Remedies Limited and Lorenzini Apparels Limited were listed on October 13, 2017 and February 15, 2018 respectively.

\*\*The script of Ganesh Films India Limited and Add-Shop Promotions Limited was listed on July 31<sup>st</sup>, 2018 and September 10, 2018 respectively

#The script of Add-Shop Promotions Limited has not completed 30 Days from the date of listing

#### Note:

Based on date of listing.

BSE SENSEX and 50 NIFTY has been considered as the benchmark index.

Prices on BSE/NSE are considered for all of the above calculations.

In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. In case 30th /90th /180th day, scripts are not traded then last trading price has been considered. N.A. – Period not completed.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided.

#### **TRACK RECORD OF PAST ISSUES HANDLED BY FEDEX SECURITIES LIMITED**

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at [www.fedsec.in](http://www.fedsec.in)

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised 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 the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds) and to FIIs and Eligible NRIs. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE**

BSE Limited ("BSE") has given vide its letter dated April 19, 2018, permission to this Company to use its name in this offer document as one of the stock exchanges on which this Company's securities are proposed to be listed on SME platform. BSE has scrutinized this offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner: -

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

## **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "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 of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **FILING OF OFFER DOCUMENT**

A copy of Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106(O)(1). However, a copy of the Prospectus shall be filed with SEBI at Western Regional Office, Unit No. 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad-380009, Gujarat, India.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the companies Act, 2013, has been delivered to the RoC situated at RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus- Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

## **LISTING**

Our company has obtained In-Principle approval from BSE vide letter dated April 19, 2018 to use name of BSE in this offer document for listing of equity shares on SME Platform of BSE.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is requirement of obtaining In-principle approval from SME Platform of BSE. Application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, the Company shall forthwith unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not unblocked within Eight days after our Company becomes liable to unblock it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to unblock such application money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within Six Working Days from the Issue Closing Date.

## **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 vis-à-vis 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.”

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten 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.

### CONSENTS

The written consents of Directors, Company Secretary, Compliance Officer & Chief Financial Officer, Statutory Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker 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 and 32 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.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. GMCA & Co., Statutory and Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, restated financial statements and statement of Tax Benefits dated January 31, 2018 and January 9, 2018 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 consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

### EXPERT OPINION

Except for (a) Peer Review Auditors’ reports dated January 31, 2018 on the restated financial statements by M/s. GMCA & Co., Chartered Accountants (b) Statement of Tax Benefits dated January 9, 2018 by M/s. GMCA & Co., Chartered Accountants; we have not obtained any other expert opinions.

### PUBLIC ISSUE EXPENSES

The Management estimates an expense of Rs. 59.54 Lakhs towards issue expense. The Issue related expenses include, among others, lead management, market making, underwriting, SCSB’s commission/fees, selling commissions, printing, distribution and stationery expenses, advertising and marketing expenses, and other expenses including registrar, depository, listing and legal fees. All expenses with respect to the Issue will be borne by the Company. The estimated Issue expenses are as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket Expenses.	30.00
2.	Printing & Stationery and Postage Expenses	5.00
3.	Marketing and Advertisement Expenses	6.00
4.	Regulatory fees and other Expenses	9.00

Sr. No.	Particulars	Amount
5.	Other Miscellaneous Expenses	9.54
	<b>Total</b>	<b>59.54</b>

#### **DETAIL OF FEES PAYABLE**

##### **Fees Payable to Lead Manager To The Issue**

The total fees payable to the Lead Manager (underwriting Commission and Selling Commission and reimbursement of their out-of-pocket expenses) will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

##### **FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MOU between the Company and the Registrar to the Issue dated January 11, 2018.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post.

##### **FEES PAYABLE TO OTHERS**

The total fees payable to the Legal Advisor, Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

#### **COMMISSION PAYABLE TO SCSBS**

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. However, in case, where ASBA Application Form are being procured by Syndicate Members / sub syndicate, then selling commission would be payable to Syndicate Members / sub syndicate and for processing of such ASBA Application Form, SCSBs would be given a prescribe fee of ₹ 10 per ASBA Application Form processed by them.

#### **PREVIOUS PUBLIC OR RIGHTS ISSUE**

Company has not made any Public or Right issue since its incorporation.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

We have issued shares otherwise than cash as per the details given below:

Sr. No.	Date of Allotment/ Date of fully paid up	No. of Equity Shares allotted	Face Value (Rs.)	Consideration
1	January 1, 2018	33,00,000	10	Allotted to TJR Agrocom Private Limited against purchase of Unit (Plot Nos. G1-21 and 22 with shed,

Sr. No.	Date of Allotment/ Date of fully paid up	No. of Equity Shares allotted	Face Value (Rs.)	Consideration
				fixtures, Machineries etc. admeasuring 2,000 sq. mtrs.) situated at Mandar Industrial Area, Mandar, Tehsil Reodar, District –Sirohi, Rajasthan

#### **CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY**

Sun Retail Limited, its listed Group Companies and Subsidiaries have not made any capital issue during the last three years.

#### **LISTED VENTURES OF PROMOTERS**

There are no listed ventures of our Company as on date of filing of this Prospectus.

#### **PROMISE VIS-À-VIS PERFORMANCE**

Since neither our Company nor our Promoter Group Companies have made any previous rights or public issues during last 10 years, Promise vis-à-vis Performance is not applicable.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years 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 the Issue for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants.

#### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (for redressal of routine investor grievances shall be 15 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted an Stakeholders Relationship Committee of the Board vide resolution passed on December 28, 2017 comprising of Mr. Vikram I. Desai as a Chairman, Ms. Jalpaben Dholakiya and Mr. Dharamjit B. Mori as members. For further details, please refer the chapter titled “*Our Management*” on page no. 87 of Prospectus.

Our Company has also appointed Mr. Himanshu Gupta as the Company Secretary and Compliance Officer of our company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

**Sun Retail Limited**

Address: 213/214, Phase-II GIDC, Naroda, Ahmedabad - 382330

Tel No : 079- 22843366/+91-9427956633

Web Site: [www.dhartisingtel.com](http://www.dhartisingtel.com) | Email : [sun\\_retail@yahoo.com](mailto:sun_retail@yahoo.com)

Contact Person: Mr. Himanshu Gupta

**CHANGES IN AUDITORS DURING THE LAST THREE YEARS**

The company has appointed M/s. GMCA & Co., Chartered Accountants, as Statutory Auditor for the period started from April 1, 2017 to March 31, 2022 in place of M/s. M.H. Trivedi & Co, Chartered Accountants in its 15<sup>th</sup> Annual General Meeting held on September 30, 2017.

**CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS:**

Our Company has not capitalized its reserves or profits during last five (5) years.

**REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during the last five (5) years .



## SECTION VIII - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "*Main Provisions of the Articles of Association*" beginning on page no.209 of this Prospectus.

#### 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 and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association.

#### Face Value and Issue Price

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ 23 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "*Basis for Issue Price*" beginning on page no. 60 of the Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

#### Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;

Right to attend general meetings and exercise voting rights, unless prohibited by law;  
Right to vote on a poll either in person or by proxy;  
Right to receive offer for rights shares and be allotted bonus shares, if announced;  
Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;  
Right of free transferability subject to applicable law, including any RBI rules and regulations; and such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page no.209 of the Prospectus.

### **Minimum Application Value; Market Lot and Trading Lot**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 6,000 Equity Shares and the same may be modified by BSE SME Exchange 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 6,000 Equity Share subject to a minimum allotment of 6,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 6,000 Equity Share subject to a minimum allotment of 6,000 Equity Shares to the successful applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs shall be unblocked within 6 Working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

### **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 (1) & 72 (2) 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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 Articles of Association of the Company, 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:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares 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.

#### **Period of Operation of Subscription List of Public Issue**

ISSUE OPENS ON            **SEPTEMBER 27, 2018 (THURSDAY)**

ISSUE CLOSES ON        **OCTOBER 03, 2018 (WEDNESDAY)**

#### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days, after our Company becomes liable to pay the amount, our Company shall pay interest as prescribed under Section 40 of the Companies Act, 2013.

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.

#### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 6,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME Platform.

#### **Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page no. 36 of the Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page no. 209 of the Prospectus.

### **Option to receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Migration to Main Board**

Our Company may migrate to the main board of BSE Main Board from the BSE SME Platform on a later date subject to the following:

If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE 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 ₹ 10 crores but below ₹ 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 promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI ICDR Regulations.

### **Market Making**

The shares offered through this issue are proposed to be listed on the BSE SME Platform, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME Platform for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see "*General Information – Details of the Market Making Arrangements for this Issue*" beginning on page no. 34 of the Prospectus.

### **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital does not exceed ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 152 and 158 respectively of this Prospectus.

