



AMBANI ORGANICS LIMITED
CIN: U24220MH1985PLC036774

Our Company was incorporated as “Speciality Coatings Private Limited” on July 08, 1985, under the Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra bearing Registration No. 36774. The name of the Company was changed to “Ambani Organics Private Limited” vide a special resolution passed on July 08, 1987. A fresh certificate of incorporation subsequent to the name change was issued on December 08, 1987, by the Registrar of Companies, Mumbai at Maharashtra. The status of our Company was changed to a public limited company and the name of our Company was changed to “Ambani Organics Limited” by a special resolution passed on December 30, 2017. A fresh certificate of incorporation consequent to the conversion of was granted to our Company on March 07, 2018, by the Registrar of Companies, Mumbai at Maharashtra.

Registered Office: N-44 MIDC, Tarapur Boisar, Thane- 401 506, Maharashtra;

Corporate Office: 801, 8th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri (East), Mumbai – 400 069, Maharashtra.

Tel No.: +91 – 22 – 2683 3778; **Fax No.:** +91 – 22 – 2683 3778; **Email:** info@ambaniorganics.com; **Website:** www.ambaniorganics.com

Contact Person: Ms. Honey Magia, Company Secretary and Compliance Officer.

Our Promoters: Mr. Rakesh Shah and Mrs. Apooni Shah

THE ISSUE

PUBLIC ISSUE OF 13,68,000 EQUITY SHARES OF ₹ 10/- EACH (“EQUITY SHARES”) OF AMBANI ORGANICS LIMITED (“AOL” OR THE “COMPANY”) FOR CASH AT A PRICE OF ₹ 66.00/- PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 902.88 LAKHS (“THE ISSUE”) CONSISTING OF FRESH ISSUE OF 12,68,000 EQUITY SHARES AGGREGATING TO ₹ 836.88 LAKHS AND AN OFFER FOR SALE OF 1,00,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER AGGREGATING TO ₹ 66.00 LAKHS (“OFFER FOR SALE”), OF WHICH 72,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 12,96,000 EQUITY SHARES OF ₹ 10/- EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.94% AND 25.52%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS 6.60 TIMES OF THE FACE VALUE

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 see “Issue Related Information” beginning on page no. 225 of this Prospectus.

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. 232 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 & 28 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Company, there has been no formal market for the securities of the company. The Issue Price (as determined and justified by our Company and the Selling Shareholder in consultation with the Lead Manager) as stated under the paragraph on “Basis for Issue Price” on page no. 70 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 shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision investors must rely on their own examination of our Company and the Issue including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this document. **Specific attention of the Investors is invited to the “Risk Factors” beginning on page no. 10 of this Prospectus.**

COMPANY’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the 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. Each Selling Shareholder, severally and not jointly, assumes responsibility only for statements in relation to such Selling Shareholder included in this Prospectus.

LISTING

The Equity Shares issued through this Prospectus are proposed to be listed on the EMERGE Platform of NSE Limited (“NSE EMERGE”). Our Company has received an approval letter dated June 20, 2018 from NSE for listing our shares on the EMERGE Platform of NSE. For the purposes of the Issue, the Designated Stock Exchange shall be the National Stock Exchange of India Limited (“NSE”).

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg, Fort,
Mumbai – 400 001, Maharashtra

Tel No.: +91 – 22 – 6216 6999

Fax No.: +91 – 22 – 2263 0434

Email: ipo@afsl.co.in

Website: www.afsl.co.in

Investor Grievance Email: feedback@afsl.co.in

Contact Person: Mr. Chaitanya Hiregange / Mr. Sumit Gupta

SEBI Registration No.: INM000011344

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

21, 25, 33, Shakil Niwas, Opposite Satya Sai Baba Mandir,
Mahakali Caves Road, Seepz,
Andheri (East),
Mumbai- 400093, Maharashtra

Tel No.: +91 – 22 – 2820 7203 / 04 / 05;

Fax No.: +91 – 22 – 2820 7207;

Email: info@unisec.in

Website: www.unisec.in

Contact Person: Mr. Ravindra Utekar

SEBI Registration No.: INR000004082

ISSUE OPENS ON

JULY 06, 2018

ISSUE CLOSES ON

JULY 10, 2018

TABLE OF CONTENTS

SECTION I – GENERAL	1
DEFINITIONS AND ABBREVIATIONS	1
CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA	8
FORWARD-LOOKING STATEMENTS	9
SECTION II – RISK FACTORS	10
SECTION III- INTRODUCTION	28
SUMMARY OF OUR INDUSTRY	28
SUMMARY OF OUR BUSINESS	31
SUMMARY OF FINANCIAL INFORMATION	36
THE ISSUE	44
GENERAL INFORMATION	46
CAPITAL STRUCTURE	54
SECTION IV – PARTICULARS OF THE ISSUE	63
OBJECTS OF THE ISSUE	63
BASIC TERMS OF THE ISSUE	68
BASIS FOR ISSUE PRICE	70
STATEMENT OF TAX BENEFITS	73
SECTION V – ABOUT THE ISSUER COMPANY	75
INDUSTRY OVERVIEW	75
OUR BUSINESS	82
KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA	99
HISTORY AND OTHER CORPORATE MATTERS	110
OUR MANAGEMENT	119
OUR PROMOTERS AND PROMOTER GROUP	132
OUR GROUP COMPANIES	136
CURRENCY, UNITS OF PRESENTATION AND EXCHANGE RATES	137
DIVIDEND POLICY	138
SECTION VI – FINANCIAL INFORMATION	139
FINANCIAL STATEMENTS	139
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	188
FINANCIAL INDEBTEDNESS	201
SECTION VII – LEGAL AND OTHER INFORMATION	203
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	203
GOVERNMENT AND OTHER KEY APPROVALS	209
SECTION VIII – OTHER REGULATORY AND STATUTORY DISCLOSURES	213
SECTION IX – ISSUE RELATED INFORMATION	225
TERMS OF THE ISSUE	225
ISSUE STRUCTURE	230
ISSUE PROCEDURE	232
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	277
SECTION X – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION	278
SECTION XI – OTHER INFORMATION	294
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	294
DECLARATION	296



SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
Ambani Organics Ltd./ AOL / The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Ambani Organics Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its Registered Office in the Mumbai, Maharashtra.
Promoter(s)	The Promoters of our Company: • Mr. Rakesh Shah • Mrs. Apooni Shah
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page no. 132 of this Prospectus.

Company related Terms

Term	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Ambani Organics Limited.
Auditor of the Company	M/s. Shambhu Gupta & Co., Chartered Accountants, having their office at 512-513, Manish Chamber, Opp. Hotel Karan Palace, Sonawala Road, Goregaon (E), Mumbai – 400 063.
Audit Committee	The committee of the Board of Directors constituted on April 02, 2018 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013.
Board of Directors / Board	The Board of Directors of Ambani Organics Limited, including all duly constituted Committees thereof.
Company Secretary and Compliance Officer	Ms. Honey Magia
Corporate Office	801, 8 th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri East, Mumbai – 400 069
Director(s)	Director(s) of Ambani Organics Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company.
Group Companies	• Omega Woven Mills Private Limited • Om Maruti Glasswool And Wirenetting Products Private Limited For details please refer to the Section titled “Our Group Companies” page no. 136 of this Prospectus.
Key Management Personnel/KMP	Individuals described as KMPs in the chapter titled “Our Management” on page no. 119 of this Prospectus.
MOA / Memorandum of Association	Memorandum of Association of Ambani Organics Limited.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on April 02, 2018 as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013.
Registered Office	The Registered Office of our Company which is located at: N-44, MIDC Tarapur, Boisar Thane, Maharashtra- 401506.
Registrar of Companies / RoC	Registrar of Companies, Maharashtra situated at Everest, 100, Marine Drive, Mumbai – 400 002.
Restated Financial Statements	The restated Standalone Financial Statements of our Company for the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, which comprises the restated standalone balance sheet, the restated standalone statement of profit and loss and the restated standalone cash flow statement, together with



Term	Description
	the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations and Restated Consolidated Financial Statements of our Company for the Financial Years ended March 31, 2018 and 2017, which comprises the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations
Selling Shareholder / Promoter Selling Shareholder	Mr. Rakesh Shah
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on April 02, 2018 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the EMERGE Platform of NSE.
Subsidiaries	• Omega Woven Mills Private Limited • Om Maruti Glasswool And Wirenetting Products Private Limited For details regarding the subsidiaries refer the Chapter title "History and Other Corporate Matters" beginning on page no. 110 of this Prospectus.

Issue Related Terms

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 58 of SEBI ICDR Regulations and appended to the Application Form.
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful Bidders, including transfer of the Equity Shares pursuant to the Issue to the successful applicants.
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.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been Allotted.
Applicant / ASBA Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus and the Application Form.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Application / Application	An indication to make an issue during the Bid/Issue Period by an Applicant pursuant to submission of the Application Form, to subscribe to the Equity Shares at a price as mentioned in the Prospectus, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Prospectus and Application Form.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled "General Information" on page no. 46 of this Prospectus.
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being Axis Bank.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled "Issue Procedure" beginning on page no. 232 of this Prospectus.
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Collecting Depository	A depository participant as defined under the Depositories Act, 1996, registered with SEBI



Term	Description
Participant(s) or CDP(s)	and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Market Maker	Aryaman Capital Markets Limited (formerly known as Aryaman Broking Limited) will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
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 http://www.sebi.gov.in/pmd/scsb.pdf
Designated Stock Exchange	EMERGE Platform of NSE of India Limited
Draft Prospectus	The Draft Prospectus dated May 14, 2018 issued in accordance with the SEBI ICDR Regulations
Eligible NRIs	An NRI from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Draft Prospectus will constitute an invitation to purchase the Equity Shares.
EMERGE Platform of NSE	The EMERGE Platform of NSE for listing of equity shares issued under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Escrow Agreement	Agreement entered into amongst the Company, the Lead Manager, the Selling Shareholder, the Registrar and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Fresh Issue	The fresh issue of 12,68,000 Equity Shares by our Company of ₹ 10 each at a price of ₹ 66.00 per Equity Share, aggregating to ₹ 836.88 lakhs to be issued by our Company for subscription pursuant to the terms of this Prospectus.
Fresh Issue Proceeds	Gross proceeds to be raised through the Fresh Issue. For further details, please refer the chapter “Objects of the Issue” on page no. 63 of this Prospectus
Issue/ Issue Size / Public Issue / IPO	This Initial Public Issue of 13,68,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per equity share, aggregating to ₹ 902.88 lakhs by the Company and the Selling Shareholder.
Issue Closing date	The date on which the Issue closes for subscription being July 10, 2018
Issue Opening date	The date on which the Issue opens for subscription being July 06, 2018
Issue Price	The price at which the Equity Shares are being issued by our Company and the Selling



Term	Description
	Shareholder in consultation with the Lead Manager, under this Prospectus being ₹ 66.00.
LM / Lead Manager	Lead Manager to the Issue, in this case being Aryaman Financial Services Limited.
Listing Agreement / Equity Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the EMERGE Platform of NSE.
Market Maker Reservation Portion	The reserved portion of 72,000 Equity Shares of ₹ 10 each at ₹ 66.00 per Equity Share aggregating to ₹ 47.52 lakhs for the Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated April 20, 2018.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
NSE	National Stock Exchange of India Limited
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Net Issue	The Net Issue of 12,96,000 Equity Shares of ₹ 10 each at ₹ 66.00 per Equity Share aggregating to ₹ 855.36 lakhs by the Company and the Selling Shareholder.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	This Prospectus dated June 25, 2018, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the ASBA accounts on the Designated Date.
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	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Universal Capital Securities Private Limited
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 ₹ 2,00,000
Self Certified Syndicate Bank(s) / SCSBs	A Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/pmd/scsb.pdf
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, being Universal Capital Securities Pvt. Limited
Share Escrow Agreement	Agreement dated June 06, 2018 entered into between the Selling Shareholder, our Company, the Escrow Agent and the Lead Manager in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.



Term	Description
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	Aryaman Financial Services Limited and Aryaman Capital Markets Limited.
Underwriting Agreement	The Agreement among the Underwriters, the Selling Shareholder and our Company dated April 20, 2018.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

Technical / Industry related Terms

Term	Description
APAC	Asia pacific
APIs	Active Pharmaceutical Ingredients
ASSOCHAM	Associated Chambers of Commerce of India
CPI	Consumer Price Index
CSO	Central Statistics Organization
D.G. Sets	Diesel Generator Set
EME	emerging market economies
EMEA	Europe, The Middle East and Africa
GDP	Gross Domestic Product
GOTS	Global Organic Textiles Standards
GST	Goods and Services Tax
HDP Drums	High-Density Polyethylene Drums
IBC	Insolvency and Bankruptcy Code
IMF	International Monetary Fund
ISO	International Organization for Standardization
MIDC	Maharashtra Industrial Development Corporation
MPR	Monetary Policy Report
MS Drums	Mild Steel Drums
MT	Metric Tonnes
NAFTA	North American Free Trade Agreement
NASSCOM	National Association of Software and Services Companies
pH levels	power of Hydrogen levels
R&D	Research and Development
REACH	Registration, Evaluation, Authorisation and Restriction of Chemicals

Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer



Term	Description
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
DIN	Director Identification Number
DP	Depository Participants defined under the Depositories Act
DP ID	Depository Participant's identification
ECS	Electronic Clearing System
EOGM	Extraordinary General Meeting
EMDEs	Emerging Market and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNI	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Ind. AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants Of India
ICSI	Institute of Company Secretaries Of India
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KM / Km / km	Kilo Meter
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MICR	Magnetic ink character recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NoC	No Objection Certificate
NRE Account	Non Resident External Account



Term	Description
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management(Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs./ ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.



CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our restated standalone financial statements for the Fiscal Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and our restated consolidated financial statements for the Fiscal Years ended March 31, 2018 and March 31, 2017, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and included in this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any 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, U.S. GAAP and IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 10, 82 and 188 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

Definitions

For definitions, for details please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus in the Section titled “*Main Provisions of the Articles of Association*” beginning on page no. 278 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.



FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and 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.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe 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.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Chemical Industry in India and overseas in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- ✓ General economic and business conditions in the markets in which we operate and in the local, regional and national economies
- ✓ Increasing competition in or other factors affecting the industry segments in which our Company operates
- ✓ Changes in laws and regulations relating to the industries in which we operate;
- ✓ Recession in the chemical industry;
- ✓ Volatility of interest rates and inflation
- ✓ Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans;
- ✓ Our ability to meet our capital expenditure requirements and/or increase in capital expenditure;
- ✓ Our inability to retain the services of our senior management, key managerial personnel and capable employees;
- ✓ Changes in political and social conditions in India the monetary policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- ✓ Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner.

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*” and the chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 10, 82, and 188 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, the Selling Shareholder, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company, the Selling Shareholder and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.



SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations on page nos. 82 and 139 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material individually but may be found material collectively.
4. Some events may not be material at present but may be having material impact in future.

INTERNAL RISK FACTORS

1. ***Our Company is a party to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company is a party to 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 involving our Company as on the date of this Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on April 09, 2018.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable
1.	Litigations filed by the Company		
(a)	Criminal	3	₹ 7,86,055/-

The amount mentioned above may be subject to additional interest rates and/or penalties being levied by the concerned authorities for delay in making payment or otherwise. Amount of interest and/ or penalty that may be levied is unascertainable as on the date of this Prospectus.

There can be no assurance that these litigations will be decided in our favour and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Our Subsidiaries, our



Promoters and Directors, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 203 of this Prospectus.

2. *Majority of our revenues are dependent on few customers and the loss of, or a significant reduction in purchases by such customers could adversely affect our financial performance.*

We derive our entire operational revenues from sale of speciality chemicals in the domestic as well as overseas market. We depend on a limited number of customers for a significant portion of our revenues. Revenue from our top 10 customers constituted 54.57% and 61.42% of our net sales (on a standalone basis) for fiscal 2018 and fiscal 2017 respectively. Our sales are on order basis and we do not have any contractual sales demand for our products is related to customer’s requirements which are further related to factors such as demand of products where speciality chemicals are applied in the manufacturing process and also the quality of products supplied by us. Further, we face competition from overseas manufacturers in the international market. However, we believe that we have good relationship with our customers, any loss of customer base, out of our existing customers, will impact our overall sales, resulting in a decline in our revenues. Also, any reduction in orders from our existing clients may result in a decline in our revenues. While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

3. *Our dependence on few suppliers puts us at risk of interruptions in the availability of raw materials, which could adversely affect our business, financial condition and results of operations. Further, we have not entered into any long-term agreements with our suppliers for raw materials and accordingly may not be able to enjoy credit and other facilities provided by our existing suppliers.*

We procure the various raw materials required for the manufacturing of speciality chemicals from various companies in the domestic and international market. We chose to deal with suppliers on the basis of quality assurance, cost effectiveness availability and our relationships. Though we prefer to deal with a fixed set of suppliers with whom we have cordial relationships, there are no fixed suppliers for our raw material purchases and we have not entered into any fixed supply agreement or MoU or any other arrangement with any of our suppliers. Our top 10 suppliers contribute to 59.37% and 68.04% of our purchases (on a standalone basis) for the fiscal 2018 and fiscal 2017. We typically transact on an invoice basis for each order. These suppliers have accorded their trust and service based on our long operating history in the industry, our credit worthiness, and our goodwill. We have very frequent transactions, long history and goodwill with some of our suppliers; and owing to this, some of those suppliers give us credit facilities or retainers or deposits etc. which may extend to three months as well as more than one year. However, in the absence of written agreements, our suppliers are not bound to supply goods to us and can withdraw their commitments from us at any time. There can be no assurance that there will not be a significant disruption in the supply of raw materials from current sources, or, in the event of a disruption, that we would be able to locate alternative suppliers of the raw materials of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices.