Public issue of 43,98,000 equity shares of face value of ₹ 10 each for cash at a price of ₹ 23 per equity share including a share premium of ₹ 13 per equity share (the "issue price") aggregating to ₹ 1011.54 Lakh ("the issue") by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares*	40,32,000 Equity Shares	3,66,000 Equity Shares
Percentage of Issue Size available for allocation	91.68 % of the Issue Size 41.58 % of the Post Issue Paid up Capital	8.32 % of the Issue Size 3.77% of the Post Issue Paid up Capital
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 6,000 Equity Shares and Further allotment in multiples of 6,000 Equity Shares each.  For further details please refer to the section titled " <i>Issue Procedure–Basis of Allotment</i> " on page no. 176 of this Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Minimum Application Size	For QIB and NII:  Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000  For Retail Individuals: 6,000 Equity Shares	3,66,000 Equity Shares
Maximum Bid	<b>For QIB and NII:</b>  Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Size does not exceed 40,32,000 Equity Shares subject to adhere under the relevant laws and regulations as applicable.  <b>For Retail Individuals:</b>  6,000 Equity Shares so that the Application Value does not exceed ₹ 2,00,000	3,66,000 Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	6,000 Equity Shares	6,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	

\* 50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹ 2,00,000 and the balance 50 % of the shares are available for applications whose value is above ₹ 2,00,000.

### **Withdrawal of the Issue**

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stockexchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Mumbai.

### **Issue Programme**

<b>ISSUE OPENS ON</b>	<b>SEPTEMBER 27, 2018 (THURSDAY)</b>
<b>ISSUE CLOSSES ON</b>	<b>OCTOBER 03, 2018 (WEDNESDAY)</b>

Applications and any revisions to the same (except that on the Issue closing date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date applications and any revisions to the same will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2003) dated October 23, 2013 notified by SEBI ( the "General Information Documents" ) included below under section "- Part B - General Information Document", which highlights the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Documents has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able 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 Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

### **Fixed Price Issue Procedure**

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 through a Fixed Price Process.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialize form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI.**

### **Availability of Prospectus and Application Forms**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE limited i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of

respective intermediaries to whom the application form submitted. Application form 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.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.**

#### **Submission and Acceptance of Application Forms**

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 issuer 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 exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application 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.

#### **Who can apply?**

- a.) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company



shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

- b.) 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;
- c.) 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;
- d.) Mutual Funds registered with SEBI;
- e.) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f.) 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);
- g.) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h.) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i.) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- j.) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k.) Foreign Venture Capital Investors registered with the SEBI;
- l.) 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;
- m.) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n.) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o.) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p.) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q.) 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;
- r.) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s.) Multilateral and bilateral development financial institution;
- t.) Eligible QFIs;
- u.) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v.) Insurance funds set up and managed by the Department of Posts, India;

w.) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of notification No. FEMA 20(R)/ 2017-RB under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

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.

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**a) For Retail Individual Applicants**

The Application must be for a minimum of 6,000 Equity Shares and in multiples of 6,000 Equity Share thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000

**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 200,000 and in multiples of 6,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB or Non- Institution Applicant cannot withdraw or lower its Application at any stage of Issue.

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) Multiple Applications:**

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus**

**Information for the Applicants:**

- a.) The Company will file the Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.

- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### **Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

#### **Option to Subscribe to the Issue**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. 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.

#### **APPLICATIONS BY FPI AND FIIS**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely "foreign institutional investors" and "qualified foreign investors" will be subsumed under a new category namely "foreign portfolio investors" or "FPIs". RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as an FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of

the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your clients norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in colour)

#### **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. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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.

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.

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.

#### **Applications by Eligible NRIs/FII's on Repatriation Basis**

Application Forms have been made available for Eligible NRIs at the Company's Registered Office and at the office of Lead Manager to the Issue.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the form meant for the reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification No. FEMA 20(R)/ 2017-RB and amendments thereof to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file 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.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **Application 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 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 Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

#### **Applications by Limited Liability Partnerships**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the 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, the 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 15% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer; and
- c) The industry sector in which the investee Company operates: the least of 15% of the insurer's total investment exposure to the industry sector.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **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, the Company reserves the right to reject any application, without assigning any reason thereof.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid-up share capital of the investee company or 30.00% of the banks own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 1, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Application under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores a certified copy of the power of attorney or

the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, 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.
- b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c) With respect to applications made by provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d) With respect to 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.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

#### **ASBA Process**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

#### **Who can apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

#### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, 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 ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **Unblocking of ASBA Account**



On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **Electronic Registration of Applications**

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.

2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.

3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).

4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.

5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

- 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 Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- Bank account number

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 systemgenerated.

7. The Designated 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 Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.

10. The permission given by the Stock Exchanges to use their network and software of the Online IPO systems 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.

11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges 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.

#### **Information for the Applicants:**

- f.) The Company will file the Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.
- g.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- h.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- i.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- j.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Gujarati newspaper with wide circulation.

#### **Signing of Underwriting Agreement**

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager and Fedex Securities Limited on March 13, 2018.

### **Filing of the Prospectus with the RoC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 and 32 of Companies Act, 2013.

### **Designated Date and Allotment of Equity Shares**

- a) **Designated Date:** On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into 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 on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

- c) The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d) **Issuer will that:** (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

The Company will issue 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 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

### **Interest and Refunds**

#### **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 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advice within 6 Working Days of the Issue Closing Date.

### **Grounds for Refund**

#### **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 permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers

to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013)

### **Minimum Number of Allottees**

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

### **Mode of Refund**

In case of ASBA Application: Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account of unsuccessful Application and also for any excess amount blocked on Application.

Mode of making refund for ASBA applicants: In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **Interest in case of Delay in Allotment or Refund:**

The Issuer may pay interest at the Rate of 15% per annum to Applicants if the funds are not unblocked within the 6 Working days of the Issue Closing Date.

### **Issuance of Allotment Advice**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the 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 (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws
- All Applicants should submit their application through ASBA process only.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

#### **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 submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form 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.

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 India Limited i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Applicant's Depository Account and Bank Details**

***Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.***

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other

purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No.DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **OTHER INSTRUCTIONS**

#### **Joint Applications in the case of Individuals**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### **Multiple Applications**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (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 its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation

with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### **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 the PAN 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.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager 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.

### **GROUNDS 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 highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 6,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;

- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

### **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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) a tripartite agreement dated January 15, 2018 with NSDL, our Company and Registrar to the Issue;
- b) a tripartite agreement dated January 16, 2018 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE206Z01012

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) 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.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) 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.
- e) 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.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.**



### **Disposal of applications and application moneys and interest in case of delay**

The Company shall ensure the dispatch of Allotment advise, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

**‘Any person who:**

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,**

**shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

“Without Prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.”

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with BSE SME Platform (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 6000 equity shares the allotment will be made as follows:
  - a. Each successful applicant shall be allotted 6000 equity shares; and
  - b. The successful applicants out of the total applicants for that category shall be determined by the drawal 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 6000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 6000 equity shares subject to a minimum allotment of 6,000 equity shares.
5. If the Shares allocated 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 lower nearest multiple of 6000 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 the 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. A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b. The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retail individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c. The unsubscribed portion of the net 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.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled '*Basis of Allotment*' beginning on page no. 176 of Prospectus.

'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 the SME Platform of BSE.

#### **Basis of Allotment in the event of Under subscription**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in page no. 33 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Undertaking by our Company**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. Our promoter's contribution is bought in full in advance before filing of Prospectus.
7. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
8. Adequate arrangements shall be made to collect all Application forms.

#### **Utilization of Issue Proceeds**

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

#### **Compensation to Retail Individual Investor**

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, any ASBA Applicant/Bidder who is a Retail Individual Investor, whose Bid cum Application Form has not been considered for Allotment due to the following factors:

- a) Failure on part of the SCSBs to make bids in the concerned Exchange system even after the amount has been blocked in the investors' bank account with such SCSB.
- b) Failure on part of the SCSB to process the ASBA applications even when they have been submitted within time.
- c) Any other failures on part of an SCSB which has resulted in the rejection of the application form.

shall be entitled to compensation by the SCSBs. Also, the said Applicants/Bidders have the option to seek redressal of the same within three (3) months of the date of listing of the Equity Shares of the Issuer, with the concerned SCSB. On

receipt of such applications, the SCSB would be required to resolve the same within fifteen (15) days, failing which it would have to pay interest at the rate of 15 percent per annum for any delay beyond the said period of fifteen (15) days.

In the cases of the issues which are subscribed between 90-100%, i.e. non oversubscribed issues, the applicants would be compensated for all the shares which they would have been allotted.

*Note: No compensation would be payable to the Applicants/Bidders who are Retail Individual Investors in case the listing price is below the issue price.*

The formula for calculation of minimum fair compensation is as follows:

$$\text{Compensation} = \frac{(\text{Listing price}^* - \text{Issue Price}) \times \text{No. of shares that would have been allotted if bid was successful} \times \text{Probability of allotment of shares determined on the basis of allotment}}$$

\*Listing price shall be taken as the highest of the opening prices on the day of listing across the recognized stock Exchanges

## **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, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus 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 Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/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.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Bidders/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. For details of compliance with the eligibility requirements by the Issuer, Bidders/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, Bidders/Applicants may refer to the Prospectus.

## **2.3 Other Eligibility Requirements:**

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, the Companies Act, 1956 (to the extent applicable), the SCRR industry-specific regulations, if any, and other applicable laws for the time being in force.

## **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 Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies. The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-Issue advertisement was given at least five Working Days before the Bid/Issue 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 Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

## **2.5 Issue Period**

The Issue 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 Bid cum Application Form and Abridged Prospectus or Prospectus for details of the Bid/ Issue Period. Details of Bid/ 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 Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the Prospectus. 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 Bid/ 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

## **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 Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian national's resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
3. 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 Bid cum Application Form/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*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
4. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
5. QIBs;
6. NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
7. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI) ICDR Regulations and other laws, as applicable);
8. 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;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors ("NIIs") category;
10. FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
11. FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
12. 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;
13. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
14. Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
15. As per the existing regulations, OCBs are not allowed to participate in an Issue

### SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Bidders 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 website of the Stock Exchange. Bid cum 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 Bid cum Application Forms will be available on the website of the Stock Exchange at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus.

**Fixed Price Issue:** Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the website of the Stock Exchange. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

Category	Colour <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

*(1) excluding electronic Application Form*

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act. 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

### **1.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Bid cum Application Form/Application Form are liable to be rejected. Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Bid cum Application Form and sample are provided below.

A sample Bid cum Application Form is reproduced below:



**LOGO** To, The Board of Directors XYZ LIMITED Regd Off.: \_\_\_\_\_ Tel. No.: \_\_\_\_\_, Fax No.: \_\_\_\_\_, CIN: \_\_\_\_\_

**FIXED PRICE SME ISSUE** **INE0000000000000** Date: \_\_\_\_\_

Application Form No. \_\_\_\_\_

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>	
		Mr. / Ms.	Age
		Address _____	
		E mail _____	
		Tel. No (with STD code) / Mobile _____	
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	<b>2. PAN OF SOLE/FIRST APPLICANT</b>	

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		<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 Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please Specify) - OTH		*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)	
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 Rs.00/- each applied at the Issue Price i.e. at Rs. 00/- per share <sup>1&amp;2</sup>		<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
(In Figures)	(In Words)		
<sup>1</sup> Please note that applications must be made in minimum of 0,000 shares and further multiples of 0,000 shares accordingly. <sup>2</sup> Please note that the trading of equity shares will be only in dematerialised mode on the SME Platform of BSE.			

<b>7. PAYMENT DETAILS</b>		<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 2A 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.

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: _____, 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

<b>LOGO</b>	<b>XYZ LIMITED - PUBLIC ISSUE - R</b>	<b>Acknowledgement Slip for Broker / SCSB / DP / RTA</b>	<b>Application Form No.</b>
DPID / CLID	PAN		
Received from Mr./Ms.	No. of Equity Shares applied for in Figures	SCSB Branch Stamp & Signature	
Address	in words		
Telephone/Mobile	Amount Paid (₹ in figures)		
E-mail	ASBA Bank A/c No.	Name of Bank & Branch	

<b>XYZ LIMITED - PUBLIC ISSUE - R</b>	In Figures	In Words	<b>Stamp &amp; Signature of Broker / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>
	No. of Equity Shares			
	Amount Paid (Rs.)			
ASBA Bank A/c No.:			<b>Acknowledgement Slip for Applicant</b>	
Bank & Branch:			Application Form No.	

#### **4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER /APPLICANT**

1. Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
2. **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 Bid cum Application Form/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 Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
3. **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/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 Bid cum Application Form/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.
4. **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act. 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.
5. **Impersonation**

Attention of the applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act which is reproduced below:

“Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
  - b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
  - c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the said Act.”
6. The liability prescribed under Section 447 of the Companies Act 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.

#### **1.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT**

- a. PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b. PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c. The exemption for the PAN Exempted Applicants is subject to (i) 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 (ii) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

- d. Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e. Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a. Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b. Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c. Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d. Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- a. Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b. The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c. **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d. **Minimum Application Value and Bid Lot:** The Issuer in consultation with the LM has decided the minimum number of Equity Shares for each Bid. For details, please refer chapter titled “*Issue Structure*” on page 156.
- e. **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 refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

##### 4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

- a. The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 2,00,000.
- b. In case the Bid Amount exceeds Rs 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c. For NRIs, a Bid Amount of up to Rs 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d. Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum

Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cutoff Price.

- e. RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f. In case the Bid Amount reduces to Rs. 2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g. For Anchor Investors, if applicable, the Bid Amount shall be least Rs 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h. A Bid cannot be submitted for more than the Issue size.
- i. The maximum Bid by any Applicant including QIB Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- j. The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

#### **4.1.4.2 MULTIPLE BIDS**

- a. Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.  
Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected
- b. Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
  - All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
  - For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- c. The following Bids may not be treated as multiple Bids:
  - Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.
  - Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
  - Bids 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.
  - Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS**

- The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in
- accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.
- An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Bidders/Applicants may refer to the Prospectus. The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue, specific details in relation to allocation Bidder/Applicant may refer to the Prospectus

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- 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 Bid cum Application Form and Non-Resident Bid cum Application Form.
- Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.
- All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- Bid Amount cannot be paid in cash, through money order or through postal order

##### **4.1.7.1 INSTRUCTIONS FOR ANCHOR INVESTORS:**

- Anchor Investors may submit their Bids with a Book Running Lead Manager.
- Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a cooperative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

- Anchor Investors are advised to provide the number of the Anchor Investor Application Form and PAN on the
- reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

#### **4.1.7.2 PAYMENT INSTRUCTIONS FOR BIDDERS (OTHER THAN ANCHOR INVESTORS)**

- Bidders may submit the Bid cum Application Form either
  - a. in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
  - b. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - c. in physical mode to any Designated Intermediary.
- Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder 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.
- Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>)
- Bidders bidding through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum 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 Bid cum Application Forms.
- Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- Upon receipt of the Bid cum 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 Bid cum Application Form.
- If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

##### **4.1.7.2.1 Unblocking of ASBA Account**

- Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

#### **4.1.7.3 Discount (if applicable)**

- The Discount is stated in absolute rupee terms.
- Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.
- The Bidders entitled to the applicable Discount in the Issue may block an amount i.e. the Bid Amount Less Discount (if applicable).  
Bidder 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.

#### **4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- Only the First Applicant is required to sign the Bid cum Application Form/Application Form. Applicants should that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- 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.
- The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/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 Bid cum Application Form/Application Form.
- Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected.

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- All communications in connection with Bids/Applications made in the Issue should be addressed as under:
  - In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
  - In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - In case of queries relating to uploading of Bids by a Syndicate Member, the Applicants should contact the relevant Syndicate Member.
  - In case of queries relating to uploading of Bids by a Registered Broker, the Applicants should contact the relevant Registered Broker In case of Bids submitted to the RTA, the Applicants should contact the relevant RTA.
  - In case of Bids submitted to the DP, the Applicants should contact the relevant DP.

- Applicant may contact our Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- c. The following details (as applicable) should be quoted while making any queries –
- full name of the sole or First Applicant, bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
  - name and address of the Designated Intermediary, where the Bid was submitted; or In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.
  - In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.
- d. In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof. For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- During the Bid/ Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- RII may revise their bids or withdraw their Bids till the Bid / Issue Close Date.
- Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- The Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the /Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Bid. Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.



COMMON BID REVISION FORM	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>			FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Tel. No. _____	Regd. Off. : _____	Fax No. _____	
	Website _____		CIN: _____	

LOGO To, The Board of Directors XYZ LIMITED	<b>BOOK BUILT ISSUE</b>	Bid Cum Application Form No. _____
	ISIN - INE000000000	
SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCSB / DP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s. _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____
SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	
		2. PAN OF SOLE / FIRST BIDDER _____
		3. BIDDERS DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

**PLEASE CHANGE MY BID**

**4. FROM (AS PER LAST BID OR REVISION)**

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (in Figures)									Price per Equity Share (₹) / "Cut-off" (In Figures)							
	8	7	6	5	4	3	2	1		Bid Price		Retail Discount, if any			Net Price		"Cut-off"
Option 1																	<input type="checkbox"/>
(OR) Option 2																	<input type="checkbox"/>
(OR) Option 3																	<input type="checkbox"/>

**5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")**

Bid Options	No. of Equity Shares Bid (in Figures) (Bids must be in multiples of Bid Lot as advertised)									Price per Equity Share (₹) / "Cut-off" (In Figures)							
	8	7	6	5	4	3	2	1		Bid Price		Retail Discount, if any			Net Price		"Cut-off"
Option 1																	<input type="checkbox"/>
(OR) Option 2																	<input type="checkbox"/>
(OR) Option 3																	<input type="checkbox"/>

**6. PAYMENT DETAILS** PAYMENT OPTION : Full Payment  Part Payment

Additional 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 BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

7 A. SIGNATURE OF SOLE / FIRST BIDDER  Date: _____, 2016	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer: 1) _____ 2) _____ 3) _____	SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
--	--	---

TEAR HERE

LOGO	<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA	Bid Cum Application Form No. _____
DPID/CLID	_____	PAN of Sole / First Bidder	_____
Additional Amount Paid (₹ in figures)	_____	Bank & Branch	_____
ASBA A/c No.	_____	Stamp & Signature of SCSB Branch	_____
Received from Mr./Ms.	_____		
Telephone / Mobile	_____	Email	_____

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA	Name of Sole / First Bidder
	No. of Equity Shares				
	Bid Price				
	Additional Amount Paid (₹)				
	ASBA Bank A/c No.:				
	Bank & Branch:				
					<b>Acknowledgment Slip for Bidder</b>
					Bid Cum Application Form No. _____

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

#### **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.
- In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed M 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- All Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **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 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

#### **4.3.1 FIELDS 1, 2, 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.

#### **4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- a. The Issuer may mention Price or Price Band in the Prospectus. However, a prospectus registered with RoC contains one price or coupon rate (as applicable).
- b. **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Issue (LM) has decided the minimum number of Equity Shares for each Bid. For details, please refer chapter titled "*Issue Structure*" on page 156.
- c. Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.
- d. Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e. An application cannot be submitted for more than the Issue size.
- f. The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g. **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h. Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - 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, Bids bearing the same PAN may be treated as multiple applications by a Applicant and may be rejected.
  - For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- i. The following applications may not be treated as multiple Bids:
  - Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
  - 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.
  - Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, 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).
- An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

- The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

#### **4.3.4 FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### **4.3.5 FIELD 7: PAYMENT DETAILS**

- All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.