In case any of our suppliers discontinue their relationship with us, we may have to procure the raw materials from other locations leading to additional costs on transportation. Also, we cannot assure that our raw material supply will not face disruption due to increased lead time for supply of raw materials leading to either disruption in our manufacturing activity or a complete stopping of the same. If we are unable to maintain our relationship with our current raw material suppliers it may prove difficult to obtain the same from other players.

4. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.*

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Our Company has made the following applications to obtain certain approvals/certifications which are currently pending receipt:



- i. Application dated February 12, 2018 to obtain a Fire NOC issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 for the Company's units located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506; and
- ii. Application to obtain renewal of License to work a Factory issued under Factories Act, 1948 bearing License No. – 10225 for its premises located at N-44 and N-55, Navapur Road, MIDC, Tarapur, Boisar, Palghar, Maharashtra – 401506.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

Further, as on date of this Prospectus, our Company has not obtained the Fire NOC issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 for the Company's unit located at N-55 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506.

Our Company may be liable to penalty or fine as provided under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 .

If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at page nos. 99 and 209 respectively of this Prospectus.

5. *Our Company has in the past experienced a major fire at our Manufacturing Facility cum Registered Office which resulted in major losses for our Company. Hence our past performance may not be comparable with our future performance.*

On February 25, 2015, a major fire broke out at the company's factory situated N-44, MIDC, Tarapur, Boisar, Maharashtra resulting in total loss of Plant, Machinery, Stock, Furniture & Fixtures, Corporate Records and Building. In the Month of March 2015 our Company took a property on rent and resumed operations (ad-interim). A Surveyor was appointed to assess the losses incurred and subsequently the insurance claim was settled by the insurance company in the month of October 2015. In the month of November 2015, we resumed our operations at N-44 (our Registered Office / manufacturing facility).

Although the insurance policy covered plant and machinery and loss of stock, neither did not cover loss of business due to stoppage of operations nor reduced scale of operations. Hence the losses reported by the Company during the fiscal years 2015 and 2016 cannot be used as a comparison for our future operations or results.

Although we have taken sufficient precautions, insurances and measures to ensure that such an event does not occur in the future we cannot guarantee that such an event will not happen in the future and that we would not be affected in a similar manner as earlier.

6. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations*

As of March 31, 2018, we have outstanding debt of ₹ 1,604.79 lakhs (on a standalone basis). Such substantial level of indebtedness has important consequences to us, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- Affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.



If any of these risks were to materialise, our business and results of operations may be adversely affected.

7. *Trade receivables form a substantial part of our current assets and net worth. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.*

We are in the business of manufacturing speciality chemicals being supplied to various industries such as paper industry, paint industry, textile industry, carpet industry, adhesive industry. Our Company's business is working capital intensive and hence trade receivables would form a major part of our current assets and net worth. The results of operations of our business are and will be dependent on our ability to effectively manage our trade receivables.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and dealers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

8. *Our operations may be subjected to various hazards and could expose us to the risk of liabilities, loss of revenues and increased expenses.*

Our operations may be subject to various hazards associated with the manufacturing industry such as the use, handling, processing, storage and transportation of hazardous materials, as well as accidents such as leakage or spillages of hazardous materials. The storage of these hazardous materials near our manufacturing units and the handling of these materials in the manufacturing process may pose inherent risks. Any mishandling of hazardous substances could expose our work force to injuries or death. In addition, our workmen operate machinery at our manufacturing facilities and accidents may occur during operations. These hazards may cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities.

While we maintain general insurance against these liabilities, insurance proceeds may not be adequate to fully cover the substantial liabilities, lost revenues or increased expenses that we might incur. Any failure to effectively cover ourselves against any of the foregoing risks could expose us to substantial costs and potentially lead to losses. Additionally, the occurrence of any of these risks may also divert management's attention and resources and adversely affect public perception about our operations and the perception of our suppliers, customers and employees, leading to an adverse effect on our business, results of operations and financial condition.

9. *The deployment of the Net Proceeds from the Fresh Issue are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Fresh Issue.*

Our Company intends to primarily use the Net Proceeds from the Fresh Issue towards long term working capital as described in "Objects of the Issue" on page no. 63 of this Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Fresh Issue size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Fresh Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Fresh Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section "Risk Factors", may limit or delay our Company's efforts to use the Net Proceeds from the Fresh Issue to achieve profitable growth in its business.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue, at a price and manner as specified in Chapter VI-A of the SEBI ICDR Regulations pursuant to the SEBI ICDR (Second Amendment) Regulations, 2016 dated February 17, 2016. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of



the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoters or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

10. *Raw material costs for our products constitutes substantial amount of our total expenses, hence exposing us to risks associated with volatility or fluctuations in prices of raw materials.*

The cost of raw materials consumed constitutes a large portion of our total expenses. The increase in the price of the key raw materials (Our key raw materials include Butyl, Styrene Acrylic, Acrylamide, Dowfax, Potassium Persulfate) or commodities could result in increased manufacturing costs. The cost of raw material consumed as per the restated standalone financial statements for FY 17-18 and FY 16-17 was 90.96% and 85.40% of the total expenses. Historically, we have passed the increased raw material costs to our customers in the form of price increases in our products; however, our inability to pass on the increased costs of raw materials to our customers will adversely affect our margins.

11. *Some of our properties used by the Company for the purposes of its operations are not owned by us. Any termination of the relevant lease or leave and license agreements in connection with such properties or our failure to renew the same could adversely affect our operations.*

Our Manufacturing Facility N-44, Our Manufacturing cum Storage Facility N-43, Our Research and Development Facility at N-55 all located at MIDC Tarapur are not owned by us. We have taken N-44 on a 95 Years lease form MIDC. We have entered into agreement for use of facility with our Subsidiary Om Maruti Glasswool and Wirenetting Products Private Limited and we have entered into a leave and licence agreement with Omega Woven Mills Private Limited for our Research and Development Facility, both are renewable on an annual basis. Any termination of the lease and/or leave and license agreements in connection with such properties which are not owned by us or our failure to renew the same, and upon favourable conditions, in a timely manner or at all could adversely affect our operations. For details regarding properties taken on lease and leave and license refer the Section titled "Our Business" beginning on page no. 82 of this Prospectus.

12. *Our success depends on the smooth supply and transportation of raw materials from our suppliers to our manufacturing units and of our products from our manufacturing units to our customers, which is subject to various uncertainties and risks.*

We procure our raw materials from domestic as well as international suppliers. Any disruption of our suppliers' operations or inadequate or interrupted transportation of raw materials to our facilities could adversely affect our business, results of operations and financial condition. We depend principally on trucking/seaborne/airborne transportation for the delivery of raw materials to our manufacturing units and the delivery of our products from our manufacturing units to our customers and dealers. Our ability to deliver our products and to receive raw materials depends on the stable and reliable transportation infrastructure. Disruption of transportation services could affect our operations. We rely on third parties to provide such services. Any disproportionate damages on any transporter may not be enforceable in the courts and in such case we may suffer from these losses. In addition, these transportation providers may not be adequate to support our existing and future operations. Further, disruptions of transportation services because of weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and port facilities, geopolitical events, or other events could impair our ability to complete our manufacturing activities in time or supply our products to our customers. We don't maintain insurance for international and domestic transportation. In the event of any of the foregoing, we may be required to buy raw materials in the spot market at unfavourable prices, which could materially and adversely affect our business and results of operations and financial condition.

13. *Our Company had reported certain Negative Cash flow in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.*

Our Company has experienced certain negative cash flows (on standalone basis) from operating activities, investing activities as well as financing activities in the previous years, as per the Restated Standalone Financial Statements and the same are summarized as under:



(₹ in Lakhs)

Particulars	As on March 31,				
	2018	2017	2016	2015	2014
Cash Flow from Operating Activities	90.97	401.47	(157.91)	43.17	215.76
Cash Flow from Investing Activities	(133.45)	(198.20)	(623.44)	179.29	(58.55)
Cash Flow from Financing Activities	43.54	(242.28)	869.68	(217.09)	(157.41)

Our Company has experienced certain negative cash flows (on consolidated basis) from investing activities and financing activities in the previous years, as per the Restated Consolidated Financial Statements and the same are summarized as under:

(₹ in Lakhs)

Particulars	As on March 31,	
	2018	2017
Cash Flow from Operating Activities	46.70	399.89
Cash Flow from Investing Activities	(189.90)	(199.45)
Cash Flow from Financing Activities	146.01	(238.66)

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

- 14. Our Company has availed ₹ 153.30 lakhs (on a standalone basis) as unsecured loan 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, as per the standalone restated financial statement, has availed total sum of ₹ 153.30 Lakhs (on a standalone basis) as unsecured loan as on March 31, 2018, which may be recalled / repayable at any time.

Further some of our Promoters, Our Subsidiary Companies would also have obtained unsecured loans which would be repayable on demand. Any urgent repayment required on such borrowings might affect our cash flows and may disrupt our operations and also may force us to opt for funding at higher interest rates, 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 the chapter “Financial Indebtedness” on page no. 201 of this Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

- 15. We have, in the past, entered into related party transactions and may continue to do so in the future. We cannot assure you that such transactions, individually or in the aggregate, may always be in the best interests of our shareholders.**

We have entered into various transactions with related parties. For further details, please refer to our Restated Financial Statements at “Financial Information” on page no. 139 of this Prospectus. While we believe that we have obtained requisite approvals under applicable laws, wherever required, for all such transactions and have carried them out on an arms-length basis and on commercially reasonable terms, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. For more details on our related party transactions, see our Restated Financial Statements. We cannot assure you that such transactions, individually or in the aggregate, may always be in the best interests of our shareholders.

- 16. Some of the forms filed by us with the Registrar of Companies in the past are not traceable.**



Our Company has obtained a Physical Search / Status Report dated March 22, 2018, from M/s. Mayank Arora & Co., Practicing Company Secretaries for inspection of the Company's documents available with the Registrar of Companies, Mumbai.

We have been unable to locate certain corporate records of our Company for period prior to March 2005 including:

- Return of Allotment (Form 2) prior to September, 2004.
- Increase in Authorized Capital prior to September, 2004.
- Appointment and cessation of Directors.
- Certain Annual Returns and Balance Sheet of and prior to 2004-05.

While we believe that these forms and records were duly filed on a timely basis, we may not be able to obtain copies of this document and hence we have placed reliance on other documents, including board and shareholders resolutions for disclosure in this Prospectus. We may hence be liable for payment of penalty fees and additional expenses arising from our inability to furnish correct particulars, in respect of the RoC filings, and for misrepresentation of facts which may occur due to non-availability of documents. We cannot assure you that lack of secretarial records would not affect us in the future fund raising or due diligence of external agencies of if any.

17. The capacity of the manufacturing section of our facility is not fully utilized, consecutively, if there is also any under-utilization of our proposed capacities, this in turn could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.

Being a speciality chemicals manufacturing company, it has been our strategy to develop sales of higher margin items as against bulk low margin business and hence the capacities at our various manufacturing facility have not been fully utilized, the details of which are as follows:

Particulars	For the Financial Year		
	2015-16	2016-17	2017-18
Installed Capacity (MT)	700	2000	2000
Utilised Capacity (MT)	450	800	950
Utilised Capacity (%)	64%	40%	47.50%

18. Our insurance coverage may not adequately protect us against possible risk of loss.

While we believe that we maintain insurance coverage in amounts consistent with industry norms, our insurance policies may not cover all risks and are subject to exclusions and deductibles. If any or all of our manufacturing facilities are damaged in whole or in part and our operations are interrupted for a sustained period due to fire and similar perils, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the damaged facilities. If we were held liable for large uninsured losses or amounts and claims for insured losses significantly exceeding the limits of our insurance coverage, our business, results of operations and financial condition may be materially and adversely affected. See the section titled "Business – Insurance" on page no. 97 of this Prospectus.

19. Our Company had posted losses in the past and we cannot assure that such event will not happen again.

Our Company has in the past incurred losses in fiscal 2016 and 2015 as per the restated standalone financial statements. The losses incurred in the past are due to break down of major fire at the factory premises at N-44, Tarapur Boisar in Thane. Although we have made profits (as per standalone financial statements) for the Fiscal years 2018, 2017, and 2014 there can be no assurance that such situation will not take place in the future.

The details of profit / (loss) (on a restated standalone financial statement basis) incurred in the past are as mentioned below:

Particulars	For the Financial years ended				
	2018	2017	2016	2015	2014
PAT	182.30	83.17	(38.89)	(243.99)	32.35

(₹ in lakhs)

Further, in future if there is an occurrence of fire at the Factory premises, such event may have an adverse effect on our business, financial condition, results of operations and prospects.



20. Our Subsidiary Companies have incurred losses in the past and any operating losses in the future could adversely affect the results of consolidated financial statements of our Company.

Our Subsidiaries do not have any substantial business operations however are holding properties on a 95 Years lease obtained from MIDC. Any operating losses by our Subsidiaries could adversely affect the consolidated financials of our Company.

The details of profit and loss of our Subsidiary Companies in the past years are as follows:

(₹ in lakhs)

Company	For the year ended March 31,		
	2018	2017	2016
Omega Woven Mills Private Limited	(6.51)	(3.21)	(0.18)
Om Maruti Glasswool And Wirenetting Products Private Limited	15.55	(21.65)	(22.39)

For more information, regarding the Companies, please refer chapter titled “History and Other Corporate Matters” beginning on page no. 110 of this Prospectus.

21. We are a manufacturing company, and any shutdown of operations at any of our manufacturing units may have an adverse effect on our operations and financial condition.

Our manufacturing facilities, Research & Development and Storage units are subject to operating risks, such as (i) the risk of substantial disruption or shutdown due to breakdowns or failure of equipment, natural disasters, storms, fires, explosions, earthquakes, floods and other catastrophic events, actual, potential or suspected epidemic outbreaks, terrorist attacks and wars, labor disputes, strikes, lock-outs, loss of services of our external contractors, and industrial accidents, (ii) performance below expected levels of output or efficiency, and (iii) obsolescence. Furthermore, because both of our manufacturing units, R&D unit and Storage unit are located in the same vicinity in Maharashtra, the risk of disruption or shutdown of the due to a single significant event, natural calamity or other catastrophic event is more pronounced. Moreover, catastrophic events could also destroy any inventory located at our facilities. The occurrence of any such event could result in a temporary or long-term closure of any of our manufacturing facilities, severely disrupt our business operations and materially and adversely affect our financial condition.

22. Our customers may encourage competition to reduce their costs and even reduce sourcing from us to limit their dependence on us, which would have a material adverse effect on us.

The speciality chemicals industry is highly competitive, which has led to lowering profit margins for many market players in the chemicals industry. Our customers may encourage price competition among us and our competitors to reduce their costs or even restrict sourcing from us to limit their dependence on us. Our inability to adequately adjust our customer pricing in response to customer demand or market trend in a timely manner, or at all, could have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

23. We may face labour disruptions that could interfere with our operations.

We are exposed to the risk of strikes and other industrial actions. Although we believe that we have good relations with our employees presently, there can be no assurance that our employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future. Any labor disruptions may adversely affect our operations by delaying or slowing down our manufacturing, increasing our manufacturing cost or even halting a portion of our manufacturing. This may also cause failure in delivering sales commitments, hurt our relationships with customers and disrupt our supply chain, further affecting our revenue and margins. If there is any prolonged disruption or shutdown of operations at our manufacturing facilities, we may not be able to replace the equipment or inventories, or use different facilities to continue our operations in a timely and cost effective manner or at all. We may not be able to recover from damages or interruptions caused to our manufacturing facilities in a timely manner or at all. The occurrence of any such event could result in the temporary or long-term closure of any of our manufacturing facilities, severely disrupt our business operations and materially and adversely affect our business, results of operations, financial condition and cash flows.

24. Any non-availability of skilled, semi-skilled and un-skilled manpower could result in disruptions to our manufacturing operations.



Our manufacturing operations are dependent on access to a large pool of skilled, semi-skilled and un-skilled manpower. Our dependence on such skilled, semi-skilled and un-skilled manpower may result in significant risks for our operations, relating to the availability of such skilled, semi-skilled and un-skilled manpower. There can be no assurance that we will have adequate access to skilled, semi-skilled and un-skilled manpower at reasonable rates or at all. As a result, we may be required to incur additional costs to ensure smooth running of our operations. We also depend on third party contractors for providing manpower for various services associated with our business. We cannot assure you that manpower, whether hired through contractors or directly, will continue to be available at reasonable wages in the areas where our manufacturing facilities are located.

25. *Our success depends largely on the continued efforts of our senior management and our ability to attract and retain skilled personnel.*

Our future success depends on the continued services and performance of our directors, key managerial personnel and other employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of key persons in the organization could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. The success of our business will also depend on our ability to identify, attract, hire, train, retain and motivate skilled personnel. Demand for qualified professional personnel is high and the availability of these personnel is relatively limited. If we fail to hire and retain sufficient number of qualified personnel for functions such as manufacturing, finance, marketing, sales, operations and R&D, our business operations and financial condition could be adversely affected.