##### **4.3.5.1 Payment instructions for Applicants**

- Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an 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, will not be accepted.
- 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;
- Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- Applicants bidding 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.
- Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- 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.
- Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs
- 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 Issue, or until withdrawal or rejection of the Application, as the case may be.
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected

##### **4.3.5.2 Unblocking of ASBA Account**

- Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be

transferred to the Public Issue Account, and (iv) details of rejected 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.

- On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

#### 4.3.5.3 Discount (if applicable)

- The Discount is stated in absolute rupee terms.
- RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

#### 4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

#### 4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

##### 4.4.1 Applicants may submit completed Bid cum application form/Revision Form in the following manner

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	<ul style="list-style-type: none"> <li>• To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form</li> </ul>
All Applications (other than Anchor Investors)	<ul style="list-style-type: none"> <li>• To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location</li> <li>• To the Designated Branches of the SCSBs where the ASBA Account is maintained</li> </ul>

- Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.
- Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the Prospectus and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Applicant.
- Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form

#### SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

##### 1.1 SUBMISSION OF BIDS

- During the Bid/ Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

- 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).
- For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Applicants are requested to refer to the Prospectus.

## **1.2 ELECTRONIC REGISTRATION OF BIDS**

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, 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.
- On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange.
- Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

## **1.3 BUILD UP OF THE BOOK**

- Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the LM at the end of the Bid/ Issue Period.
- Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

## **1.4 WITHDRAWAL OF BIDS**

- RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ 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.
- The Registrar to the Issue 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 Bids at any stage.

## **1.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS**

- a. The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - the Bids accepted by the Designated Intermediaries,
  - the Bids uploaded by the Designated Intermediaries, and
  - the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b. The LM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c. The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d. In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) LM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. 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 bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

### **5.5.1 GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum 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 Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID: -

- Bid/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);
- Bids/Applications by OCBs; and
- In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
- Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids/Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in this Prospectus);
- Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/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;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;
- Bids/Applications at Cut-off Price by NIIs and QIBs;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
- Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the Prospectus;
- Multiple Bids/Applications as defined in this GID and the Prospectus;
- Bid cum Application Forms/Application Forms are not delivered by the Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;
- Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- Bids/Applications submitted to a LM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that

such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue; Bids/Applications not uploaded on the terminal of the Stock Exchange; and

- Bids/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 Bid cum Application Form/Application Form.

## 5.6 BASIS OF ALLOCATION

- The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.
- Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the LM 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.
- In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.
- Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20 to Rs 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, 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 Bids received from various investors

Bid Quantity	Bid Amount	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 Issue 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 LM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids 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 Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue 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 Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder 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 Bidders 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 Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

## SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE



**Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.** As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated 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 website of the Stock Exchange at least one day prior to the Bid/ Issue Opening Date. In a fixed price Issue, allocation in the net Issue 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**

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Issue for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable

### **ALLOTMENT TO RIIs**

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("**Maximum RII Allottees**"). The Allotment to the RIIs will then be made in the following manner:

- In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

### **ALLOTMENT TO NIIs**

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

### **ALLOTMENT TO QIBs**

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations or Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment

to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

#### **7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

1. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor, LM, subject to compliance with the following requirements:
  - not more than 60% of the QIB Category will be allocated to Anchor Investors;
  - one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a. a maximum number of two Anchor Investors for allocation up to Rs. 10 crores;
    - b. a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs 10 crores and up to Rs 250 crores subject to minimum Allotment of Rs 5 crores per such Anchor Investor; and a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs 250 crores, and an additional 10 Anchor Investors for every additional Rs 250 crores or part thereof, subject to minimum Allotment of Rs 5 crores per such Anchor Investor.
2. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the LM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
3. **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
4. **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice

#### **7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE**

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- Bidders may be categorized according to the number of Equity Shares applied for;

- The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio
- In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares

## **7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

- a. Designated Date: On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d. Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment.

## **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 the Stock Exchange is taken within six Working Days of the Bid/ 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 Bid/ 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 for permission to deal in/list and for an official quotation of the Equity Shares. The Stock Exchange from where such permission is sought is 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 Issuer fails to make application to the Stock Exchange or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, the Issuer shall be punishable with a fine which shall not be less than Rs 5 lakhs but which may extend to Rs 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs 50,000 but which may extend to Rs 3 lakhs, or with both.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchange, the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants. If such money is not refunded to the Bidders 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 disclosed in the Prospectus

### **8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION**

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding offer for sale, if any of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Days, 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

### **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.

### **8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Issue under Regulation 26(2) of SEBI ICDR Regulations but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded

### **8.3 MODE OF REFUND**

- a. **In case of Bids/Applications (other than Anchor Investors):** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- b. **In case of Anchor Investors:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c. In case of Anchor Investors, the Registrar to the Issue 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 refund orders or 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 Issue, the Escrow Collection Banks, 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 shall be credited only to the bank account from which the Bid Amount was remitted to the 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:

**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 Code 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 Code 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;

**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;

**RTGS** - Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, 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 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

#### **SECTION 9: GLOSSARY AND ABBREVIATIONS**

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time*

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 58 of SEBI ICDR Regulations and appended to the Application Form
Allot / Allotted / Allotment/ Allotment of Equity Shares	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.

Terms	Description
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “ <i>Issue Procedure - Basis of allotment</i> ” on Page no. 176 of this Prospectus
Bankers to our Company	HDFC Bank Limited
Bankers to the Issue	HDFC Bank Limited
Draft Prospectus	The Draft Prospectus issued in accordance with Section 26 of the Companies Act filed with the BSE under SEBI(ICDR) Regulations.
Designated CDP Locations	Such centers of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Designated RTA Locations	Such centers of the RTAs where Applicants can submit the Application Forms.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 43,98,000 Equity Shares of Face Value of Rs.10 each at Rs. 23 (including premium of Rs.13) per Equity Share aggregating to Rs.1011.54 Lakh by Sun Retail Limited
Issue Agreement	The agreement dated March 13, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs.23
LM / Lead Manager	Lead Manager to the Issue, in this case being Fedex Securities Limited
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE.

Terms	Description
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 40,32,000 Equity Shares of Rs. 10 each at Rs.23 per Equity Share aggregating to Rs.927.36 Lakh by Sun Retail Limited
Prospectus	The Prospectus to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 4A of the Companies Act; Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs 2,500 Lakh; Pension Funds with minimum corpus of Rs 2,500 Lakh; 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; and Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000.
Self-Certified Syndicate Bank(s) / SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a> Intermediaries.
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Underwriters to the issue are Fedex Securities Limited.
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated March 13, 2018
Working Days	Any days, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, excluding Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and the time period between the Issue Closing Date and the

Terms	Description
	listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.



## 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.

The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

The Consolidated FDI policy effective from August 28, 2017 issued by the DIPP allows sectoral cap upto 100% in case of single brand product of retail trading in which FDI cap through 49% is allowed under automatic route and beyond 49% is allowed through government approval route. Moreover, in terms of press note 1 (2018 Series), in which FDI is allowed upto 100% through automatic route. The press note 1 (2018 Series) shall take effect from date of FEMA notification.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI. Further, in terms of the Consolidated FDI Policy, prior approval of the RBI shall not be required for transfer of shares between an Indian resident and person not resident in India if conditions specified in the Consolidated FDI Policy have been met. The transfer of shares of an Indian company by a person resident outside India to an Indian resident, where pricing guidelines specified by RBI under the foreign exchange regulations in India are not met, will not require approval of the RBI, provided that (i) the original and resultant investment is in line with Consolidated FDI policy and applicable foreign exchange regulations pertaining to inter alia sectoral caps and reporting requirements; (ii) the pricing is in compliance with applicable regulations or guidelines issued by SEBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**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, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

**SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

Title of Article	Article Number	Content
Constitution Of The Company	1	The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.
Interpretation Clause	2.	<p>In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or content thereof.</p> <p>(a)“The Act” or “the said Act” “The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.</p> <p>(b)“These Articles” “These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.</p> <p>(c)“Beneficial Owner” “Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.</p> <p>(d)“The Company” or “this Company” “The Company” or “this Company” means SUN RETAIL LIMITED.</p> <p>(e)“The Directors” “The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.</p> <p>(f)“Depository” “Depository” shall have the meaning assigned thereto by Section 2(1)(e) of the Depositories Act, 1996.</p> <p>(g)“Depositories Act 1996” “Depositories Act 1996” includes any statutory modification or re-enactment thereof.</p> <p>(h)“The Board” or the “Board of Directors” “The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.</p> <p>(i)“The Chairman” “The Chairman” means the Chairman of the Board of Directors for the time being of the Company.</p> <p>(j)“The Managing Director” “The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.</p> <p>(k)“The Office” “The Office” means the Registered Office for the time being of the Company.</p> <p>(l) “Capital” “Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.</p>

		<p>(m)“The Registrar” “The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.</p> <p>(n)“Dividend” “Dividend” includes Bonus.</p> <p>(o)“Month” “Month” means the calendar month.</p> <p>(p) “Seal” “Seal” means the Common Seal for the time being of the Company.</p> <p>(q)“In Writing and Written” “In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.</p> <p>(r)“Plural Number” Words importing the singular number also include the plural number and vice versa.</p> <p>(s)“Persons” “Persons” include corporations and firms as well as individuals.</p> <p>(t)“Gender” Words importing the masculine gender also include the feminine gender.</p> <p>(u)“Securities &amp; Exchange Board of India” “Securities &amp; Exchange Board of India” or SEBI means the Securities &amp; Exchange Board of India established under Section 3 of the Securities &amp; Exchange Board of India Act, 1992.</p> <p>(v)“Year and Financial Year” “Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act. Expression in the Act to bear same meaning in the Articles Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.</p> <p>Marginal Notes The marginal notes hereto shall not affect the construction of these Articles.</p>
Copies Of Memorandum And Articles To Be Furnished By The Company	3.	<p>Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:</p> <p>(i) The Memorandum;</p> <p>(ii) The Articles, if any;</p> <p>(iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.</p>
Capital And Shares	4.	<p>The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.</p>
	5.	<p>The Board may, from time to time, with the sanction of the Company in a general meeting by way of Ordinary Resolution, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.</p>
	6.	<p>The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.</p>

Share At The Disposal Of The Directors	7.	Subject to the provisions of Section 62 of the Act and these Articles, the share capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
Further Issue Of Shares	8.	<p>1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -</p> <p>(a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:- (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</p> <p>(ii) unless the articles of the company otherwise provide, the offer aforesaid 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; and the notice referred to in clause (i) shall contain a statement of this right;</p> <p>(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the company;</p> <p>b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by Central Government; or</p> <p>c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.</p> <p>2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.</p> <p>The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>

Power To Offer Shares/Options To Acquire Shares	<b>9.</b>	<p>(i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p> <p>The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above</p>
Redeemable Preference Shares	<b>10.</b>	Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.
Provisions Applicable In Case Of Redeemable Shares	<b>11.</b>	<p>On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.</p> <p>(a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;</p> <p>(b) No such shares shall be redeemed unless they are fully paid;</p> <p>(c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.</p>
New Capital Same As Original Capital	<b>12.</b>	Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

<p>Restrictions On Purchase By Company Or Giving Of Loans By It For Purchase Of Its Shares</p>	<p><b>13.</b></p>	<p>(1)The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.</p> <p>This Article is not to delegate any power which the Company would have if it were omitted.</p> <p>(2)The company shall not give, whether directly or indirectly and whether by means of a loan, 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 or in its holding company.</p> <p>(3)Nothing in sub-clause (2) shall apply to –</p> <p>(a)the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, fully paid-up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;</p> <p>(b)the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:</p> <p>Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's Report in such manner as may be determined by Central Government.</p>
<p>Reduction Of Capital</p>	<p><b>14.</b></p>	<p>The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.</p>
<p>Consolidation And Division Of Capital</p>	<p><b>15.</b></p>	<p>The Company may in general meeting alter the conditions of its Memorandum of Association as follows:</p> <p>(a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;</p> <p>(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;</p> <p>(c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.</p>

Sale Of Fractional Shares	<b>16.</b>	If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
Modification Of Rights	<b>17.</b>	Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class
Issue Of Further Shares On Pari Passu Basis	<b>18.</b>	The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
No Issue With Disproportionate Rights	<b>19.</b>	The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).
Power Of Company To Dematerialize And Rematerialize		“Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”
Dematerialization Of Securities		(b)Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Intimation To Depository		(c)“Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”
Option For Investors		(d)“Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”
The Company To Recognize Under		(e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in

Depositories Act, Interest In The Securities Other Than That Of Registered Holder		which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”
Securities In Depositories And Beneficial Owners		(f)“All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”
Rights Of Depositories And Beneficial Owners		(g)(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 purpose 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 if 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 securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.
Depository To Furnish Information		(h)Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Shares And Certificates Register And Index Of Members	20.	The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.
Shares To Be Numbered Progressively	21.	The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.
Directors May Allot Shares Fully Paid-Up	22.	Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.
Application Of Premium Received On Shares	23.	(1)Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.



		<p>(2)Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company -</p> <p>(a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;</p> <p>(b) in writing off the preliminary expenses of the company;</p> <p>(c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;</p> <p>(d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or</p> <p>(e) for the purchase of its own shares or other securities under section 68.</p>
Acceptance Of Shares	<b>24.</b>	<p>Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.</p>
Liability Of Members	<b>25.</b>	<p>Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.</p>
Limitation Of Time For Issue Of Certificate	<b>26.</b>	<p>The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.</p> <p>Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to all such holder.</p>
Issue Of New Certificate In Place Of Defaced, Lost Or Destroyed	<b>27.</b>	<p>If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall</p>

		<p>be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>
Right To Obtain Copies Of And Inspect Trust Deed	<b>28.</b>	<p>(i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.</p> <p>(ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.</p>
Joint Allottees Of Holders	<b>29.</b>	Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.
Company Not Bound To Recognise Any Interest In Share Other Than That Of Registered Holder	<b>30.</b>	<p>(i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.</p> <p>(ii) 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 the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.</p>
Who May Hold Shares	<b>31.</b>	Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind.
	<b>32.</b>	The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and/or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

Sweat Equity	<b>33.</b>	Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
Declarations In Respect Of Beneficial Interest In Any Shares	<b>34.</b>	<p>(1) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.</p> <p>(2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)</p> <p>(3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)</p> <p>(4) The Company has to be bound to follow the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.</p> <p>(5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under section 403.</p> <p>(6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.</p> <p>(7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.</p>
Funds Of Company Not To Be Applied In Purchase Of Shares Of The Company	<b>35.</b>	No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, 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 or for any Share in the Company in its holding Company.
Issue Of Shares Without Voting Rights	<b>36.</b>	In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
Section 45 Of Act Not To Apply	<b>37.</b>	Notwithstanding anything to the contrary contained in the Articles, (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

Trust Not Recognized	<b>38.</b>	<p>Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p> <p>Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
Registration Of Charges	<b>39.</b>	<p>The provisions of the Act relating to registration of charges shall be complied with.</p> <p>In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.</p> <p>Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.</p> <p>Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.</p> <p>Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.</p>
Underwriting And Brokerage Commission May Be Paid	<b>40.</b>	<p>The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other subject to maximum of 5% of the share price or 2.5% in case of debenture, of the issued share or debenture price, as the case may be.</p>
Brokerage May Be Paid	<b>41.</b>	<p>The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.</p>
Calls On Shares Directors May Make Calls	<b>42.</b>	<p>The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.</p>

Calls On Shares Of The Same Class To Be Made On Uniform Basis	43.	Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
Notice Of Calls	44.	One month notice at least of every call payable otherwise then on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.
Calls To Date From Resolution	45.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.
Directors May Extend Time	46.	The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.
Call To Carry Interest After Due Date	47.	If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.
Proof On Trial In Suit For Money Due On Shares	48.	Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment In Anticipation Of Call May Carry Interest	49.	The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the

		same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.
Forfeiture, Surrender And Lien If Call Or Installment Not Paid, Notice May Be Given	<b>50.</b>	If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Form Of Notice	<b>51.</b>	The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.
In Default To Payment Shares To Be Forfeited	<b>52.</b>	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
Notice Of Forfeiture	<b>53.</b>	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.
Forfeited Shares To Become Property Of The Company	<b>54.</b>	Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose of the same in such manner as it thinks fit.
Power To Annul Forfeiture	<b>55.</b>	The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.
Arrears To Be Paid Notwithstanding Forfeiture	<b>56.</b>	Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.
Effect Of Forfeiture	<b>57.</b>	The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.
Proceeds How To Be Applied	<b>58.</b>	The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

Declaration Of Forfeiture	<b>59.</b>	<p>a)A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p> <p>(b)The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c)The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d)Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e)Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.</p>
	<b>60.</b>	The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
Title Of Purchaser And Allottee Of Forfeited Shares	<b>61.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.
Partial Payment Not To Preclude Forfeiture	<b>62.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.
The Provisions Of These Articles As To Forfeiture To Apply In Case Of Non-Payment Of Any Sum	<b>63.</b>	The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Board May Accept Surrender Of Shares	<b>64.</b>	The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.
Company's Lien On Share/Debentures	<b>65.</b>	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.
Enforcing Lien By Sale	<b>66.</b>	For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member, his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.
Application Of Proceeds Of Sale	<b>67.</b>	The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.
Validity Of Sale In Exercise Of Lien And After Forfeiture	<b>68.</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Board Of Directors May Issue New Certificates	<b>69.</b>	Where any shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.
Sum Payable On Allotment To Be Deemed A Call	<b>70.</b>	For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.