26. *If our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our profitability and financial position could be negatively impacted.*

If the estimates or assumptions used in developing our strategic plan vary significantly from actual conditions, our sales, margins and profitability could be impacted. For instance, sales of our products may not grow as quickly as we currently expect, and we may be incorrect in our assumptions and expectations of consumer preferences during our R&D of new products. Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

27. *If we are not able to compete successfully against existing and new competitors, we may lose customers and market share.*

The product segment in which we operate is highly competitive in India, as a number of large manufacturers compete for customer acceptance. Competition is based upon brand perceptions, product performance and innovation, customer service and price. Because of the highly competitive environment in which we operate, our customers frequently seek to obtain price concessions or better trade terms resulting in reduction of our margins.

Our ability to compete effectively may be affected by a number of factors, including:

- Our competitors may have substantially better financial and marketing strength, research and development capabilities and other resources and higher market share in certain segments than we do, which could provide them with greater scale and negotiating power with customers; and
- Our competitors may have lower manufacturing, sales and distribution costs, and higher profit margins, which may enable them to offer better prices and other promotional incentives; any failure by us to compete effectively, including in terms of pricing and/or providing quality products, could have a material adverse effect on our business, results of operations and financial condition.

28. *If we are unable to manage our growth effectively, our business and prospects may be materially and adversely affected.*

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to maintain customer satisfaction,



macroeconomic factors beyond our control such as decline in global economic conditions, availability of cheaper imported products, competition within India's speciality chemicals industry from players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations. Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures and may subject us to new or increased risks. We may not be able to efficiently or effectively implement our growth strategies or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business.

29. *Loss of tax benefits or changes in tax policies, laws and regulations may adversely affect our business, results of operations and financial condition.*

Any changes in the tax benefits or change in tax policies, laws or regulations applicable to us may adversely affect our business, results of operations and financial condition. The Governmental and regulatory bodies in India with tax oversight may add or change existing tax laws, regulations and interpretations thereof or result in additional or new tax burdens. Any such additions or changes may have a material adverse effect on our business, results of operations and financial condition. For details of other tax benefits available to our Company, see "Statement of Tax Benefits" on page no. 73 of this Prospectus.

30. *We may be subject to claims of infringement of third-party intellectual property rights, which could adversely affect our business.*

While we take care to ensure that we comply with the intellectual property rights of third parties and that there are no pending claims against us for infringement of third party intellectual property rights, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, change the brands under which we distribute our products, obtain licenses or cease some portions of our operations. The occurrence of any of the foregoing could result in unexpected expenses. In addition, if we alter our technologies, change the brands under which we distribute our products or cease manufacturing of affected items, our revenue could be adversely affected.

31. *Increased employee costs could negatively affect our ability to operate efficiently and adversely affect our results of operations.*

The labour cost in India has been increasing over the past years due to increasing competition for quality employees among manufacturing companies as well as growth in inflation and general wage increases. Many aspects of our strategies and business growth may require us to hire employees. For Standalone Financial Year 2018, Financial Year 2017 and Financial Year 2016, our employees benefit expenses on a standalone financial statement basis amounted to ₹ 239.93 lakhs, ₹ 205.62 lakhs and ₹ 153.24 lakhs, respectively. We cannot assure that these or future agreements may not significantly result in increased employee costs.

32. *Intellectual property rights are important to our business and we may be unable to protect them from being infringed by others which may adversely affect our business value, financial condition and results of operations.*

As on the date of this Prospectus, we have not yet obtained registration for our logo  and hence we do not enjoy the statutory protection accorded to a registered trademark.

Additionally, we have not made any application for the registration of our logo. We may remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our logo which may adversely affect our reputation and business and could require us to incur additional costs. Although, we believe that that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, 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. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take



appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. For further details pertaining to our intellectual property, please refer to the chapter titled “Our Business” beginning on page no. 82 of this Prospectus.

33. *The implementation of our strategies and other aspects of our business will require significant fund infusion; if we do not have access to sufficient funds, it could adversely affect our business prospects.*

The implementation of many aspects of our strategies will require significant funding. In addition, many aspects of our general business operations have on-going funding requirements that may increase over time. As on March 31, 2018, our total standalone short term borrowings were ₹ 1,246.97 Lakhs and our current maturities to long term debt were ₹ 70.34 Lakhs. Our indebtedness is secured by charges over immovable and movable properties and other collaterals and receivables. Over the longer term, we expect that the implementation of our strategy and business plans will require us to rely in part on external financing sources.

However, our ability to continue to obtain external financing on commercially reasonable terms will depend on a number of factors, many of which are outside of our control, including our business, results of operations and financial condition, India’s economic condition, industry and competitive conditions, interest rates, prevailing conditions in the credit markets and Government policies on lending. We avail working capital facilities with various banks; however such facilities may not be sufficient to meet our growth strategy. If we are not able to obtain sufficient external funds on commercially acceptable terms to implement our strategies and business plans as currently contemplated, we could be required to revise our strategies and business plans, which could adversely affect our business prospects.

For more detailed information about our Financial Indebtedness, see “Financial Indebtedness” on page no. 201 of this Prospectus.

34. *We are subject to certain restrictive covenants in our financing arrangements which may limit our operational and financial flexibility.*

Some of our financing agreements and debt arrangements set limits on or require us to obtain consents from lenders before undertaking certain projects, issuing new securities, changing our business, merger, consolidation, selling significant assets or making certain acquisitions or investments. These restrictive covenants may also affect some of the rights of our shareholders and our ability to pay dividends if we are in breach of our obligations under the applicable financing agreement.

Further, certain of our financing arrangements include financial covenants. We cannot assure that these covenants will not hinder our business growth in the future. In the event that we breach any of these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately. Any default under these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company’s financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition. Such restrictive covenants may restrict our flexibility in managing our business or projects and could in turn adversely affect our business and prospects.

We believe that our relationships with our lenders are good, and we have in the past to the extent feasible obtained consents from them to undertake various actions and have informed them of our corporate activities from time to time. Compliance with the various terms of such financing arrangements, however, is subject to interpretation and there can be no assurance that we have requested or received all relevant consents from our lenders as contemplated under our financing arrangements. It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and may also trigger cross default provisions under certain of our other financing agreements, and may materially and adversely affect our ability to conduct our business and operations or implement our business plans.

35. *We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.*



Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoter. We also depend significantly on our Key Managerial Persons for executing our day to day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “*Our Management*” on page no. 119 of this Prospectus.

36. *We have excessive dependence on Union Bank of India for obtaining financial facilities.*

Most of our fund based and non fund based financial assistance has been sanctioned by Union Bank of India. We have been sanctioned the financial assistance on the security of assets and personal guarantee of our Directors. Any default under such arrangement or non renewal or renewal of the sanction on adverse term with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials.

Also we have provided the collateral security of some of our portion of factory premises and our corporate office for the loans taken from Union Bank of India. Any impairment in the right to use the above property may require us to arrange for the additional security or arranging the funds for the pre-payment which may adversely affect the financial position of our Company.

For further details on the Cash Credit Limits and other banking facilities, please see “*Financial Indebtedness*” on page no. 201 of this Prospectus.

37. *We rely on our information technology systems in managing our supply chain, manufacturing process, logistics and other integral parts of our business.*

We rely on centralized, standardized information technology systems and networks to support our business processes, as well as internal and external communications including our data management and application systems. The reliability of our network infrastructure is critical to our business. These information technology systems and networks are potentially vulnerable to damage due to the poor performance or failure of third-party service providers, catastrophic events, power outages, security breaches, network outages, malwares, failed upgrades or other similar events. Any failure in our information technology systems could result in unanticipated business interruptions, including disruption in our supply management, the loss of buyers and damaged reputation. The realization of any risks related to our IT system and network disruptions could have a material adverse effect on our business, financial condition and results of operations.

38. *Delays or defaults in customer payments could result in reduction of our profits.*

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Sometimes we commit resources prior to receiving advances and any delays in customer payments may require us to make a working capital investment and may also delay honouring of our payment obligations to our suppliers and vendors. If a customer defaults or delays in making payments where we have devoted significant resources, cancelled or does not proceed to completion, then it could have an adverse effect on our business, results of operations and financial condition.

39. *Our business may be adversely affected by environmental and safety regulations to which we are subject.*

We may be required to comply with Indian central, state and local laws and regulations governing the protection of the environment and occupational health and safety, including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of waste materials into soil, air or water, and the health and safety of employees. We may also be required to obtain and comply with environmental permits for certain of our operations. In the event that such regulations become more stringent, such as increasing the requirements for obtaining approvals or meeting Government standards, this could result in changes to the infrastructure necessary for manufacturing activities, increasing the costs related to changing manufacturing methods in order to meet Government standards and increasing penalties for non-compliance.

Furthermore, we may incur significant expenditure relating to operating methodologies and standards in order to comply with applicable environmental laws and regulations. If we fail to comply with any existing laws and



regulations, or fail to obtain, maintain or renew any of the required licenses or approvals, the relevant regulatory authorities may impose fines and penalties on us, revoke our business licenses and approvals and/or require us to discontinue our business or impose restrictions on the affected portion of our business.

40. *We have not made any provisions for decline in value of our Investments. We may book losses based on actual value we recover for these investments and the same could adversely affect our results of operations.*

As at March 31, 2018, we have made investments in Unquoted Equity Instruments aggregating to ₹ 130.63 lakhs, as per Standalone Restated Financial Statements. We have not made any provision for the decline in value of these investments and hence as and when these investments are liquidated, we may book losses based on the actual value we can recover for these investments and the same could adversely affect our results of operations.

41. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

42. *Any damages caused by fraud or other misconduct by our employees could adversely affect our business, results of operations and financial condition.*

We may be exposed to operational risk arising from inadequacy or failure of internal processes or systems or from fraud. We may be susceptible to fraud or misconduct by employees or outsiders, unauthorized transactions by employees and operational errors. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and reputational or financial harm, including our brand. Our management information systems and internal control procedures are designed to monitor our operations and overall compliance. However, they may not be able to identify non-compliance and/or suspicious transactions in a timely manner or at all. In addition, certain internal control processes are carried out manually, which may increase the risk of human error, tampering or manipulation which may result in losses that may be difficult to detect. As a result, we may suffer monetary losses which adversely affect our business, results of operations and financial condition.

43. *Our Company will not receive any proceeds from the Offer for Sale.*

This Issue includes an Offer for Sale of Equity Shares by the Selling Shareholder. The entire proceeds from the Offer for Sale will be transferred to the Selling Shareholder and our Company will not receive any of the proceeds pertaining to the Offer for Sale. For further details, see the chapter titled “Objects of the Issue” on page no. 63 of this Prospectus.

44. *We generate income and incur expenses in multiple currencies, exchange rate movements may have an adverse effect on our business, results of operations and financial condition.*

We have foreign currency exposure related to foreign-denominated costs of imported raw materials and equipment and export sales. In Financial Year 2018 on a restated standalone financial statements basis, the imported raw materials accounted for approximately 14.01% of our raw material cost and our export of speciality chemicals accounted for approximately 14.86% of our total revenue from operations. Depreciation in the value of the Rupee increases our total costs of such imports in Rupee terms and, depending on the timing of the currency fluctuation, we may be unable to recover these costs through cost-saving measures elsewhere or by passing on these increased costs to our customers and distributors through higher prices. Similarly, we source certain types of equipment from overseas. We expect that our foreign currency exposure will increase as our business grows. Significant currency



exchange rate fluctuations and currency devaluations could have an adverse effect on our business, results of operations and financial condition.

RISK FACTORS RELATED TO EQUITY SHARES

45. Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the investors' shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

46. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or our Subsidiaries;
- Future sales of the Equity Shares;
- Variations in our quarterly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of transport sector companies generally;
- Performance of our competitors in the Transportation service industry and the perception in the market about investments in the Transportation service sector;
- Significant developments in the regulation of the Transportation industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

47. There are restrictions on daily 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, the Equity Shares at a particular point in time.

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker 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 from time to time, and may change it without our knowledge. This



circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

48. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiary and the dividends they distribute to us. In the past, we have not made dividend payments to the Shareholders of our Company. The Company may decide to retain all future earnings, if any, for use in the operations and expansion of the business. In such situation, the Company may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot state with any certainty whether we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months may be subject to capital gains tax in India if Securities Transaction Tax (STT) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

EXTERNAL RISK FACTORS

50. *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. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management



attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

51. 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 in India” beginning on page no. 99 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 affect on our business, financial condition and results of operations.

52. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from July 1, 2018. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to Issue our products and services at discounted rates. This may affect our business and results of operations.

53. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects 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.

54. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.*

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

55. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.*

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

56. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

57. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.*

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, 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, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.



PROMINENT NOTES

- Investors are free to contact the Lead Manager 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.
- The Net Worth of our Company on a Consolidated basis is ₹ 588.81 lakhs and the book value of each Equity Share was ₹ 15.45 /- as of March 31, 2018 as per our Restated Consolidated Financial Statements. The Net Worth of our Company on a Standalone Financial Statement basis is ₹ 596.64 lakhs and the book value of each Equity Share was ₹ 15.66 /- as of March 31, 2018 as per our Restated Standalone Financial Statements. For more information, please refer the Section titled “*Financial Information*” beginning on page no. 139 of this Prospectus.
- Public Issue of 13,68,000 Equity Shares for cash at price of ₹ 66.00 per share including a premium of ₹ 56.00 aggregating to ₹ 902.88 lakhs. The Issue will constitute 26.94 % of the post-Issue paid-up Equity Share capital of our Company.
- The average cost of acquisition of Equity Shares by our Promoters is.

Promoter	Average cost (₹)
Mr. Rakesh Shah	10.72*
Mrs. Apooni Shah	10.51

* It has been assumed that shares acquired prior to 2004 were acquired at a price of ₹ 10.00 per share as the exact details for the same are not available with the Company due to the fire that occurred at the Registered Office of the Company. For details refer Risk Factor no. 5 in the Section “*Risk Factors*” on page no. 10 of this Prospectus.

- Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page no. 70 of this Prospectus.
- The details of transactions by our Company with our Group Companies or associate during the last year are disclosed under “*Financial Statements - Annexure XXVIII - Related Party Transactions*” beginning on page no. 139 of this Prospectus.
- There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of the Draft Prospectus.
- Our Subsidiary Companies do not have any business or other interest in our Company, except as stated in section titled “*Financial Information - Annexure XXVIII - Related Parties Transactions*” beginning on page no. 139 of this Prospectus.
- Our Company was initially incorporated in the year 1985 as “*Speciality Coatings Private Limited*” under the provisions of the Companies Act 1956, with the Registrar of Companies, Mumbai, Maharashtra, bearing Registration Number 36774. The name of our Company was changed to “*Ambani Organics Private Limited*” vide a special resolution passed on July 08, 1987. A fresh certificate of incorporation subsequent to the name change was issued on December 08, 1987, by the Registrar of Companies, Mumbai.

Subsequently, the status of our Company was changed to public limited company and the name of our Company was changed to “*Ambani Organics Limited*” on December 30, 2017. A fresh Certificate of Incorporation consequent to the change of name was granted to our Company on March 07, 2018, by the Registrar of Companies, Mumbai, Maharashtra, bearing CIN U24220MH1985PLC036774.



SECTION III- INTRODUCTION

SUMMARY OF OUR INDUSTRY

Indian Chemical Industry

The Indian chemical industry is a critical part of the Indian economy. With more than 80,000 products for downstream industries like automotive, textiles, pharmaceuticals, personal care, construction & engineering, food production and processing etc.

Buoyed by favourable megatrends, the Indian Chemical industry has grown at 7.6% over the past 6 years to reach US 155 Bn in FY 2016. Indian chemical market is poised to grow @ 9.3% till 2025 with the Speciality chemicals growing with a CAGR of above 12% till 2025.

India has the potential of becoming no. 4 chemicals consuming country given the huge market. But whether the demand will be met by domestic production has a question mark. That is in the context of the emerging market scenario, with the gap between supplies and demand continuously increasing in recent years and the same being catered by imports. The sector needs global scale infrastructure, logistics, Ease of doing business and feedstock at competitive prices to be made available.

(Source : <http://ficci.in/sector-details.asp?sectorid=7>)

Specialty chemicals business is referred to as a knowledge-based one that caters to different applications that make the business more complex. Manufacturers can create a niche for products having higher and more stable margins. The Indian specialty chemical industry is in a sweet and positive situation. It is characterized by substantially lower penetration against a user base that sees increasing globalization and higher disposable income. Besides these, the industry is also benefiting from macro-economic trends.



(Source: http://www.chemtech-online.com/graphics/chemical_connects_new.png)

The Indian market for specialty chemicals is expected to reach US\$ 50 Billion by the end 2018. Driven by the strong growth outlook for end use industries, the domestic market for specialty chemicals is expected to grow strongly, buoyed also by the increased adoption of specialty chemicals and their increased usage in different products categories. Paints coating and construction chemicals, colorants, Active Pharmaceutical Ingredients (APIs), personal care chemicals and flavors & fragrances are the specific segments that are expected to do well in the Indian market.