TransferAndTransmission Of Shares Register Of Transfer	71.	The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.
Execution Of Transfer	72.	Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.
Instrument Of Transfer	73.	Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.
Form Of Transfer	74.	The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.
No Transfer To A Person Of Unsound Mind, Etc.	75.	No transfer shall be made to a minor or a person of unsound mind.
Transfer Of Shares	76.	(i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.  (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.  (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post
Directors May Refuse To Register Transfer	77.	Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to 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 giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company,

		sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.
No Fee On Transfer Or Transmission	<b>78.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.
Transfer To Be Left At Office As Evidence Of Title Given	<b>79.</b>	Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.
When Transfer To Be Retained	<b>80.</b>	All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.
Death Of One Or More Joint Holders Of Shares	<b>81.</b>	In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.
Title To Shares Of Deceased Holder	<b>82.</b>	Subject to Article 81, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.
Registration Of Persons Entitled To Share Otherwise Than By Transfer	<b>83.</b>	Subject to the provisions of the Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer
Claimant To Be Entitled To Same Advantage	<b>84.</b>	The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise

		any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.
Transmission Of Share	<b>85.</b>	Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.
Board May Refuse To Transmit	<b>86.</b>	The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.
Board May Require Evidence Of Transmission	<b>87.</b>	Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.
Transfer By Legal Representation	<b>88.</b>	A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.
Certificate Of Transfer	<b>89.</b>	The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures
The Company Not Liable For Disregard Of A Notice Prohibiting Registration Of Transfer	<b>90.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any

		notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
Nomination	<b>91.</b>	<p>(i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.</p> <p>(ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by Central Government under the act.</p> <p>ii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.</p> <p>(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.</p>
“Option of Nominee”	<b>92.</b>	<p>(i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.</p> <p>If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.</p> <p>(ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.</p>

Trust Not Recognised	93.	Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.
Transfer Of Securities	94.	Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of who are entered as beneficial owners in the records of depository.
Notice Of Application When To Be Given	95.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.
Refusal To Register Nominee	96.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person Entitled May Receive Dividend Without Being Registered As A Member	97.	A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
Board May Refuse Transfer To More Than Three Persons	98.	Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.
Joint Holders	99.	If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;
Joint And Several Liabilities For All Payments In Respect Of Shares		(a)The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
Title Of Survivors		(b)On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
Effectual Receipts		(c)Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

Delivery Of Certificate And Giving Of Notice To First Named Holder		(d)Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in the Articles and documents served on or sent to such person shall be deemed service on all the joint holders).
Votes Of Joint Holders		(e)Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.
Conversion Of Shares Into Stock Shares May Be Converted Into Stock	100.	The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.
Rights Of Stock-Holders	101.	The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.
Meeting Of Members	102.	(a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the

		<p>time within which any annual general meeting shall be held by a period not exceeding three months.</p> <p>(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.</p>
	103.	<p>The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.</p>
Distinction Between Annual General Meeting And Extra-Ordinary General Meeting	104.	<p>The General Meeting referred to in Article 102 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.</p>
Calling Of Extra-Ordinary General Meeting	105.	<p>(1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.</p> <p>(2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).</p> <p>(3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.</p> <p>(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter 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 the requisition.</p> <p>(5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.</p> <p>(6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) 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 payable to such of the directors who were in default in calling the meeting.</p>
Length Of Notice For Calling Meeting	106.	<p>(1) A general meeting of a 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 determined by Central Government:</p> <p>Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less</p>

		<p>than ninety-five per cent of the members entitled to vote at such meeting.</p> <p>(2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.</p> <p>(3) The notice of every meeting of the company shall be given to –  (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;  (b) the auditor or auditors of the company; and  (c) every director of the company.</p> <p>(4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.</p>
Explanatory Statement To Be Annexed To Notice / Special Business	107.	<p>(1) Pursuant to section 102 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 item 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.</p> <p>(2) For the purposes of clause (1),—  (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:</p> <p>Provided that 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 per cent of the paid-up share capital of that company, also be set out in the statement.</p> <p>(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).</p>
	108.	No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.
Quorum	109.	(1) The quorum for a General Meeting of the Company shall be as under: (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or



		<p>(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or</p> <p>(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.</p> <p>(2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –</p> <p>(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</p> <p>(b) the meeting, if called by requisitionists under section 100, shall stand cancelled:</p> <p>Provided that 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.</p> <p>(3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.</p>
Resolution Passed At Adjourned Meeting	110.	<p>Where a resolution is passed at an adjourned meeting of –</p> <p>(a) a company; or</p> <p>(b) the holders of any class of shares in a company; or</p> <p>(c) the Board of Directors of a company,</p> <p>the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.</p>
Registration Of Resolutions And Agreements	111.	The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.
Power Of Adjourn General Meeting	112.	<p>(1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.</p>
Chairman Of General Meeting	113.	The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If

		some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.
Business Confined To Election Of Chairman While Chair Vacant	114.	No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.
Resolution Must Be Proposed And Seconded	115.	No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.
Postal Ballot	116.	(1) Notwithstanding anything contained in this Act, the company – (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and (b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting. (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.
Declaration Of Chairman To Be Conclusive	117.	A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution
Circulation Of Members' Resolution	118.	(1) A company shall, on requisition in writing of such number of members, as required in section 100,— (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting. (2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless – (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,— (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; (ii) in the case of any other requisition, not less than two weeks before the meeting; and (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto: Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof. (3) The company shall not be bound to circulate any statement as required by clause (b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the

		<p>Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.</p> <p>(4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.</p>
Votes Of Members Votes May Be Given By Proxy Or Attorney	119.	<p>Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.</p> <p>A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights</p> <p>Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.</p>
Votes Of Members	120.	<p>(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -</p> <p>(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and</p> <p>(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.</p> <p>(2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for their payment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:</p> <p>Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:</p> <p>Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.</p>
Right Of Member To Use His Votes Differently	121.	<p>On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.</p>
Representation Of Body Corporate	122.	<p>Pursuant to section 113, a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.</p>

Representation Of The President Of India Or Governors	123.	<p>The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.</p> <p>A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.</p>
Restriction On Exercise Of Voting Right By Members Who Have Not Paid Calls	124.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.
Restriction On Exercise Of Voting Right In Other Cases To Be Void	125.	A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.
How Member Non-Compos Mentis May Vote	126.	If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.
Instrument Of Proxy	127.	The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an officer or attorney duly authorized by it.
Instrument Of Proxy To Be Deposited At Office	128.	The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight 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. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.
When Vote By Proxy Valid Though Authority Revoked	129.	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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.
Form Of Proxy	130.	Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.
Time For Objection To Vote	131.	No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

Chairman Of Any Meeting To Be The Judge Of Validity Of Any Vote	132.	The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
Member Paying Money In Advance Not Be Entitled To Vote In Respect Thereof	133.	A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable
Directors	134.	1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not more than fifteen. 2) The Persons named hereinafter are the Directors of the Company at the time of adoption of new set of Articles:- (1) Mr. TUSHARBHAI DONDA (2) Mrs. JALPABEN DHOLAKIYA (3) Mr. JANAK PATEL
Increase In Number Of Directors To Require Government Sanction	135.	The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.
Power Of Directors To Appoint Additional Directors	136.	The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.
Alternate Directors	137.	The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:  Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:  Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:  Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.
Nominee Directors	138.	The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.  If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:

		Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
	139.	A Director need not hold any qualification shares.
Remuneration Of Directors	140.	<p>(1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.</p> <p>(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.</p> <p>(i)by way of monthly, quarterly or annual payment with the approval of the Central Government: or</p> <p>(ii)by way of commission if the Company by a special resolution authorises such payments.</p> <p>(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.</p> <p>(4)if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.</p>
Increase In Remuneration Of Directors To Require Government Sanction	141.	Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.
Travelling Expenses Incurred By A Director Not A Bonafide Resident Or By Director Going Out On Company's Business	142.	The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

Directors May Act Notwithstanding Any Vacancy	143.	The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.
Disclosure Of Interest Of Directors	144.	<p>(1)Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.</p> <p>(2)Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—</p> <p>(a)with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or</p> <p>(b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting: Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.</p> <p>(3)A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.</p> <p>(4) Nothing in this Article-</p> <p>(a)shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;</p> <p>(b)shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.</p>
Interested Director Not To Participate Or Vote On Board's Proceedings	145.	No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.
Board's Sanction To Be Required For Certain Contracts InWhich	146.	(1)Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company , shall not enter