Indian specialty chemical companies are also strong in the export market with colorants, dyes and pigments being the key export oriented products. India exports specialty chemicals to Asia-Pacific countries where it scores on competitive scale of production. India also exports to developed countries of Europe and USA. India has talented, low cost manpower in addition to the low cost of production and this is a definite advantage in the export markets. India has also



ensured that it is abreast of global regulations and competitive manufacturing practices. These measures have also enhanced the competitiveness and cost effectiveness of the manufacturers in the local market.

(Source: <https://www.businesswire.com/news/home/20130214005698/en/Research-Markets-India-Specialty-Chemicals-Market-Outlook>)

Key Features Of The Indian Specialty Chemicals Industry

- India is the second largest leader in Specialty chemicals and contributes 2.11 per cent into the GDP.
- Between 2000 and 2015, the Indian chemical industry witnessed foreign direct investment worth 10.49 billion US dollars.
- India constitutes 3% of the global specialty chemicals market and has a growth potential of 6 per cent by 2020 opening up more opportunities for employment and investment.
- Specialty chemicals are a key component of economic development under the Make in India Initiative.

(Source : http://www.chemtech-online.com/events/chemtech_south_2017/specialty_chemicals/index.html)

The Potential For Growth/Opportunities Related To The Specialty Chemicals.

Development of any economy or country is directly linked to the per capita consumption of chemicals. The chemical industry is a key enabler for other industries. As chemicals are consumed in varying proportion by every industry (rightly from electronics to paints, from pharmaceuticals to cosmetics), without chemicals sustainable development of other sectors is not possible.

The growth for specialty chemicals is driven by both domestic consumption and exports. Specialty chemicals have applications across consumer (eg. personal care chemicals), industrial (eg. water chemicals) and infrastructure (eg. Construction chemicals) segments are driven by the overall growth of the Indian economy.

Tightening environmental norms (eg. REACH regulations) in developed countries and the slowdown in China (in certain segments) are contributing to the growth of exports.

Agrochemical growth has a strong linkage to the growth of the rural economy. In certain segments (such as agrochemicals, dyes and pigments, flavours and fragrances), a significant proportion of production in India is exported. Exports are growing rapidly as India is becoming an important manufacturing hub for such chemicals. “Make in India” campaign is also expected to add impetus to the emergence of India as a manufacturing hub for the chemicals industry in the medium term.

(Source : <http://www.worldofchemicals.com/media/focus-on-specialty-chemicals-industry-in-india/143.html>)

Challenges Faced By The Specialty Chemicals Industry In India.

India stands out as far as demography and availability of technical manpower are concerned. Specialty chemicals industry stands to gain rich dividend from this. The critical success factor for the industry is its capability to provide product/application development at a favourable price-performance ratio. The cost centre in this sector is in the areas of product development and marketing activities, hence the focus on improving products and usage intensity of specialty chemicals, to develop new products to give them a competitive edge in the marketplace, with unique features and benefits. One of the main challenges will be to focus on taking the industry to the Green zone – eco-friendly products and processes, address the pollution issues and ensure zero discharge in water and air. This would also mean that industry has to look at developing proper technology that helps in moving towards green zone.

Other three systemic challenges the sector is confronted with are fragmentation and lack of scale, commoditization and regulations. Ability to scale up, offering differentiated products through innovation, implementing an effective sales and marketing strategy, and maintaining high levels of regulatory standards clearly separate winners from the crowd in this space.

(Source : <http://www.worldofchemicals.com/media/focus-on-specialty-chemicals-industry-in-india/143.html>)

KEY TRENDS IN THE MARKET

1. **Regulatory And Environmental Considerations:** Developed markets are tightening their import regulations due to environmental concerns and also to protect domestic manufacturers. The regulation which has maximum impact on Indian exports is the European Union’s REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals), which came into force on 1st June 2007 and addresses the production and use of chemicals and their potential impact on human health and the environment. Significant impact of REACH will be felt with the



implementation of Phase 3, which is scheduled to come into force by 1st June 2018 and would regulate any chemical supplied to EU at quantities of 1 tonne p.a. or more. REACH increases the safety, health and environmental compliance of chemicals manufacturers supplying to EU, and as a result affecting underlying process costs. While most scaled up exporters are already in the process of becoming REACH compliant, mid to small scale Indian companies are likely to find this difficult. This would separate the well prepared companies from the rest of the pack and would be a key source of differentiation.

2. **Shift of Production to Asia:** Many MNCs are focusing on Asia, particularly India and China, as their manufacturing hubs as a result of tighter environmental norms in the west. At the same time, lower cost of production and availability of skilled manpower in Asian countries have further aided this process. This has been particularly evident in relatively standardized products with low differentiation, such as textile chemicals and dyes and pigments, wherein IP protection hasn't been a significant threat. Recently, tightened pollution control norms in China have led to multiple plant shutdowns in the country in chemicals and other manufacturing segments. As a result of this, Indian chemical manufacturers have gained from production shift to India, especially visible in segments such as Dyes and Pigments.

ROAD AHEAD

The chemicals industry is expected more than double and touch USD 300 billion by 2025 from USD 147 billion now, according to Chemexcil.

“The chemical sector is expected to double to USD 300 billion by 2025, clocking an annual growth rate of 15-20 per cent. To achieve this, government is also working on a draft chemical policy that will focus on meeting the rising demand for chemicals and reduce imports,” chemicals export promotion council (Chemexcil) chairman Satish Wagh told PTI here.

The industry is also targeting chemical exports of USD 18 billion by 2020 from USD 12 billion in FY17. In the first half of this fiscal, exports rose almost 27 per cent to USD 7.19 billion.

(Source: <https://www.ibef.org/news/chemical-industry-to-more-than-double-to-us-300b-by-2025>)

The chemical industry is slowly and steadily getting its charm back after a period of lull. The vastly cyclical industry is finally wading its way through tough waters, after being at the wrong end of the global economic crisis. For 2018, the global chemical industry is expected to get off to a buoyant start majorly driven by the U.S. market. Rebounding oil prices, massive capacity expansions of C2/C3 & derivatives, and large ethane exports to the East will be major drivers propelling profitability of the industry.

Favorable manufacturing policies in the U.S. are expected to propel both domestic and export demand for chemicals and derivatives alike, during 2018. In Europe and the U.K., the industry is expected to remain sluggish on the back of high operating costs and unfavorable operating margins. Europe is expected to become a net importer of several chemicals on the back of escalating margin pressures as well as changing demand patterns. Asia is expected to be driven majorly by India and China. However, stricter environmental laws in China will be the major talking point. These laws will translate into higher costs for domestic chemical manufacturers in China. Chemical manufacturing firms will continue to strategically rationalize their product portfolio by spinning off non-core business and businesses that are grappling with weak demand. The industry will continue witnessing strong M&A activities through 2018, as firms will continue looking at strategic partnerships to take advantage of scale and synergies across the portfolio. Also, cost-cutting measures and the need to stay ahead of the curve will continue to be chemical manufacturing firms' major focus areas. Some commodities will continue to remain tight regionally while some will be available in abundance. Titanium dioxide, caustic soda, hydrochloric acid will continue to remain at a premium, whereas the likes of ethylene, propylene and methanol will remain in abundance.

In conclusion, the industry's impetus will continue through 2018 and beyond, backed by sustained strength across key demand segments, an improving world economy and massive shale-linked capital investment. Demand for U.S. shale from the East, driven by India and China, will be the major talking point for 2018 as new crackers in China might be fed by the U.S. shale.

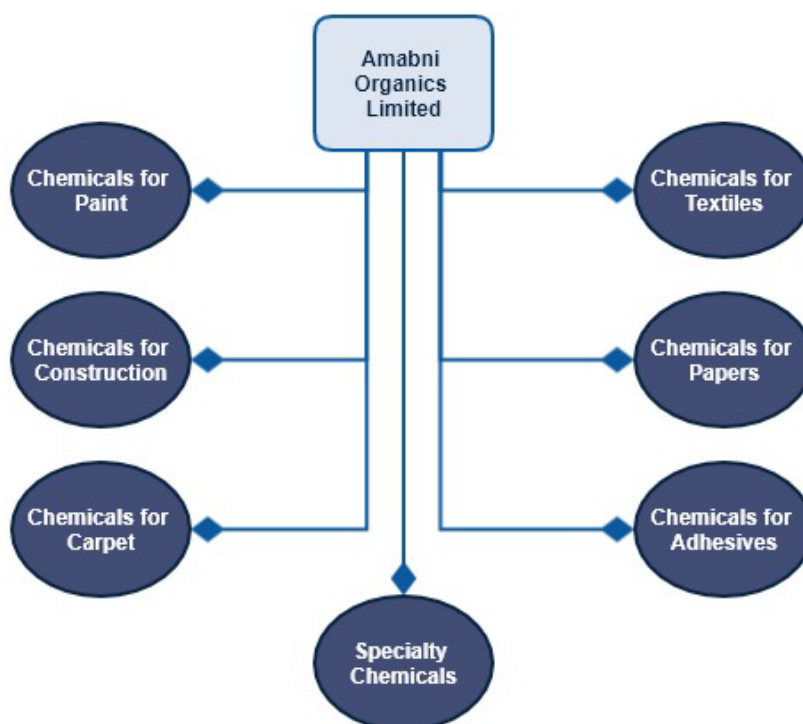
(Source : <https://www.gep.com/mind/blog/chemical-industry-2018-and-beyond>)



SUMMARY OF OUR BUSINESS

Overview

Ambani Organics Limited is a manufacturer, processor, importer, supplier and exporter of water based speciality chemicals used in Paper Industry, Paint Industry, Textile Industry, Carpet Industry, Adhesive Industry, etc. Our Company was incorporated in the year 1985 and is engaged in the business of speciality chemicals for more than 3 (three) decades. We are an “ISO 9001:2015 – Quality Management System” certified company and we have also obtained GOTS (Global Organic Textiles Standards) certification for some of our textile industries chemicals.



Over the years we have developed good standing with our customers from various industries to whom we have supplied speciality chemicals such as Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers. We have dedicated industry based marketing managers who market our products to the specific industry which has been allocated. Our overseas marketing headed by Mr. Rakesh Shah and the domestic marketing is headed by Mr. Sharad Kothari.

Our Company has 2 (two) manufacturing facilities in Maharashtra located adjacent to each other with one at Plot No. N-44, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506 and the second manufacturing facility at Plot No. N-43, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506.

We have a dedicated in-house Research & Development and Quality Assurance/Quality Control Team which undertakes rigorous testing and quality management. Our R&D Centre is located at Plot No. N-55, MIDC Tarapur Boisar, Thane, Maharashtra – 401506. Our dedicated R&D team tests the raw materials procured and the products manufactured. The R&D team is instrumental in maintaining the high quality of our products.

The restated standalone revenue for the past three years were ₹ 3,273.26 lakhs, ₹ 5,235.74 lakhs and ₹ 6529.51 lakhs for the Financial Years 2015-16, 2016-17 and 2017-18 respectively. The restated standalone net profits increased from ₹ (38.89) lakhs to ₹ 83.17 lakhs to ₹ 182.30 lakhs for the periods 2015-16, 2016-17 and 2017-18 respectively.

OUR STRENGTHS

Diversified product portfolio catering to customers from varied industries

Our Company offers a range of over 100 speciality chemicals under the “AOPL” brand, which are used in various industries and for various applications. Some of the industries we cater to are (a) Paper industry, (b) Textile Industry,



(c) Adhesive Industry, (d) Paint and Construction Industry and (d) Carpet Industry. Our products include binders, PVP Emulsions, Acrylic Emulsions, Textile Auxiliaries, Detergent formulation, Acrylic Polymers, Adhesives, Styrene Acrylic, Defoamer, Dispensers, Butyl Acrylate based Terpolymer, Thickeners, Paint Driers etc.

Strong R&D capability with focus on innovation and continuous improvements

Our R&D efforts place significant emphasis on improving our production processes, improving the quality of our present products and creating new speciality chemicals. Our R&D efforts are driven by customer needs, in terms of meeting specific needs that our direct customers communicate to us prior to us manufacturing our products. Our Research & Development centre is located at N-55, MIDC, Tarapur Boisar, Thane, Maharashtra which is adjacent to our manufacturing unit. This is instrumental in the success of our Company, as all the speciality chemicals manufactured and raw materials procured are screened for quality and are sent for dispatch only after they have been cleared by the R&D team.

Experienced Management and well trained Employee Base

Our Promoter, Mr. Rakesh Shah and Mrs. Apooni Shah have been engaged in the speciality chemical manufacturing business for the last 22 years and 16 years, respectively and have a proven background and rich experience in this field. Our Promoters have over the years, expanded our scale of operations manifold. For further details of our Promoter's experience and background, please refer the chapter titled "Our Promoter and Promoter Group" on page no. 132 of this Prospectus.

Further, our Company is managed by a team of experienced and professional personnel. The team comprises of personnel having technical, operational and business development experience. We believe that our management team's experience and their understanding of the specialty chemicals business will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, reliance on independent agents, and fluctuations in speciality chemicals prices.

Established Marketing Setup and Diversified Customer Base

Over the years we have established a strong customer base and an unyielding marketing setup. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Sales & Marketing team is headed by Mr. Subhash Gupta who operates under direct supervision of our Director, Mr. Rakesh Shah and the guidance of Mr. Sharad Kothari. Through their vast experience and excellent rapport with clients, our Directors play an instrumental role in creating, maintaining and expanding the customer base for our Company. Our reputation of timely delivery and quality of products has helped us retain our clients and is instrumental in expanding our base towards new clients. We have developed and are continuously developing a marketing network across various states in India as well as in countries outside India.

Mr. Rakesh Shah also majorly handles the marketing and customer acquisition for our export customers. Our Company has dedicated marketing managers who market our products based on the customer industry type viz. – Textile Auxiliary Industry, Paper Industry, Paint Industry, Adhesive Industry, Construction Industry and Carpet Industry.

We have an efficient sales & marketing team which consists of well experienced and professional people to develop, maintain and increase relations with our customers. Our marketing team also plays an important role in the development of new products based on their study and feedback on latest industrial needs. We maintain our customer relations by providing quality, timely delivery, maintaining design confidentiality and also suggesting them value added propositions.

Fully Integrated Manufacturing Facilities

We carry on all of our core manufacturing activities in-house and there is no substantial dependence on job-work of external manufacturing. Our manufacturing unit is fully integrated and self-sufficient. The raw materials and consumables are readily available. Further, all other utilities like fuel, power and human resources have posed no hurdle till date. All the equipments required for manufacturing the products are in place.

We have two manufacturing facilities with our primary manufacturing facility being located at N-44, MIDC, Tarapur, Thane, Maharashtra and our second manufacturing facility is located at N-43, MIDC, Tarapur, Thane, Maharashtra.



Strategic Location of Manufacturing Facility, R&D Facility and Storage Units

Our Company's Manufacturing Units are located in Tarapur, Maharashtra. Our R&D facility and our Storage Unit are located adjacent to our Manufacturing Units.

All our Units / Facilities are strategically located with the following benefits:

- Our Registered Office Manufacturing facility (1) - "N-44", situated at Tarapur, Maharashtra is located in proximity to the city of Mumbai and is within a radius of 20 km from the National Highway 8.
- Our Manufacturing facility 2 cum storage unit - "N-43", situated at Tarapur, Maharashtra is located in proximity to the city of Mumbai and is within a radius of 20 km from the National Highway 8.
- The R&D Facility - "N-55" is located adjacent to the Manufacturing Unit, thereby allowing for easier development and testing of our products.
- Raw materials sourced locally and internationally are easily available and / or deliverable from the manufacturers located in Maharashtra to our Units as majority of our suppliers have nationwide reach.
- Skilled and semi-skilled workers are easily available in Tarapur, Maharashtra in view of the large number of existing and upcoming manufacturing industries / sectors in these areas.
- Government has created various infrastructural facilities conducive for growth of all manufacturing companies.

Awards, Certifications and Membership

Our Company received "ISO 9001:2015 – Quality Management System" by Quality Research Organisation (QRO Certification Agency). The ISO certificate covers the activities of Manufacturer and Exporter of Binders, Paint Emulsions, Adhesives, Construction Chemicals, Acrylic Co-Polymers and Synthetic Resins. This certification was first received to our Company in the year 2016.

On February 06, 2017, the Indian Achievers' Forum awarded our Promoter Mr. Rakesh Shah the Indian Achievers' Award for Industrial Development during the National Seminar on "Make in India: Prospects and Opportunities".

Our Company was given a certificate of membership – for being a member in good standing of Indian Paint and Coating Association on January 01, 2018.

Our Company has obtained GOTS (Global Organics Textile Standards) Certification for a wide range of products used by the textile industry chemicals.

For risks related to our business, our Company and our industry, see "Risk Factors" on page no. 10 of this Prospectus.

OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a speciality chemicals manufacturer and also to set-up our own distribution channel network. The diagram below represents our continuous growth philosophy being implemented on a day-to-day basis.



Augment our fund based capacities in order to scale up business operation

Our business operations are working capital intensive. In order to effectively expand our Business arenas/ services and also diversify the operations in various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital.

We expect to increase our volumes, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this issue and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities in short term as well as longer duration services in our business. For further details regarding the working capital being raised through this Issue, please refer to section “*Objects of the Issue*” on page no. 63 of the Prospectus.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous project review and timely corrective measures in case of diversion and technology upgradation are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing our brand value and maintaining long term relationships with customers.

Leveraging our Market skills and Relationships

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our client relationship and renewing our relationship with existing buyers.