Particular Director Is Interested		<p>into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder–</p> <ul style="list-style-type: none"> <li>(i)for the sale, purchase or supply of any goods, materials or services; or</li> <li>(ii)selling or otherwise disposing of, or buying, property of any kind;</li> <li>(iii)leasing of property of any kind;</li> <li>(iv)availing or rendering of any services;</li> <li>(v)appointment of any agent for purchase or sale of goods, materials, services or property;</li> <li>(vi)such Related Party’s appointment to any office or place of profit in the Company, its subsidiary company or associate company;</li> <li>(vii)underwriting the subscription of any securities or derivatives thereof, of the Company:</li> </ul> <p>(2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm’s length basis.</p> <p>(3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))</p> <p>(4)Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.</p> <p>(5)If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.</p>
Special Director	147.	<p>In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaborator” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.</p>



Directors' Sitting Fees	148.	The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or A committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
Directors And Managing Director May Contract With Company	149.	Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.
Disqualification Of The Director	150.	(1) A person shall not be eligible for appointment as a director of a company, if - (a) he is of unsound mind and stands so declared by a competent court; (b) he is an undischarged insolvent; (c) he has applied to be adjudicated as an insolvent and his application is pending; (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence: Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company; (e) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force; (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call; (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or (h) he has not complied with sub-section (3) of section 152. (2) No person who is or has been a director of a company which - (a) has not filed financial statements or annual returns for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.
Directors Vacating Office	151.	The office of a Director shall be vacated if :

		<p>(i) he is found to be of unsound mind by a Court of competent jurisdiction;</p> <p>(ii) he applied to be adjudicated an insolvent;</p> <p>(iii) he is adjudicated an insolvent;</p> <p>(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</p> <p>(v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;</p> <p>(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;</p> <p>(vii) he is removed in pursuance of Section 169 of Act;</p> <p>(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;</p> <p>(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;</p> <p>(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.</p>
Director May Be Director Of Companies Promoted By The Company	152.	Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.
Retirement And Rotation Of Directors Retirement Of Directors By Rotation	153.	<p>(1)(a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -</p> <p>(i) be persons whose period of office is liable to determination by retirement of directors by rotation; and</p> <p>(ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.</p> <p>(b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.</p> <p>(c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.</p> <p>(d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.</p>

		<p>(e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.</p> <p>(2)(a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.</p> <p>(b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—</p> <ol style="list-style-type: none"> <li>1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;</li> <li>2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;</li> <li>3. he is not qualified or is disqualified for appointment;</li> <li>4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act;</li> </ol> <p>or</p> <p>5. section 162 is applicable to the case.</p>
Appointment Of Director To Be Vote Individually	154.	<p>1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.</p> <p>(2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.</p> <p>(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.</p>
	155.	<p>(1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.</p>
Resignation Of Director	156.	<p>(1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:</p> <p>Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within</p>

		<p>thirty days of resignation in such manner as may be determined by Central Government.</p> <p>(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:</p> <p>Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.</p> <p>(3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.</p>
Register Of Directors And Key Managerial Personnel And Notification Of Changes To Registrar	157.	<p>The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.</p>
Appointment Of Technical Or Executive Directors	158.	<p>a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
Removal Of Directors	159.	<p>(1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:</p> <p>Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.</p> <p>(2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.</p> <p>(3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.</p> <p>(4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—</p>

	<p>(a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and</p> <p>(b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:</p> <p>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.</p> <p>(5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).</p> <p>(6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.</p> <p>(7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:</p> <p>Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.</p> <p>(8) Nothing in this section shall be taken -</p> <p>(a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or</p> <p>(b) as derogating from any power to remove a director under other provisions of this Act.</p>
Eligibility For Re Election	160. A retiring Director shall be eligible for re-election.

Proceedings Of Directors Meetings Of Board	161.	<p>(1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:</p> <p>Provided that the Central Government may, by notification, direct that the provisions of this sub-section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.</p> <p>(2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:</p> <p>Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.</p> <p>(3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:</p> <p>Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:</p> <p>Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.</p>
Quorum	162.	<p>(1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.</p> <p>(2) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.</p> <p>(3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.</p> <p>(4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.</p>
Decision Of Questions	163.	Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.
Board May Appoint Chairman, Co-Chairman And Vice Chairman	164.	The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at

		every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten 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 Of Board Meeting	165.	A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.
	166.	Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
Meeting Of The Committee How To Be Governed	167.	The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.
Defects In Appointment Of Directors Not To Invalidate Actions Taken	168.	No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company: Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.
Passing Of Resolution By Circulation	169.	(1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by Central Government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution: Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board. (2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.
Special Notice	170.	Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the

		<p>resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.</p>
General Powers Of The Board	171.	<p>(1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:  Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:  Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.</p> <p>(2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>
Certain Powers To Be Exercised By The Board Only At Meetings	172.	<p>The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -</p> <ul style="list-style-type: none"> <li>(a) to make calls on shareholders in respect of money unpaid on their shares;</li> <li>(b) to authorize buy-back of securities under section 68;</li> <li>(c) to issue securities, including debentures, whether in or outside India;</li> <li>(d) to borrow monies;</li> <li>(e) to invest the funds of the company;</li> <li>(f) to grant loans or give guarantee or provide security in respect of loans;</li> <li>(g) to approve financial statement and the Board's report;</li> <li>(h) to diversify the business of the company;</li> <li>(i) to approve amalgamation, merger or reconstruction;</li> <li>(j) to take over a company or acquire a controlling or substantial stake in another company;</li> <li>(k) to make political contributions;</li> <li>(l) to appoint or remove key managerial personnel (KMP);</li> <li>(m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;</li> <li>(n) to appoint internal auditors and secretarial auditor;</li> <li>(o) to take note of disclosure of director's interest and shareholding;</li> <li>(p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;</li> <li>(q) to invite and accept or renew public deposits and related matters;</li> <li>(r) to review or change the terms and conditions of public deposit;</li> </ul>



		<p>(s)to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:</p> <p>Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.</p>
Restrictions On Powers Of Board	173.	<p>(1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -</p> <p>(a)to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.</p> <p>(b)to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>(c)to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:</p> <p>Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.</p> <p>(d) to remit, or give time for the repayment of, any debt due from a director.</p> <p>(2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.</p> <p>3) Nothing contained in clause (a) of sub-section (1) shall affect -</p> <p>(a)the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or</p> <p>(b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.</p> <p>(4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:</p> <p>Provided that this sub-section shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.</p>

		(5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
Power To Borrow	174.	Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.
	175.	All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.
The Payment Or Repayment Of Moneys Borrowed	176.	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Bonds, Debentures, Etc. To Be Subject To Control Of Directors	177.	Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.  Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.
Condition On Which Money May Be Borrowed	178.	The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.
Terms Of Issue Of Debentures	179.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
Debentures With Voting Rights Not Be Issued	180.	(1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:

	<p>Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.</p> <p>(2) No company shall issue any debentures carrying any voting rights.</p> <p>(3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.</p> <p>(4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.</p> <p>(5) No company shall issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by Central Government.</p> <p>(6) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by Central Government.</p> <p>(7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:</p> <p>Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.</p> <p>(8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.</p> <p>(9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.</p> <p>(10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.</p> <p>(11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.</p> <p>(12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.</p>
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		(13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.
Execution Of Indemnity	181.	If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.
Certain Powers Of The Board	182.	<p>Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:</p> <ol style="list-style-type: none"> <li>1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.</li> <li>2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.</li> <li>3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.</li> <li>4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.</li> <li>5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.</li> <li>6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.</li> <li>7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.</li> <li>8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise</li> </ol>

	<p>concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.</p> <p>9)To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.</p> <p>10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.</p> <p>11)To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.</p> <p>12)To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.</p> <p>13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be though fit.</p> <p>14)Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.</p> <p>15) 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 it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.</p> <p>16)To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.</p> <p>17)To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.</p> <p>18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national</p>
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		<p>or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.</p> <p>19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner &amp; for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.</p> <p>20) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act and of the provision contained in these presents.</p> <p>21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.</p> <p>22)To redeem redeemable preference shares.</p> <p>23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>24)To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.</p>
Appointment Of Independent Director	183	Pursuant to Section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

		<p>Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.</p> <p>Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of Section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.</p> <p>Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.</p> <p>No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:</p> <p>Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.</p> <p>Notwithstanding anything contained in this Act -</p> <p>(i) an independent director;</p> <p>(ii) a non-executive director not being promoter or key managerial personnel, shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.</p> <p>The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.</p>
Key Managerial Personnel Appointment Of Key Managerial Personnel	184.	<p>(1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.</p> <p>(2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time: Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board.</p> <p>Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from</p>

		<p>such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel.</p> <p>Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.</p> <p>(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.</p>
Remuneration Of Key Managerial Personnel	185.	The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.
Directors May Confer Power On Managing Director	186.	Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.
Certain Persons Not To Be Appointed As Managing Directors	187.	<p>No company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who -</p> <p>(a) is below the age of twenty-one years or has attained the age of seventy years:</p> <p>Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;</p> <p>(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;</p> <p>(c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or</p> <p>(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.</p> <p>A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.</p>
	188.	Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease



		to be a Managing Director if he ceases to hold the office of Director from any cause.
	189.	The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:- a) Managing Director and b) Manager. and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.
The Secretary	190.	The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.
The Seal, Its Custody And Use	191.	The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.
Minutes	192.	(1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.  (2)Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed. (a)in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting. (b)In the case of minutes of proceedings of a General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
	193.	Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 191 above, shall be evidence of the proceedings recorded therein.
	194.	Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 192 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.