Increasing Operational efficiency

We continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, R&D activities, customer service, consistent quality and technology development. Alignment of our people to ‘process improvement’ through change management and upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality



commitment is wide spread among all the employees. Managerial expertise, trained workforce and modernization of the manufacturing units results in consistent high level of productivity. Also, we have established modern production facilities at each of our plant and we are continuously on the look- out for new/ updated technologies. Our investments in these value adding equipments / attachments to our machines has resulted in twin benefits of consistent high quality and improved productivity, ensure enhanced operational efficiency.

Increase our geographical reach

We seek to leverage our R&D capabilities to expand further into different domestic and international markets, where we primarily aim to become the preferred supplier of speciality Chemicals. We have excellent relationship with our existing customers; for marketing and we would work to strengthen our relationship further with these companies so as to extend the reach of our products.



SUMMARY OF FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIALS STATEMENTS

ANNEXURE I

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
EQUITY AND LIABILITIES		
Shareholders' Funds		
a. Share Capital	381.07	381.07
b. Reserves & Surplus	207.75	31.83
Non Current Liabilities		
a. Long Term Borrowings	287.60	214.96
b. Other Long Term Liabilities	553.35	541.85
c. Deferred Tax Liabilities	-	-
d. Long Term Provisions	51.96	35.65
.		
Current Liabilities		
a. Short Term Borrowings	1,247.47	973.70
b. Trade Payables	1,941.47	1,545.78
c. Other Current Liabilities	82.96	89.08
d. Short Term Provisions	19.02	15.86
TOTAL	4,772.65	3,829.79
ASSETS		
Non Current Assets		
a. Fixed Assets (Net Block)		
i. Tangible Assets	1,134.62	1,083.61
ii. Intangible Assets	159.70	82.52
b. Non Current Investment	20.02	16.84
c. Long term Loans & Advances	5.66	3.70
d. Deferred Tax Assets	30.93	62.57
Current Assets		
a. Inventories	1,038.20	628.87
b. Trade Receivables	1,838.19	1,609.58
c. Cash and Cash Equivalents	77.77	74.94
d. Short Term Loans & Advances	45.72	17.41
e. Other Current Assets	422.29	249.73
.		
TOTAL	4,772.65	3,829.78



ANNEXURE II
STATEMENT OF CONSOLIDATED PROFIT AND LOSS ACCOUNT, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
INCOME		
Revenue from Operations	6,529.51	5,235.74
Other Income	28.63	54.11
Total Income (A)	6,558.15	5,289.85
EXPENDITURE		
Cost of Material Consumed	(344.97)	(39.07)
Changes in inventories	5,750.18	4,398.20
Employee benefit expenses	241.93	205.62
Finance costs	209.93	192.77
Depreciation and Amortization	63.79	47.83
Other Expenses	415.31	347.91
Total Expenses (B)	6,336.17	5,153.25
Profit before exceptional, extraordinary items and tax (A-B)	221.98	136.60
Exceptional items	1.01	(18.82)
Profit before extraordinary items and tax		
Extraordinary items		
Profit before tax (C)	222.99	117.78
<i>Tax expense :</i>		
(i) Current tax	45.79	26.66
(ii) Deferred Tax	31.64	37.82
(iii) MAT Credit	(45.79)	(26.66)
Total Tax Expense (D)	31.64	37.82
Profit for the year (C-D)	191.35	79.96



ANNEXURE III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Cash flow from operating activities:		
Net Profit before tax as per Profit And Loss account	222.99	117.78
Adjusted for:		
Depreciation and Amortization	63.79	47.83
Provision for Gratuity	-	(10.53)
Interest received on Fixed Deposits	(8.28)	(3.30)
Finance Cost	209.93	192.77
Profit/ Loss on sale of Fixed Assets	(1.09)	1.38
Reversal of last year VAT payable on fire	(15.43)	1.77
Taxes of earlier years	-	(2.65)
Extraordinary Items	(1.01)	18.82
Operating Profit/Loss Before Working Capital Changes	470.90	363.86
Adjusted for (Increase)/ Decrease:		
Inventories	(409.33)	(301.61)
Trade Receivables	(228.61)	(410.67)
Short Term Loans and Advances	(27.86)	66.29
Other Current Assets	(172.56)	(100.86)
Trade Payables	395.70	790.42
Other Current Liability	(6.12)	(32.21)
Short Term Provision	3.15	7.84
Long Term Provisions	20.42	35.65
Cash Generated From Operations Before Extra-Ordinary Items	45.69	418.71
Add:- Extra-Ordinary Items	1.01	(18.82)
Cash Generated From Operations	46.70	399.89
Direct Tax Paid	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	46.70	399.89
Cash Flow From Investing Activities:		
Interest received from Fixed Deposits	8.28	3.30
Sale/(Purchase) of Fixed assets	(195.00)	(202.75)
Sale/(Purchase) of investments	(3.17)	-
Net Cash Flow from/(used in) Investing Activities: (B)	(189.90)	(199.45)
Cash Flow from Financing Activities:		
Increase / (Decrease) Long Term Borrowing	72.64	(11.03)
Increase / (Decrease) in Short Term Borrowing	273.77	(33.94)
Increase / (Decrease) in Other Long Term Liabilities	11.49	
Increase / (Decrease) in Long Term Loans & Advances	(1.96)	(0.93)
Interest & Financial Charges	(209.93)	(192.77)
Net Cash Flow from/(used in) Financing Activities (C)	146.01	(238.66)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	2.82	(38.22)
Cash & Cash Equivalents As At Beginning of the Year	74.94	113.17
Cash & Cash Equivalents As At End of the Year	77.77	74.95



Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Cash on hand	10.56	3.47
Bank Balance In Current Accounts	7.90	4.55
Fixed Deposits	0.16	13.16
Buyers Credit Margin	59.15	53.76
Total	77.77	74.94

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.



RESTATED STANDALONE FINANCIALS STATEMENTS

ANNEXURE I STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
EQUITY AND LIABILITIES					
Shareholders' Funds					
a. Share Capital	381.07	381.07	381.07	306.07	275.01
b. Reserves & Surplus	215.57	33.27	(47.25)	(21.53)	194.75
Non Current Liabilities					
a. Long Term Borrowings	287.48	214.34	225.99	90.22	161.16
b. Other Long Term Liabilities	553.35	541.85	541.85	-	-
c. Deferred Tax Liabilities	-	-	-	-	10.26
d. Long Term Provisions	51.96	35.65	7.90	7.08	6.39
Current Liabilities					
a. Short Term Borrowings	1,246.97	973.70	1,007.64	650.50	692.12
b. Trade Payables	1,940.04	1,545.78	755.35	734.45	1,092.66
c. Other Current Liabilities	82.96	89.08	121.29	109.91	72.74
d. Short Term Provisions	18.38	15.76	10.40	25.50	26.78
TOTAL	4,777.78	3,830.50	3,004.24	1,902.19	2,531.88
ASSETS					
Non Current Assets					
a. Fixed Assets (Net Block)					
i. Tangible Assets	1,047.37	1,024.00	946.33	353.30	572.85
ii. Intangible Assets	2.69	-	-	-	-
b. Non Current Investment	147.47	91.47	16.84	13.39	13.39
c. Long term Loans & Advances	177.16	72.72	68.77	1.92	1.92
d. Deferred Tax Assets	8.27	62.57	100.39	123.12	-
Current Assets					
a. Inventories	1,038.20	628.87	327.26	40.53	667.26
b. Trade Receivables	1,819.82	1,609.58	1,198.91	772.11	1,075.10
c. Cash and Cash Equivalents	75.21	74.15	113.17	24.84	19.47
d. Short Term Loans & Advances	44.06	17.41	83.70	85.99	67.10
e. Other Current Assets	417.53	249.73	148.87	486.99	114.80
TOTAL	4,777.78	3,830.50	3,004.24	1,902.19	2,531.88



ANNEXURE II
STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
INCOME					
Revenue from Operations	6,529.51	5,235.74	3,273.26	3,759.06	3,415.37
Other Income	28.63	54.11	18.14	6.71	4.32
Total Income (A)	6,558.15	5,289.85	3,291.40	3,765.77	3,419.69
EXPENDITURE					
Cost of Material Consumed	5,750.18	4,398.20	2,640.39	3,709.24	2,861.04
Changes in inventories	(344.97)	(39.07)	(147.18)	41.82	(5.31)
Employee benefit expenses	239.93	205.62	153.24	128.69	141.11
Finance costs	209.92	192.74	173.24	164.53	148.69
Depreciation and Amortization	59.66	47.83	28.11	38.84	36.43
Other Expenses	406.75	344.72	363.80	231.62	187.57
Total Expenses (B)	6,321.47	5,150.04	3,211.61	4,314.73	3,369.53
Profit before exceptional, extraordinary items and tax (A-B)	236.68	139.81	79.79	(548.96)	50.16
Exceptional items	-	-	-	-	-
Profit before extraordinary items and tax	236.68	139.81	79.79	(548.96)	50.16
Extraordinary items	0.08	18.82	(95.96)	171.98	-
Profit before tax (C)	236.60	120.99	(16.16)	(376.97)	50.16
<i>Tax expense :</i>					
(i) Current tax	45.79	26.66	-	-	14.00
(ii) Deferred Tax	54.30	37.82	22.73	(132.98)	3.81
(iii) MAT Credit	(45.79)	(26.66)	-	-	-
Total Tax Expense (D)	54.30	37.82	22.73	(132.98)	17.81
Profit for the year (C-D)	182.30	83.17	(38.89)	(243.99)	32.35



ANNEXURE III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Cash flow from operating activities:					
Net Profit before tax as per Profit And Loss account	236.60	120.99	(16.16)	(376.97)	50.16
Adjusted for:					
Depreciation and Amortization	59.66	47.83	28.11	38.84	36.04
Provision for Gratuity	-	-	-	-	(6.77)
Interest received on Fixed Deposits	(8.28)	(3.30)	(1.16)	(0.55)	(1.69)
Interest received on Advances	-	-	-	-	-
Finance Cost	209.92	192.74	173.24	164.53	148.69
Profit/ Loss on sale of Fixed Assets	-	1.38	-	0.33	-
Reversal of last year VAT payable on fire	-	-	13.18	-	-
Taxes of earlier years	-	(2.65)	-	-	(8.29)
Operating Profit/Loss Before Working Capital Changes	497.91	356.99	197.21	(173.82)	217.40
Adjusted for (Increase)/ Decrease:					
Inventories	(409.33)	(301.61)	(286.72)	626.73	(202.28)
Trade Receivables	(210.24)	(410.67)	(426.80)	302.99	10.20
Short Term Loans and Advances	(26.65)	66.29	2.28	(18.89)	(59.19)
Other Current Assets	(167.80)	(100.86)	338.13	(372.20)	(112.84)
Trade Payables	394.26	790.42	20.91	(358.22)	307.10
Other Current Liability	(6.12)	(32.21)	11.38	37.17	63.96
Short Term Provision	2.62	5.36	(15.10)	(1.27)	(0.99)
Long Term Provisions	16.31	27.75	0.82	0.69	6.39
Cash Generated From Operations Before Extra-Ordinary Items	90.97	401.47	(157.91)	43.17	229.76
Add:- Exceptional Items					
Cash Generated From Operations	90.97	401.47	(157.91)	43.17	229.76
Direct Tax Paid	-	-	-	-	(14.00)
Net Cash Flow from/(used in) Operating Activities: (A)	90.97	401.47	(157.91)	43.17	215.76
Cash Flow From Investing Activities:					
Interest received from Fixed Deposits	8.28	3.30	1.16	0.55	1.69
Sale/(Purchase) of Fixed assets	(85.73)	(127.38)	(621.14)	(52.32)	(60.24)
Sale of Fixed Assets	-	0.50	-	2.00	-
Assets Destroyed in Fire	-	-	-	229.06	-
Sale/(Purchase) of investments	(56.00)	(74.63)	(3.46)	-	-
Dividend on shares	-	-	-	-	-
Interest received on Advances	-	-	-	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	(133.45)	(198.20)	(623.44)	179.29	(58.55)
Cash Flow from Financing Activities:					
Proceeds From Share Capital	-	-	75.00	31.06	-
Proceeds from Share Premium	-	-	-	28.94	-
Increase / (Decrease) Long Term Borrowing	73.14	(11.65)	135.77	(70.94)	(203.44)
Increase / (Decrease) in Short Term Borrowing	273.27	(33.94)	357.14	(41.62)	28.39
Increase / (Decrease) in Other Long Term	11.49	-	541.85	-	(8.22)



Liabilities					
Increase / (Decrease) in Long Term Loans & Advances	(104.44)	(3.95)	(66.85)	-	174.55
Interest & Financial Charges	(209.92)	(192.74)	(173.24)	(164.53)	(148.69)
Net Cash Flow from/(used in) Financing Activities (C)	43.54	(242.28)	869.68	(217.09)	(157.41)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.06	(39.01)	88.33	5.37	(0.21)
Cash & Cash Equivalents As At Beginning of the Year	74.15	113.17	24.84	19.47	19.68
Cash & Cash Equivalents As At End of the Year	75.21	74.15	113.17	24.84	19.47

Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Cash on hand	9.10	3.42	23.48	13.38	12.70
Bank Balance In Current Accounts	6.96	3.80	79.15	1.83	1.63
Fixed Deposits	-	13.16	10.54	9.63	5.14
Buyers Credit Margin	59.15	53.76	-	-	-
Total	75.21	74.15	113.17	24.84	19.47

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.



THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

Equity Shares Issued⁽¹⁾: Present Issue of Equity Shares by our Company and the Selling Shareholder ⁽²⁾ :	13,68,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share aggregating ₹ 902.88 lakhs.
Consisting of:	
Fresh Issue	12,68,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share aggregating ₹ 836.88 lakhs
Offer for Sale	1,00,000 Equity Shares of ₹ 10each for cash at a price of ₹ 66.00 per share aggregating ₹ 66.00 lakhs
Which Comprises:	
Issue Reserved for the Market Maker	72,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share aggregating ₹ 47.52 lakhs
Net Issue to the Public	12,96,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share aggregating ₹ 855.36 lakhs
	Of which⁽³⁾:
	6,48,000 Equity Shares of ₹ 10/- each at a price of ₹ 66.00 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	6,48,000 Equity Shares of ₹ 10/- each at a price of ₹ 66.00 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
Equity Shares outstanding prior to the Issue	38,10,659 Equity Shares
Equity Shares outstanding after the Issue	50,78,659 Equity Shares
Objects of the Issue	Please see the chapter titled “Objects of the Issue” beginning on page no. 63 of this Prospectus

⁽¹⁾ 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 see the section titled “Issue Related Information” beginning on page no. 225 of this Prospectus.

⁽²⁾ The present issue has been authorized pursuant to a resolution of our Board dated April 09, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on April 12, 2018.

The Offer for Sale has been authorised by the Selling Shareholder by his consent letter dated April 09, 2018 is as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1	Mr. Rakesh Shah	1,00,000
	Total	1,00,000

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in terms of SEBI (ICDR) Regulations and that he has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by them under the Offer for Sale.

⁽³⁾ This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. The allocation’ is the net issue to the public category shall be made as follows:



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



GENERAL INFORMATION

Our Company was incorporated as Speciality Coatings Private Limited on July 08, 1985, under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 36774. The name of the Company was subsequently changed to Ambani Organics Private Limited by a special resolution passed on July 08, 1987. A new Certificate of Incorporation was issued to the Company by the Registrar of Companies on December 08, 1987. The status of our Company was changed to a public limited company and the name of our Company was changed to Ambani Organics Limited by a special resolution passed on December 30, 2017. A fresh certificate of incorporation consequent to the change of name was granted to our Company on March 07, 2018, by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U24220MH1985PLC036774.

For further details, please refer to the chapter titled “History and Other Corporate Matters” beginning on page no. 110 of this Prospectus.

Brief Company and Issue Information

Registered Office	Address: N 44, MIDC, Tarapiur, Boisar, Thane Maharashtra 401506. Tel No: +91 – 22 – 2683 3778 Fax No: +91 – 22 – 2683 3778 Email: info@ambaniorganics.com Website: http://www.ambaniorganics.com
Corporate Office	Address: 801, 8 th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri East, Mumbai – 400 069 Tel No.: +91 – 22 – 2683 3778 Fax No.: +91 – 22 – 2683 3778 Email: info@ambaniorganics.com
Manufacturing Unit	N-44, MIDC, Tarapiur, Boisar, Thane Maharashtra 401506.
Date of Incorporation	July 08, 1985
Company Registration No.	36774
Company Identification No.	U24220MH1985PLC036774
Address of Registrar of Companies	Everest, 100, Marine Drive, Mumbai – 400 002. Tel No.: +91 –22 – 22817259 / 2281 1493 Fax No.: +91 – 22 – 2281 2389
Designated Stock Exchange	SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE
Chief Financial Officer	Mr. Bhavesh Pandya Address: 801, 8 th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri East, Mumbai – 400 069 Tel. No.: +91 – 22 – 2683 3778 Fax No.: +91 – 22 – 2683 3778 Email: info@ambaniorganics.com
Company Secretary & Compliance Officer	Ms. Honey Magia Address: 801, 8 th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri East, Mumbai – 400 069 Tel. No.: +91 – 22 – 2683 3778 Fax No.: +91 – 22 – 2683 3778 Email: info@ambaniorganics.com

Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	Director's Identification No.
Mrs. Apooni Shah	Chairman and Whole Time Director	501 Juhu Nandadeep, Vidya Nidhi Marg, 10 th Road, J.V.P.D., Ville Parle (W), Mumbai – 400 049	00503116
Mr. Rakesh Shah	Managing Director	501 Juhu Nandadeep, Vidya Nidhi Marg, 10 th Road, J.V.P.D., Ville Parle (W), Mumbai – 400 049	00503074



Mr. Sharad Kothari	Non-Executive Non-Independent Director	12/B Mirum Building, Miraway CHS, Sitladevi Temple Road, Mahim, Mumbai – 400 016	08029922
Mr. Dilip Mehta	Additional Non-Executive Non-Independent Director	402, Meera Sagar, 4 th Floor, Opposite Param Keshav Baug, Navroji Lane, Ghatkopar, Mumbai – 400 086.	08122334
Dr. Prakash Mahanwar	Additional Non-Executive Independent Director	G-12 University Teachers Quarters, Vidyanagri Kalina, C.S.T. Road, Kalina Santacruz East, Mumbai, 400 098	08100755
Mr. Sanjay Mehta	Additional Non-Executive Independent Director	A-10, Kanwal Appartments, Versova 4 Bungalows, Andheri West, Mumbai – 400 060	08100745

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “*Our Management*” beginning on page no. 119 of this Prospectus.