	195	<p>(1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday</p> <p>(2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.</p> <p>(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>(4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.</p> <p>(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>(6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -</p> <p>(a) the names of the directors present at the meeting; and</p> <p>(b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.</p> <p>(7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting -</p> <p>(a) is or could reasonably be regarded as defamatory of any person; or</p> <p>(b) is irrelevant or immaterial to the proceedings; or</p> <p>(c) is detrimental to the interests of the company.</p> <p>The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.</p>
Presumptions To Be Drawn Where Minutes Duly Drawn And Signed.	196.	<p>Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.</p>
Dividends	197.	<p>(1) No dividend shall be declared or paid by a company for any financial year except -</p> <p>(a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or</p> <p>(b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:</p> <p>Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:</p> <p>Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred</p>

		<p>by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by Central Government in this behalf:  Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.</p> <p>(2) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.</p> <p>(3)The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:  Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.</p> <p>(4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.</p> <p>(5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:  Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:  Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.</p> <p>(6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.</p>
Dividend To Joint Holders	198.	Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
	199.	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.
Apportionment Of Dividends	200.	All dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the shares, during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
Declaration Of Dividends	201.	The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.
Restriction On Amount Of Dividend	202.	No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

Dividend Out Of Profits Only And Not To Carry Interest	203.	(1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act. (2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.
Interim Dividends	204.	The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.
Debts May Be Deducted	205.	The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.
Dividend And Call Together	206.	Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.
Effect Of Transfer	207.	Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.
Retention In Certain Cases	208.	The Board may retain the dividends payable upon shares in respect of which any person is, under Articles entitled to become a Member, which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.
No Member To Receive Interest Or Dividend Whilst Indebted To The Company And Company's Right To Reimbursement There Out	209.	No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.
Payment By Post	210.	Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.
Dividend To Be Paid Within Thirty Days	211.	The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless: (a) the dividend could not be paid by reason of the operation of any law or (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or (c) there is dispute, regarding the right to receive the dividend or

		<p>(d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or</p> <p>(e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.</p>
Unpaid Or Unclaimed Dividend	212.	<p>(1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.</p> <p>(2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.</p> <p>(3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.</p> <p>(4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.</p> <p>(5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.</p> <p>(6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:</p> <p>Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.</p>
Capitalization Of Reserves	213.	<p>(a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such</p>

	<p>of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:</p> <p>(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or</p> <p>(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or</p> <p>(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.</p> <p>(b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and</p> <p>(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.</p> <p>(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.</p> <p>(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.</p> <p>(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be</p>
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		<p>affected by any irregularity or of invalidity in the proceedings with reference to the sale.</p> <p>(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.</p>
Fractional Certificates	214.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and</p> <p>(b) Generally do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power:</p> <p>(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such Members.</p> <p>(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.</p>
Dividend In Cash	215.	<p>No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.</p>
	216.	<p>The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.</p>
Books Of Accounts Books Of Accounts To Be Kept	217.	<p>The Company shall cause to be kept proper books of account with respect to:</p> <p>(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;</p> <p>(ii) all sales and purchases of goods and services by the company;</p> <p>(iii) the assets and liabilities of the company; and</p> <p>(iii) the items of cost as may be determined by Central Government under section 148 in the case of a company which belongs to any class of companies specified under that section;</p>
Books Where To Be Kept And Inspection	218.	<p>(1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.</p>

		<p>All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.</p> <p>(2)Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).</p> <p>(3)The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.</p> <p>(4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.</p>
Inspection By Members	219.	The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the 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 inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.
Transfer Books And Register Of Members When Closed	220.	<p>The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.</p> <p>If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.</p>
Statement Of Accounts To Be Laid In General Meeting	221.	The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.
Financial Statement	222.	<p>Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.</p> <p>If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least</p>



		equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.
Authentication Of Financial Statement	223.	The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.
Board's Report To Be Attached To Financial Statement	224.	Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Article 229. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.
Right Of Members To Copies Of Financial Statement And Auditor's Report	225.	A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to: (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware; (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A Copy Of The Financial Statement Etc. To Be Filed With Registrar	226.	After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.
Right Of Member To Copies Of Audited Financial Statement	227.	<p>(1) Without prejudice to the provisions of Section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.</p> <p>The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.</p> <p>The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by Central Government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.</p> <p>Provided also that every subsidiary or subsidiaries shall -</p> <p>(a) place separate audited accounts in respect of each of its subsidiary on its website, if any;</p> <p>(b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.</p> <p>(2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.</p>
Accounts To Be Audited	228.	<p>(1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.</p> <p>(2) The appointment, remuneration, rights, powers &amp; duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.</p>
Appointment Of Auditors	229.	(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

		<p>(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.</p> <p>Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.</p> <p>Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:</p> <p>Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:</p> <p>Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.</p> <p>(3)At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:</p> <p>(a)he is not disqualified for re-appointment;</p> <p>(b)he has not given the company a notice in writing of his unwillingness to be re-appointed; and</p> <p>(c)a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>(4)The company shall not appoint or reappoint -</p> <p>(a) an individual as auditor for more than one term of five consecutive years; and</p> <p>(b) an audit firm as auditor for more than two terms of five consecutive years:</p> <p>Provided that—</p> <p>(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.</p> <p>(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.</p> <p>(5)Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p>
Power Of Board To Modify Final Accounts	230.	Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.
Documents And Notice Services Of Documents On Member By Company	231.	Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his

		<p>office or address, or by such electronic or other mode as may be determined by Central Government:</p> <p>Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.</p>
Service Of Documents On Company	232.	<p>A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:</p> <p>Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.</p>
“Service Of Documents On The Company”	233.	<p>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 other mode in accordance with the Act and rules made thereunder.</p>
Authentication Of Documents And Proceedings	234.	<p>Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.</p>
Registers And Documents To Be Maintained By The Company		<p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <p>(a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.</p> <p>(b) Register of mortgages and charges as required by Section 85 of the Act.</p> <p>(c) Register and index of Member and debenture holders as required by Section 88 of the Act.</p> <p>(d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.</p> <p>(e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.</p> <p>(f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.</p> <p>(g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.</p>
Maintenance And Inspection Of Documents In Electronic Form	236.	<p>Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—</p> <p>(a) required to be kept by a company; or</p> <p>(b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.</p>

Indemnity	237.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
Winding Up Distribution Of Assets	228.	<p>(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.</p>
Right of Shareholders In Case of Sale	239.	A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction
Secrecy Clause	240.	No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.
	241.	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual 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 his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except

		so far as may be necessary in order to comply with any of the provision in these present contained.
Knowledge Implied	242.	Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

## SECTION X – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 213/214, Phase-II GIDC, Naroda Ahmedabad - 382330 Gujarat from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### Material Contracts

1. Memorandum of understanding dated March 13, 2018 between our Company and the Lead Manager.
2. Agreement dated January 11, 2018 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated March 13, 2018 between our Company, the Lead Manager, and Underwriter.
4. Market Making Agreement dated September 17, 2018 between our Company, Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 15, 2018.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 16, 2018.
7. Banker's to the Issue Agreement dated April 25, 2018 between our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.

#### Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board resolution dated December 28, 2017 and special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on January 1, 2018.
3. Statement of Tax Benefits dated January 09, 2018 issued by our Statutory Auditors M/s. GMCA & CO.
4. Copy of Restated Audit report from the peer review Auditor, M/s. GMCA & Co. dated June 01, 2018 included in the Prospectus.
5. Copy of Certificate from the Auditor dated September 01, 2018, regarding the source and deployment of funds as on August 31 2018.
6. Copies of Audited Financials Reports of the Company for the years ended March 31, 2018, 2017, 2016, 2015 and 2014.
7. Consents of Directors, Company Secretary, Compliance Officer and Chief Financial Officer, Statutory Auditor, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Lead Manager, Registrar

to the Issue, Underwriter and Market Maker to include their names in the Prospectus to act in their respective capacities.

8. Due Diligence Certificate dated September 18, 2018 from the Lead Manager.
9. Copy of Board Resolution dated December 28, 2017 and Special Resolution dated January 1, 2018 for appointment and agreement for appointment dated December 30, 2017 fixing remuneration of Mr. Dharamjit B. Mori, Whole Time Director.
10. Copy of Approval dated April 19, 2018 from the SME Platform of BSE.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## SECTION XI -DECLARATION

All the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by 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 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

**Signed by the Directors of the Company:**

Name	Designation	Signature
Mr. Dharamjit B. Mori DIN: 08038027	Whole-Time Director	Sd/-
Mr. Vikram I Desai DIN: 08031739	Non Executive Director	Sd/-
Ms. Jalpaben D. Dholakiya DIN: 07969810	Independent Director	Sd/-
Mr. Tusharbai D. Donda DIN: 07543151	Independent Director	Sd/-
Mr. Janak P. Patel DIN: 07969539	Independent Director	Sd/-

**Signed by:**

Name	Designation	Signature
Mr. Himanshu Gupta	Company Secretary, Compliance Officer & Chief Financial Officer	Sd/-

**Place: Ahmedabad**

**Date: September 20, 2018**