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer and / or the Registrar to the Issue in case of any pre or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds.

All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the application was submitted. The applicant should give full details such as name of the sole or first applicant, application number, applicant DP ID, Client ID, PAN, date of the application, address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the application was submitted by the applicant.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/ information mentioned hereinabove.

Selling Shareholder

The details of our Selling Shareholder are set forth below:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1	Mr. Rakesh Shah	1,00,000
	Total	1,00,000

Details of Key Intermediaries pertaining to this Issue and our Company

LEAD MANAGER TO THE ISSUE



ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.),
Fort, Mumbai – 400 001

Tel. No.: +91 – 22 – 6216 6999

Fax No.: +91 – 22 – 2263 0434

Website: www.afsl.co.in

Email: ipo@afsl.co.in

Investor Grievance Email: feedback@afsl.co.in

Contact Person: Mr. Chaitanya Hiregange / Mr. Sumit Gupta

SEBI Registration No.: INM000011344



REGISTRAR TO THE ISSUE



UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

21, 25, 33, Shakil Niwas, Opposite Satya Sai Baba Mandir,
Mahakali Caves Rd, Seepz, Andheri (East),
Mumbai, Maharashtra 400093

Tel No.: +91 – 22 – 2820 7203 / 04 / 05

Fax No.: +91 – 22 – 2820 7207

Contact Person: Mr. Ravindra Utekar

Email: info@unisec.in; **Website:** www.unisec.in

SEBI Registration No.: INR000004082

LEGAL COUNSEL TO THE ISSUE



M/s. KANGA & COMPANY (ADVOCATES & SOLICITORS)

Readymoney Mansion,
43, Veer Nariman Road,
Mumbai – 400 001

Tel No.: +91 – 22 – 6623 0000, +91 – 22 – 6633 2288

Fax No.: +91 – 22 – 6633 9656 / 57

Contact Person: Mr. Chetan Thakkar

Email: chetan.thakkar@kangacompany.com

Website: www.kangacompany.com

STATUTORY AUDITORS OF THE COMPANY

M/S. SHAMBHU GUPTA & CO., CHARTERED ACCOUNTANTS

512-513, Manish Chamber,
Opposite Hotel Karan Palace,
Sonawala Road, Goregaon (East),
Mumbai – 400 063

Tel No.: +91- 22 –4021 4937

Email: rajkumarkhatod@gmail.com

Contact Person: Mr. Rajkumar Khatod

BANKERS TO OUR COMPANY



UNION BANK OF INDIA

11, Vithal Nagar Co-Op Hsg. Society, 10th Road, J.V.P.D. Scheme,
Mumbai 400 049.

Tel No.: +91 – 22 – 2620 7491

Website: Error! Hyperlink reference not valid.

Email: cbsvileparlew@unionbankofindia.com

Contact Person: Mr. Santosh Kumar

BANKERS TO THE ISSUE



AXIS BANK LIMITED

Ground Floor, Jeevan Prakash Building,
Sir P.M. Road, Fort, Mumbai – 400 001.

Tel No.: +91 – 22 – 4086 7371 / 7474

Fax No.: +91 – 22 – 4086 7327 / 7378

Website: www.axisbank.com

Email: fort.operationshead@axisbank.com

Contact Person: Mr. Anil Kanekar

SEBI Registration No.: INBI00000017



SELF CERTIFIED SYNDICATE BANKS

The lists of Banks that have been notified by SEBI to act as SCSBs for the ASBA process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSBs collecting the ASBA Application Forms, please see the above mentioned SEBI link.

BROKERS TO THIS ISSUE

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at NSE of India Limited, as updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at NSE of India Limited, as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Aryaman Financial Services Limited is the Sole Lead Manager to this Issue, and hence is responsible for all the Issue management related activities.

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 ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this issue.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

IPO GRADING

No credit rating agency registered with SEBI has been appointed for grading the Issue.

TRUSTEES

This being an Issue of Equity Shares, the appointment of trustees is not required.



DETAILS OF THE APPRAISING AUTHORITY

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

CREDIT RATING

This being an Issue of Equity Shares, no credit rating is required.

EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely, M/s Shambhu Gupta & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the report on the Restated Financial Statements dated June 19, 2018 and Statement of Tax Benefits dated May 02, 2018 issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	July 06, 2018
Issue Closing Date	July 10, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	on or before July 13, 2018
Initiation of Allotment / Refunds / Unblocking of Funds	on or before July 16, 2018
Credit of Equity Shares to demat accounts of Allottees	on or before July 17, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	on or before July 18, 2018

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholder or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager nor the Selling Shareholder is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.



In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

UNDERWRITING

This Issue is 100% Underwritten. Our Company and the Selling Shareholder have entered into an Underwriting Agreement dated April 20, 2018 with the Underwriters for the Equity Shares proposed to be offered through the Issue. 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:

Details of the Underwriter	No. of Shares Underwritten	Amt Underwritten (₹ in lakhs)	% of the Total Issue Size Underwritten
Aryaman Financial Services Ltd. 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001. Tel. No.: +91 – 22 – 6216 6999 Fax No.: +91 – 22 – 2263 0434 Email: ipo@afsl.co.in	12,96,000	855.36	94.74%
Aryaman Capital Markets Ltd. 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001. Tel. No.: +91 – 22 – 6216 6999 Fax No.: +91 – 22 – 2263 0434 Email: aryacapm@gmail.com	72,000	47.52	5.26%
Total	13,68,000	902.88	100.00%

As per Regulation 106 P (2) of SEBI (ICDR) Regulations, 2009, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

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

WITHDRAWAL OF THE ISSUE

Our Company and the Selling Shareholder, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company and the Selling Shareholder shall also promptly inform the Stock Exchange on which the Equity Shares were 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 our Company shall apply for after Allotment. If our Company and the Selling Shareholder withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.



MARKET MAKER



ARYAMAN CAPITAL MARKETS LIMITED

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.),
Fort, Mumbai – 400 001

Tel. No.: +91 – 22 – 6216 6999

Fax No.: +91 – 22 – 2263 0434

Email: aryacapm@gmail.com

Contact Person: Mr. Harshad Dhanawade

SEBI Registration No.: INZ000004739

Market Maker Reg. No.: SMMM0651421122012

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager, Aryaman Financial Services Limited have entered into an agreement dated April 20, 2018 with Aryaman Capital Markets Ltd., a Market Maker registered with the EMERGE Platform of NSE in order to fulfil the obligations of Market Making.

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

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

1. The Market Maker 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 shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE EMERGE Platform from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of NSE i.e. NSE EMERGE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or 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.
8. The Market Maker shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

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



requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

9. **Risk containment measures and monitoring for Market Maker:** NSE EMERGE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** NSE EMERGE 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.

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

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

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

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

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.



CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
A	Authorised Share Capital		
	70,00,000 Equity Shares of face value of ₹ 10 each	700.00	-
B	Issued, Subscribed and Paid-up Share Capital before the Issue		
	38,10,659 Equity Shares of face value of ₹ 10 each	381.07	-
C	Present Issue in terms of this Prospectus⁽¹⁾		
	Issue of 13,68,000 Equity Shares of ₹ 10 each at a price of ₹ 66.00 per Equity Share	136.80	902.88
	Consisting of:		
	Fresh Issue of 12,68,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share	126.80	836.88
	Offer for Sale of 1,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 66.00 per share	10.00	66.00
	Which comprises:		
	72,000 Equity Shares of ₹ 10 each at a price of ₹ 66.00 per Equity Share reserved as Market Maker Portion	7.20	47.52
	Net Issue to Public of 12,96,000 Equity Shares of ₹ 10 each at a price of ₹ 66.00 per Equity Share to the Public	129.60	855.36
	Of which:		
	6,48,000 Equity Shares of ₹ 10 each at a price of ₹ 66.00 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	64.80	427.68
	6,48,000 Equity Shares of ₹ 10 each at a price of ₹ 66.00 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	64.80	427.68
D	Equity Share Capital after the Issue		
	50,78,659 Equity Shares of ₹ 10 each	507.87	
E	Securities Premium Account		
	Before the Issue (as on date of this Prospectus)	28.94	
	After the Issue	710.08	

⁽¹⁾ The present Issue has been authorized pursuant to a resolution of our Board dated April 09, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with shorter notice on April 12, 2018.

⁽¹⁾ The Offer for Sale has been authorised by the Selling Shareholder by their consent letter dated April 09, 2018, as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1.	Mr. Rakesh Shah	1,00,000
	Total	1,00,000

The Selling Shareholder has confirmed that he has held the Equity Shares proposed to be offered and sold in the Issue are eligible in terms of SEBI (ICDR) Regulations and that he has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by him under the Offer for Sale.

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



Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial authorised share capital of ₹ 1,00,000 divided into 7,000 Equity Shares of ₹ 10 each and 3,000 unclassified equity shares of ₹ 10 each was increased to ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on September 30, 1993*.
2. The authorized share capital of ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10/- each was increased to ₹ 25,00,000 divided into 2,50,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on May 06, 2008.
3. The authorized share capital of ₹ 25,00,000 divided into 2,50,000 equity shares of ₹ 10/- each was increased to ₹ 60,00,000 divided into 6,00,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on September 30, 2009.
4. The authorized share capital of ₹ 60,00,000 divided into 6,00,000 equity shares of ₹ 10/- each was increased to ₹ 75,00,000 divided into 7,50,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on August 25, 2010.
5. The authorized share capital of ₹ 75,00,000 divided into 7,50,000 equity shares of ₹ 10/- each was increased to ₹ 2,00,00,000 divided into 20,00,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on January 12, 2011.
6. The authorized share capital of ₹ 2,00,00,000 divided into 20,00,000 equity shares of ₹ 10/- each was increased to ₹ 4,00,00,000 divided into 40,00,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on November 20, 2012.
7. The authorized share capital of ₹ 4,00,00,000 divided into 40,00,000 equity shares of ₹ 10/- each was increased to ₹ 7,00,00,000 divided into 70,00,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on April 07, 2018.

**The Forms filed by the Company for increasing the Authorized Capital to ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each, vide special resolution dated September 30, 1993, is not available with the Company due to the fire that occurred at the Registered Office on February 25, 2015. For details please see the Chapter titled – “Risk Factors” beginning on page no. 10 of this Prospectus.*

Notes to the Capital Structure

1) Share Capital History of our Company:

a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
As on March 31, 2004 ⁽¹⁾	1,00,000	10.00	10.00	Not Available	Cash	1,00,000	10,00,000	Nil
June 10, 2008	1,50,000	10.00	10.00	Further Allotment	Cash	2,50,000	25,00,000	Nil
March 31, 2010	3,50,000	10.00	10.00	Further Allotment	Cash	6,00,000	60,00,000	Nil



September 10, 2010	1,50,000	10.00	10.00	Further Allotment	Cash	7,50,000	70,50,000	Nil
July 18, 2011	5,00,000	10.00	10.00	Further Allotment	Cash	12,50,000	1,25,00,000	Nil
March 21, 2012	5,00,000	10.00	10.00	Further Allotment	Cash	17,50,000	1,75,00,000	Nil
December 13, 2012	10,00,100	10.00	10.00	Further Allotment	Cash	27,50,100	2,75,01,000	Nil
March 24, 2015 ⁽²⁾	3,10,559	10.00	19.32	Further Allotment	Cash	30,60,659	3,06,06,590	28,94,410
March 29, 2016 ⁽³⁾	7,50,000	10.00	10.00	Further Allotment	Cash	38,10,659	3,81,06,590	28,94,410

⁽¹⁾ As per the initial Memorandum of Association of our Company, the initial paid up capital of our Company is 50 Equity Shares of ₹ 10.00 each aggregating to ₹ 500. After incorporation and till March 31, 2004 the Company has allotted 99,950 Equity Shares of ₹ 10 each over the period aggregating to a cumulative paid up value of ₹ 9,99,500. However the exact details of dates and share allotments are not available with the Company due to the fire that occurred at the Registered Office of the Company. For details refer Risk Factor no. 19 in the Section "Risk Factors" on page no. 10 of this Prospectus.

⁽²⁾ 3,10,559 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

⁽³⁾ 7,50,000 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

b) Our Company has not issued any Equity Shares for consideration other than cash.

c) No shares have been allotted in terms of any scheme approved under section 230-240 of Companies Act, 2013, and no Equity shares have been allotted in terms of scheme approved under sections 391-394 of the Companies Act, 1956.

d) No bonus shares have been issued out of Revaluation Reserves.

e) No shares have been issued at a price lower than the Issue Price within the last one year from the date of the Draft Prospectus.

f) Shareholding of our Promoters.

Set forth below are the details of the build-up of shareholding of our Promoters:

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue Price/ Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock – in Period
Mr. Rakesh Shah⁽¹⁾									
As on March 31, 2004 ⁽²⁾	Not Available	Cash	25,004	10.00	10.00	25,004	0.66%	0.50%	Nil ⁽¹⁾
September 05, 2005	Transfer	Cash	74,990	10.00	10.00	99,994	2.62%	2.00%	Nil ⁽¹⁾
June 10, 2008	Further Allotment	Cash	6 1,49,994	10.00	10.00	2,49,994	6.56%	4.99%	Nil ⁽¹⁾ 3 Years ⁽³⁾
March 31, 2010	Further Allotment	Cash	3,50,000	10.00	10.00	5,99,994	15.75%	11.97%	3 Years
September 10, 2010	Further Allotment	Cash	1,50,000	10.00	10.00	7,49,994	19.68%	14.97%	3 Years
July 18, 2011	Further Allotment	Cash	1,50,590	10.00	10.00	9,00,584	23.63%	17.97%	3 Years



March 21, 2012	Further Allotment	Cash	1,51,416 3,48,584	10.00	10.00	14,00,584	36.75%	27.95%	3 Years 1 Year ⁽³⁾
December 13, 2012	Further Allotment	Cash	9,72,600	10.00	10.00	23,73,184	62.28%	47.36%	1 Year
March 24, 2015	Further Allotment	Cash	2,67,443 ⁽⁴⁾	10.00	19.32	26,40,627	69.30%	52.70%	1 Year
March 29, 2016	Further Allotment	Cash	7,50,000 ⁽⁵⁾	10.00	10.00	33,90,627	88.98%	67.67%	1 Year
November 13, 2018	Transfer	Cash	74,094	10.00	10.00	34,64,721	90.92%	69.15%	1 Year

⁽¹⁾ Out of total holding of Mr. Rakesh Shah, shares aggregating to 1,00,000 equity shares are offered as a part of Offer for Sale through this Prospectus.

⁽²⁾ It has been assumed that shares acquired prior to 2004 were acquired at a price of ₹ 10.00 per share as the exact details for the same are not available with the Company due to the fire that occurred at the Registered Office of the Company. For details refer Risk Factor no. 5 in the Section “Risk Factors” on page no. 10 of this Prospectus.

⁽³⁾ 9,52,000 Equity Shares of Mr. Rakesh Shah have been earmarked for lock-in for a period of three years and remaining Equity Shares for a period of one year.

⁽⁴⁾ 2,67,443 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

⁽⁵⁾ 7,50,000 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue Price/ Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock – in Period
Mrs. Apooni Shah									
July 18, 2010	Share Transfer	Cash	2	10.00	10.00	2	0.00%	0.00%	1 Year ⁽¹⁾
July 18, 2011	Further Allotment	Cash	88,000 1,82,000	10.00	10.00	2,70,002	7.09%	5.39%	3 Years ⁽¹⁾ 1 Year
December 13, 2012	Further Allotment	Cash	27,500	10.00	10.00	2,97,502	7.81%	5.94%	1 Year
March 24, 2015	Further Allotment	Cash	17,236 ⁽²⁾	10.00	19.32	3,14,738	8.26%	6.28%	1 Year

⁽¹⁾ 88,000 Equity Shares of Mrs. Apooni Shah have been earmarked for lock-in for a period of three years and remaining Equity Shares for a period of one year.

⁽²⁾ 17,236 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

Notes:

- None of the shares belonging to our Promoter has been pledged till date.
- The entire Promoters' shares shall be subject to lock-in from the date of listing of the equity shares (issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no. 2 of “Notes to Capital Structure” on page no. 55 of this Prospectus.
- Our promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by them have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.



- All the shares held by our promoters were fully paid up on the respective dates of acquisition of such shares.
- g) None of the members of the Promoter Group, Directors and their immediate relatives have entered into any transactions in the Equity shares of our Company within the last six months from the date of the Draft Prospectus.
- h) None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of the Draft Prospectus.

2) Promoters' Contribution and other Lock-In details:

i. Details of Promoters' Contribution locked-in for 3 years

Pursuant to the Regulation 32(1) and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoters' contribution ("**Promoters' Contribution**") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of Promoter	No. of Shares locked in ⁽¹⁾	As a % of Post Issue Share Capital
Mr. Rakesh Shah	9,52,000	18.75%
Mrs. Apooni Shah	88,000	1.73%
Total	10,40,000	20.48%

⁽¹⁾For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(f) under "Notes to Capital Structure" on page no. 55 of this Prospectus.

We confirm that in compliance with regulation 33 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or from bonus issue against equity shares which are ineligible for minimum promoters' contribution.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of Partnership Firms into Limited Companies.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting minimum 20% of the post-Issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.



We further confirm that our Promoters' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.

ii. Details of Shares locked-in for one year

- a) Pursuant to Regulation 37 of the SEBI (ICDR) Regulations, in addition to the Promoters' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue, other than the Equity Shares allotted / transferred pursuant to the Offer for Sale.
- b) Pursuant to Regulation 39 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.
- c) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- d) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

3) Pre-Issue and Post Issue Shareholding of our Promoters and Promoters' Group

Set forth is the shareholding of our Promoters and Promoter Group before and after the proposed issue:

Sr. No.	Name of Shareholder	Pre-Issue		Post-Issue	
		No. of Equity Shares	As a % of Pre-Issued Equity	No. of Equity Shares	As a % of Issued Equity
A	Promoter				
1.	Mr. Rakesh Shah	34,64,721	90.92%	33,64,721	66.25%
2.	Mrs. Apooni Shah	3,14,738	8.26%	314,738	6.20%
	Total (A)	37,79,459	99.18%	36,79,459	72.45%
B	Promoter Group (As defined by SEBI (ICDR) Regulations)				
3.	Nil	-	-	-	-
	Total (B)	-	-	-	-
	Total Promoter & Promoter Group Holding (A+B)	37,79,459	99.18%	36,79,459	72.45%
	Total Paid Up Capital	38,10,659	100.00%	50,78,659	100.00%

4) Details of Offer for Sale

The following are the details of the Equity Shares being offered as part of the Offer for Sale:

Sr. No.	Name of Selling Shareholder	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale
1.	Mr. Rakesh Shah	34,64,721	1,00,000

For details of capital build-up of Mr. Rakesh Shah, please see the build-up of shareholding of our Promoters under point 1(f) of the "Notes to Capital Structure" on page no. 55 of this Prospectus.



The Equity Shares constituting the Offer for Sale have been held by the Selling Shareholder for such period as required under Regulation 26(6) of the ICDR Regulations.

5) The top ten shareholders of our Company and their Shareholding is as set forth below:

(a) The top ten Shareholders of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rakesh Shah	34,64,721	90.92%
2	Mrs. Apooni Shah	3,14,738	8.26%
3	Mr. Rajesh Doshi	10,000	0.26%
4	Mr. Sampat Rai	10,000	0.26%
5	Mr. Pravin Jaiswal	5,100	0.13%
6	Mrs. Jyotsna Thanawala	5,000	0.13%
7	Mr. Paresh Shah	1,100	0.03%
Total		38,10,659	100.00%

(b) The top ten Shareholders of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rakesh Shah	34,64,721	90.92%
2	Mrs. Apooni Shah	3,14,738	8.26%
3	Mr. Rajesh Doshi	10,000	0.26%
4	Mr. Sampat Rai	10,000	0.26%
5	Mr. Pravin Jaiswal	5,100	0.13%
6	Mrs. Jyotsna Thanawala	5,000	0.13%
7	Mr. Paresh Shah	1,100	0.03%
Total		38,10,659	100.00%

(c) The top ten Shareholders of our Company two years prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares then Share Capital
1	Mr. Rakesh Shah	33,90,627	88.98%
2	Mrs. Apooni Shah	3,14,738	8.26%
3	Mrs. Kalpana Shah	29,710	0.78%
4	Mr. Shailesh Shah	25,880	0.68%
5	Mrs. Shobha Shah	12,501	0.33%
6	Mr. Rajesh Doshi	10,000	0.26%
7	Mr. Sampat Rai	10,000	0.26%
8	Mrs. Maya Shah	6,001	0.16%
9	Mr. Pravin Jaiswal	5,100	0.13%
10	Mrs. Jyotsna Thanawala	5,000	0.13%
Total		38,09,557	99.97%

- 6) Neither our Company, nor our Promoters and our Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- 7) None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “Our Management” beginning on page no. 119 of this Prospectus.
- 8) Investors may note that in case of over-subscription, in all the categories, the allocation in the Issue shall be as per the requirement of Regulation 43(4) of SEBI (ICDR) Regulations, as amended from time to time. The allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “Issue Procedure” beginning on page no. 232 of this Prospectus.



- 9) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 10) An over-subscription to the extent of 10% of the Fresh Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Fresh Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 11) 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 Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
- 12) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
- 13) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
- 14) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 15) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- 16) Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing 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 or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.
- 17) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- 18) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- 19) Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of registering the Offer Document with the RoC and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 20) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 21) Our Company has Seven (7) shareholders, as on the date of this Prospectus.
- 22) Our Company has not re-valued its assets since incorporation.
- 23) Our Company has not made any public issue since its incorporation.



24) Shareholding Pattern of the Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share- holder (II)	No. of Share-holder (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)	Share-holding 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 Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Class	Total								
(A)	Promoter & Promoter Group	2	37,79,459	-	-	37,79,459	99.18%	37,79,459	-	37,79,459	99.18%	-	99.18%	-	-	-	-	-
(B)	Public	5	31,200	-	-	31,200	0.82%	31,200	-	31,200	0.82%	-	0.82%	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	38,10,659	-	-	38,10,659	100.00%	38,10,659	-	38,10,659	100.00%	-	100.00%	-	-	-	-	-

Public Shareholders holding more than 1% of the pre-issue paid-up capital of our Company

Sr. No.	Particulars	No. of Shares	% of Shares Pre-Issue Share Capital
-	-	-	-
	Total	-	-



SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder.

The Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholder.

The Fresh Issue

The Objects of the Fresh Issue is to raise funds for:

- (a) Funding Long Term Working Capital Requirement; and
- (b) Funding expenditure for General Corporate Purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

Fresh Issue Proceeds & Net Fresh Issue Proceeds

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in lakhs)

Sr. No.	Particulars	Amount
1	Gross Proceeds from the Fresh Issue	836.88
2	Company's share of Issue related Expenses ⁽¹⁾⁽²⁾	53.69
	Net Proceeds from the Fresh Issue	783.19

⁽¹⁾ Except for the Listing fees and Market making fees, which will be borne by our Company, all other expenses relating to the Issue as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed / issued in the Issue.

⁽²⁾ The Issue expenses are estimated expenses and subject to change.

Requirement of Funds and Means of Finance

The fund requirements described below are based on internal management estimates and our Company's current business plan and have not been appraised by any bank, financial institution.

We intend to utilise the Net Proceeds of the Fresh Issue ("Net Proceeds") of ₹ 783.19 lakhs for financing the objects as set forth below:

(₹ in lakhs)

Sr. No.	Particulars	Amount
1	Funding Long Term Working Capital Requirement	724.40
2	Expenditure for General Corporate Purposes	58.79
	Total	783.19



The entire fund requirements are to be financed from the Net Fresh Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable or in case of cost overruns, we expect that the shortfall will be met from internal accruals and/or entering into funding arrangements as required. Any variation in the objects of the Issue shall be undertaken in accordance with the terms of the Companies Act and the rules framed there under.

In case of delays in raising funds from the Fresh Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured / Bridge Loans and in such case the Funds raised shall be utilized towards repayment of Unsecured Loans or recouping of Internal Accruals. However, we confirm that except as mentioned below no unsecured / bridge financing has been availed as on date for the above mentioned objects, which is subject to being repaid from the Fresh Issue Proceeds.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “Risk Factors” beginning on page no. 10 of this Prospectus.

DETAILS OF THE FUND REQUIREMENTS

1. Funding Long Term Working Capital Requirements:

Working Capital Cycle:

We operate as a manufacturer of speciality chemicals manufacturing acrylic polymers, binders, paint driers and textile auxiliaries and supply our speciality chemicals to a variety of industries such as paper industry, paint industry, textile industry, carpet industry and adhesive industry.

Due to intense competition in this industry, from the organised as well from the unorganised sector, we cannot always dictate payment terms with our customers and suppliers. Thus, our current credit period is considerably high and not uniform for different customers. Further, recent volatility in the global economy and the subsequent volatility of economic activity in India, various companies for whom we manufacture our speciality chemicals, may be facing liquidity pressures and if the same were to continue we may not be able to reduce the credit period to our customers substantially in order to reduce our working capital gap. This is one of the major reasons for increase in our working capital requirements.

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

(₹ in lakhs)

Sr. No.	Particulars	Holding Levels (days)	Period ended March 31, 2018 (Standalone)	Holding Levels (days)	Provisional For Fiscal 2018-19 (Standalone)
I.	Current Assets:				
1.	Inventories	70	1,038.20	79	1,286.88
2.	Trade Receivables	102	1,819.82	112	2,203.93
3.	Loans & Advances and Other Current Assets		461.58		480.00
	Total Current Assets (A)		3,319.61		3,970.82
II.	Current Liabilities				
1.	Trade Payables	119	1,940.04	105	1,846.42
2.	Other Current Liabilities		82.96		70.00
	Total Current Liabilities (B)		2,023.75		1,916.42
III.	Total Working Capital Gap (A – B)		1,295.24		2,054.40



IV. Funding Pattern:				
1. Working Capital Facilities from Banks		1,246.97		1,280.00
2. Internal Accruals / Owned Funds		48.26		50.00
3. Part of the Net proceeds to be utilised		-		724.40

⁽¹⁾ Our company enjoys sanctioned working capital facilities aggregating to ₹ 2,200 lacs. For further details of the sanctioned limits, please refer the chapter “Financial Indebtedness” on page no. 201 of this Prospectus.

Hence, our Company proposes to utilise ₹ 724.40 Lakhs of the Net Fresh Issue Proceeds towards Long term working capital requirements for meeting our future business requirements.

Justification for “Holding Period” levels

Trade Receivables	Our Company operates in a highly competitive environment, including the organised and unorganised sector. Further, acquiring and retaining large customers for requires us to provide them sufficient credit period, which sometimes may be a little higher than general industry standards. Hence we believe that going ahead we will witness an average of 112 days credit period in the fiscal 2018-19.
Inventories	The Company expects its inventory portfolio to be greater keeping in line with the growth in business. Hence the inventory holding period has been estimated to be in the range of 79 days for the fiscal 2018-19.
Trade Payables	To avail timely raw materials and high quality goods from our suppliers we generally pay the creditors within approximately 119 days. We further believe that offering our creditors faster payment terms will get us benefits of better pricing and hence this will be approximately 105 days in the Financial Year 2018-19.

2) General Corporate Purposes

We propose to deploy ₹ 58.79 Lakhs, aggregating to 7.51% of the Proceeds of the Fresh Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board.

We confirm that any Issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ 57.41 lakhs, which is 6.36% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and reimbursements of Market Making fees (1 st year), and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	43.30	75.42%	4.80%
2	Brokerage and Selling Commission, Underwriting Commission, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	3.61	6.29%	0.40%
3	Advertisement, Printing & Stationery, Marketing Expenses, etc.	4.00	6.97%	0.44%
4	Listing Fees, Market Regulatory & Other Expenses	6.50	11.32%	0.72%
	Total	57.41	100.00%	6.36%



⁽¹⁾ Selling commission payable to SCSBs, members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs, would be of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

⁽²⁾ SCSBs will be entitled to a processing fee of ₹ 10 (plus applicable GST) per valid Bid cum Application Form, for processing the Bid cum Application Form procured by the members of the Syndicate (including their sub-Syndicate Members), the Registered Brokers, CRTAs or CDPs and submitted to the SCSBs for blocking of funds.

⁽³⁾ Registered Brokers will be entitled to a commission of ₹ 10 (plus applicable GST) per valid Bid cum Application Form directly procured by the Registered Brokers from Retail Individual Investors and Non-Institutional Bidders and submitted to the SCSBs for processing.

⁽⁴⁾ The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

Appraisal and Bridge Loans

The Objects of the Issue and deployment of Fresh Issue funds have not been appraised by any banks, financial institutions or agency. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Fresh Issue Proceeds.

Year wise Deployment of Funds / Schedule of Implementation

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Fresh Issue size is proposed to be deployed in the Financial Year 2018 – 19.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the Issue size is less than ₹ 10,000 lakhs. Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Fresh Issue Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

Interim Use of Funds

Pending utilization of the Net Fresh Issue Proceeds for the purposes described above, our Company will deposit the Net Fresh Issue Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Fresh Issue Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The



Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business and in compliance with applicable law.



BASIC TERMS OF THE ISSUE

Terms of the Issue

The Equity Shares being offered are subject to the provisions of the Companies Act, our Memorandum and Articles of Association, the terms of the Draft Prospectus / Prospectus, Application Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Authority for the Issue

The present Issue has been authorized pursuant to a resolution of our Board dated April 09, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on April 12, 2018.

The Offer for Sale has been authorised by the Selling Shareholder by their consent letter dated April 09, 2018. The No. of Equity Shares offered by the Selling Shareholder is as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1	Mr. Rakesh Shah	1,00,000
	Total	1,00,000

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

Other Details

Face Value	The Equity Shares to be offered pursuant to this Issue, having a face value of ₹ 10 each are being offered in terms of this Prospectus. Subject to applicable laws, there shall be, at any given point of time, only one denomination of the Equity Shares of our Company.
Issue Price per Share	The Equity Shares pursuant to this Prospectus are being offered at a price of ₹ 66.00 each.
Terms of Payment	Applications should be for a minimum of 2,000 (two thousand) equity shares and 2,000 equity shares thereafter. The entire Issue Price of the equity shares of ₹ 66.00 per share is payable on application. In case of allotment of lesser number of equity shares than the number applied, the excess amount paid on application shall be refunded / unblocked to the applicants.
Ranking of the Equity Shares	The Equity Shares offered pursuant to this Issue shall be subject to the Memorandum and Articles of Association of the Company and shall rank <i>pari - passu</i> in all respects including dividends with the existing Equity Shares of the Company. The allottees will be entitled to dividend, voting rights or any other corporate benefits, if any, declared by us after the date of Allotment.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 2,000 and in multiples of 2,000 thereafter; subject to a minimum allotment of 2,000 Equity Shares to the successful applicants.

Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 106P (1) of the ICDR Regulations, the Issue is not restricted to any minimum subscription



level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

If we do not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest prescribed under the applicable provisions of the Companies Act, 2013.



BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 66.00 per Equity Shares and is 6.60 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 10, 139 and 82 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

We believe that the following strengths help differentiate us from our competitors and enable us to compete successfully in our industry:

- ✓ Diversified product portfolio catering to customers from varied industries
- ✓ Strong R&D capability with focus on innovation and continuous improvements
- ✓ Experienced Management and well trained Employee Base
- ✓ Established Marketing Setup and Diversified Customer Base
- ✓ Fully Integrated Manufacturing Facility
- ✓ Strategic Location of Manufacturing Unit, R&D Facility and Storage cum allied activity Units

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see “Business Overview – Our Strengths” on page no. 83 of this Prospectus.

Quantitative Factors

Information presented in this chapter is derived from restated financial statements prepared in accordance with Indian GAAP.

1) Earnings per Share (EPS)

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) ⁽¹⁾	Weight
2018	4.78	3
2017	2.18	2
2016	(1.02)	1
Weighted Average	2.95	

⁽¹⁾ Based on Standalone Restated Financials of our Company

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) ⁽¹⁾	Weight
2018	5.02	2
2017	2.10	1
Weighted Average	4.05	

⁽¹⁾ Based on Consolidated Restated Financials of our Company

Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year /period}}$$

- b. Diluted EPS has been calculated as per the following formula:



$$\text{Diluted EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year / period}}$$

- c. Earnings per share calculations are in accordance with Accounting Standard 20 “Earnings per Share” prescribed by the Companies (Accounting Standard) Rules, 2006

2) Price Earnings Ratio (P/E) in relation to the Issue price of ₹ 66.00 per share of ₹ 10 each

Particulars	Standalone	Consolidated
P/E ratio based on Basic and Diluted EPS as at March 31, 2018	13.81	13.15
P/E ratio based weighted average EPS	22.37	16.30

Industry P/E	
Highest – GOCL Corporation Limited	211.5
Lowest – GHCL	7.0
Industry Average	33.2

(Source: Capital Market, Vol. XXXIII/05, Apr 23 – May 06, 2018; Segment: Chemicals)

3) Return on Net Worth (RoNW)

Standalone

Year ended March 31,	RoNW (%)	Weight
2018	30.55%	3
2017	20.07%	2
2016	-11.65%	1
Weighted Average	20.03%	

Consolidated

Year ended March 31,	RoNW (%)	Weight
2018	32.50%	2
2017	19.37%	1
Weighted Average	28.12%	

Note: Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit /loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

- 4) Minimum Return on Net Worth (RoNW) after the Issue needed to maintain the Pre – Issue Basic & Diluted EPS (Standalone) of ₹ 4.78 and Pre – Issue Basic & Diluted EPS (Consolidated) of ₹ 5.02 for the FY 2017-18 (based on Restated Financials) at the Issue Price of ₹ 66.00 is 16.95% (Standalone) and ₹ 66.00 is 17.89% (Consolidated) respectively.

5) Net Asset Value (NAV)

Financial Year	Standalone	Consolidated
NAV as at March 31, 2018	₹ 15.66	₹ 15.45
NAV after Issue	₹ 28.23	₹ 28.07
Issue Price	₹ 66.00	₹ 66.00

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year / period}}$$



6) Comparison with Industry peers

Particulars	Face Value (₹)	EPS (₹)	P/E Ratio ⁽²⁾	RONW (%)	NAV (₹)
Nikhil Adhesives Limited	10.00	7.15	30.07	8.15%	76.08
<i>Source: Company Financial Results for the F.Y. 2017-18 on BSE Ltd.</i>					
Ambani Organics Limited	10.00	5.02	13.15	32.50%	15.45
<i>Source: Restated Consolidated Financials for March 31, 2018</i>					

⁽¹⁾ All Peer Comparison is for Financials on Standalone Basis as it does not have a subsidiary and does not prepare consolidated financial statements.

⁽²⁾ Based on Closing Prices as on May 31, 2018

- 7) The Company and the Selling Shareholder in consultation with the Lead Manager believes that the Issue price of ₹ 66.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 6.60 times of the face value i.e. ₹ 66.00 per share.



STATEMENT OF TAX BENEFITS

To,
The Board of Directors
Ambani Organics Ltd.
N-44, MIDC , Tarapiur Boisar,
Thane - 401 506

Dear Sirs,

Subject: Statement of Possible Special Tax Benefits available to Ambani Organics Limited and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the ‘Regulations’)

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

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

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its Issue, which may have a material effect on the discussions herein.

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

For **Shambhu Gupta & Co.,**
Chartered Accountants (Firm Registration No. 007234C)

Rajkumar Khatod
Partner
Membership No: 133612
Place: Mumbai
Date: May 02, 2018



ANNEXURE TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

NIL

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

NIL

Note:

1. All the above statements are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. 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, 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.
4. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.



SECTION V – ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, 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.

OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

Global Scenario

Inflation is expected to firm up during the first quarter of 2018-19 before moderating in the remaining part of 2018-19 as the direct impact of the increase in house rent allowances for central government employees fades away, which has to be looked through. Economic activity is expected to accelerate with the strengthening of investment activity, supported by consumption demand and robust credit growth.

The Monetary Policy Report (MPR) of October 2017 flagged significant shifts underway in the macroeconomic environment. Some of them have gained traction since then while others are incipiently in motion. Global economic activity has continued to strengthen and is becoming increasingly synchronized across regions. Global trade is outpacing demand after lagging behind for two years. Oil prices have firmed up again on the edge of a delicate demand-supply balance. Generally buoyant global financial markets have been interrupted by bouts of volatility triggered by several event-specific announcement effects, and most recently by reassessments of the pace of monetary policy normalization in the US. Renewed fears of protectionism, retaliatory actions and trade wars pose a major challenge to the global economy, with implications for emerging market economies (EMEs), including India, that are participating in open international trade and relying on foreign capital flows to realize their developmental aspirations.

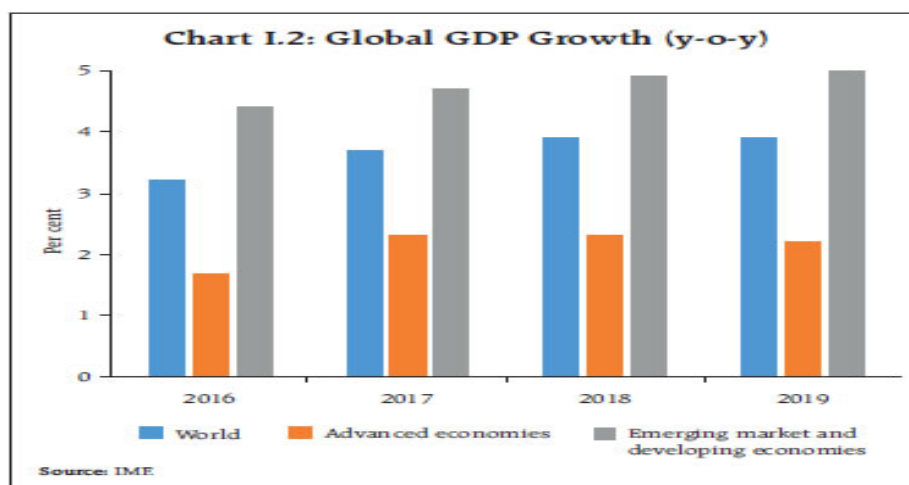
After languishing for five consecutive quarters, economic activity in India is quickening, as estimates and high frequency as well as survey-based indicators etch out for the second half of 2017-18. Growth is strengthening and several elements are coming together to nurture this nascent acceleration: expectations of a record food grains output; strong sales growth by corporations; depleting finished goods inventories; and, restart of investment in fixed assets by corporations pointing to renewal of the capex cycle. Several services sectors, including the information technology sector in terms of its international competitiveness, have shown resilience. These are some of the developments that support brighter prospects for the Indian economy in 2018-19. A significant development has been that this time around, the step-up in growth is propelled by a revival of investment on the demand side and manufacturing on the supply side. This outlook will be lifted by tailwinds from demonetization and implementation of Goods and Services Tax (GST).

The path of inflation will likely be influenced by effects of the increase in house rent allowances (HRAs) for central government employees, which is purely statistical and has to be looked through to gauge true inflation developments.

Conclusion

To summarize, aggregate demand is expected to improve in 2018-19, supported, inter alia, by the improving GST implementation, the recapitalization of public sector banks and the resolution of distressed assets under the IBC. Rural and infrastructure sectors are identified as thrust areas in the Union Budget, which could energize aggregate demand. With the acceleration in global trade, the Indian economy could benefit from buoyant external demand. In addition to the usual monsoon related uncertainty, inflation faces upside risks from a variety of other sources, especially due to the oil prices, the fiscal slippage, and (the statistical effect from) the expected increases in HRAs by the state governments. The purely direct statistical impact of the HRA adjustment on CPI will be looked through while formulating monetary policy. Uncertainty over the pace and timing of monetary policy normalization by the systemic central banks in advanced economies, protectionist tendencies and fears of a trade war pose significant risks to the baseline inflation and growth paths.

(Source: <https://rbi.org.in>)



(Source: <https://rbi.org.in>)

Indian Scenario

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organization (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

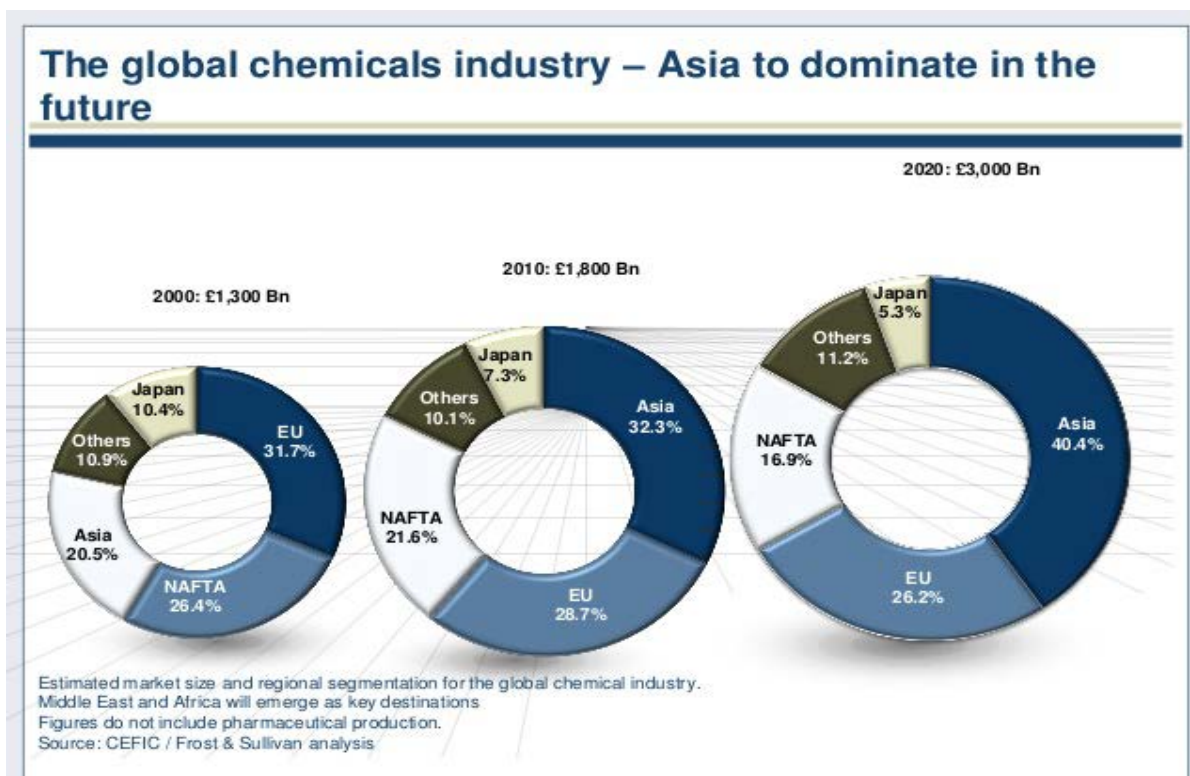
(Source: <https://www.ibef.org/economy/indian-economy-overview>)

GLOBAL CHEMICAL INDUSTRY

Chemical industry has been one of the largest manufacturing industries of the world. Air, water, natural gas, metals, oils and minerals are the raw materials that are generally processed to manufacture a variety of chemical products used across the globe.

The global chemical market is segmented on the basis of product type and geography. Asia-Pacific Chemical Market Size on the basis of product type the market is segmented into protective coating, adhesive sealants, concentrate mixtures, Asphalt additives and flame retardants. The largest share in the market is accounted by protective coating. To resist from high level of wear and tear, paints, primers, lacquers, varnishes and stains are used as protective coating. On the basis of geography, the market is segmented into America, APAC and EMEA.

According to the report, “Chemicals Market Global Report 2017”, in 2016, it has been observed that about 60% of the market share was accounted by Asia and it became the largest region in the chemicals market. Asia Pacific chemical market has been the fastest growing because of excellent performances by China and India. Half of the sales of Asia chemical market were accounted by China itself. Singapore and Japan regions have also been important markets in Asia. The main reasons for growth in Asian region have been the low cost of labour and concentration of manufacturing industries which further led to dominance in global market. With the market share of 20%, America has accounted the second largest region and with 19% market share, Europe followed with the third largest region across the globe.



(Source: <https://image.slidesharecdn.com/frostsullivan-keysectorsdrivinggrowthopportunitiesinthesub-saharanafrikanchemicalsmarket-chemexponov-131114070918-phpapp01/95/key-sectors-driving-growth-opportunities-in-the-sub-saharan-african-chemicals-market-17-638.jpg?cb=1384413420>)

Recently, in order to eliminate the negative impact of chemical manufacturing on environment, sustainable and eco-friendly methods are being used by chemical companies in large amounts. Due to innovation and development in the chemical market, the companies have started using alternative fuels to produce chemical products like- use of carbon dioxide which is naturally available, industrial products and other substances. To produce high concentrated detergents, methasis is being used, which is a green technology. It reduces energy consumption that further minimizes the harmful effect on environment.

BASF, Mapei, RPM, Sika and W.R. Grace &Co. are the major vendors in the Global Construction Chemical Market Trends. Many local vendors of the region also dominate the global chemical construction market by offering the products at low cost.

(Source : <https://www.kenresearch.com/blog/2017/09/global-chemical-industry-growth-market-report-ken-research/>)

The European chemical industry is facing major challenges as value chains increasingly move eastward, drawn by economic growth and market opportunities in Asia. A new, more competitive environment is taking shape, giving rise to state-controlled players and emerging chemical giants. Fragile economic conditions require managing volatility on a playing field where trade flows gradually change direction. Understanding what these challenges mean, and more



importantly, identifying the right strategic options to thrive in this new competitive environment are at the top of every chemical executive's agenda.

Since the mid-1980s, the global chemical industry has grown by 7 percent annually, reaching €2.4 trillion in 2010. Most of the growth in the past 25 years has been driven by Asia, which now owns almost half of global chemical sales. If current trends continue, global chemical markets are expected to grow an average 3 percent in the next 20 years, mostly pushed by the major players in Asia and the Middle East. Enjoying a home-field advantage, Asian players are positioned to own two-thirds of the market by 2030.

Meanwhile, growth in Europe is expected to be moderate at just 1 percent. In fact, Atkearney expects more than 30 percent of jobs to be lost in the European chemical industry by 2030 as a result of slow growth and productivity gains. Considering the stable, slow, and somewhat linear evolution of the European chemical industry, the "ruler strategy" is likely to apply in the next two decades. This strategy disputes the emergence of disruptive market events, arguing that the chemical industry will largely continue to follow the trend of recent years. This is because of the dominance of robust shifts in the global economy, asset longevity, absence of major chemical revolutions and continuing innovation in established areas such as biotech and fuel cells. If the ruler strategy is accurate, Asia will dwarf North American Free Trade Agreement (NAFTA) countries and Europe in terms of chemical production by 2030.

Customer industries will continue their move to Asia, ending the dominance of Western demand patterns and giving rise to a multipolar playing field with diverging requirements. The changing direction of trade flows between the Middle East-Asia region and Europe will also contribute to the sheer dominance of Eastern players.

(Source: <https://www.atkearney.com/documents/10192/536196/Chemical+Industry+Vision+2030+A+European+Perspective.pdf/7178b150-22d9-4b50-9125-1f1b3a9361ef>)

INDIAN CHEMICAL INDUSTRY

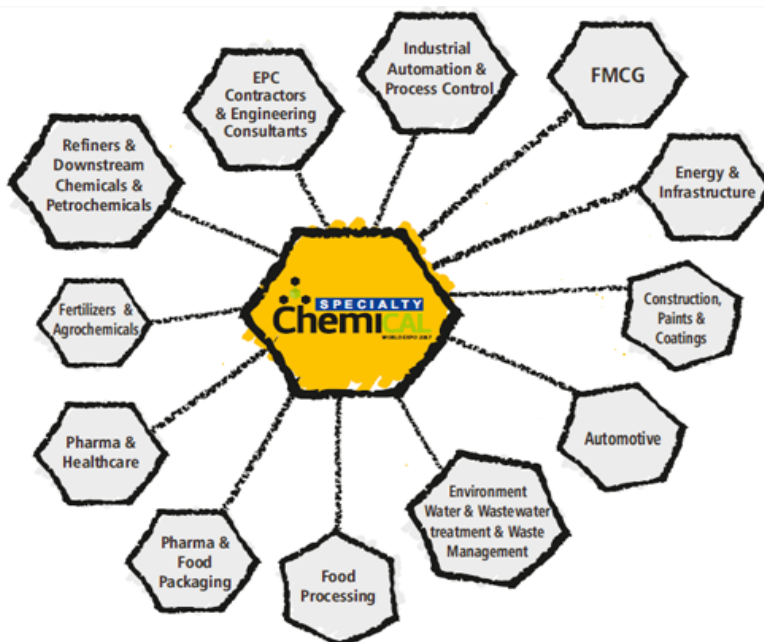
The Indian chemical industry is a critical part of the Indian economy. With more than 80,000 products for downstream industries like automotive, textiles, pharmaceuticals, personal care, construction & engineering, food production and processing etc.

Buoyed by favourable megatrends, the Indian Chemical industry has grown at 7.6% over the past 6 years to reach US 155 Bn in FY 2016. Indian chemical market is poised to grow @ 9.3% till 2025 with the Speciality chemicals growing with a CAGR of above 12% till 2025.

India has the potential of becoming no. 4 chemicals consuming country given the huge market. But whether the demand will be met by domestic production has a question mark. That is in the context of the emerging market scenario, with the gap between supplies and demand continuously increasing in recent years and the same being catered by imports. The sector needs global scale infrastructure, logistics, Ease of doing business and feedstock at competitive prices to be made available.

(Source : <http://ficci.in/sector-details.asp?sectorid=7>)

Specialty chemicals business is referred to as a knowledge-based one that caters to different applications that make the business more complex. Manufacturers can create a niche for products having higher and more stable margins. The Indian specialty chemical industry is in a sweet and positive situation. It is characterized by substantially lower penetration against a user base that sees increasing globalization and higher disposable income. Besides these, the industry is also benefiting from macro-economic trends.



(Source: http://www.chemtech-online.com/graphics/chemical_connects_new.png)

The Indian market for specialty chemicals is expected to reach US\$ 50 Billion by the end 2018. Driven by the strong growth outlook for end use industries, the domestic market for specialty chemicals is expected to grow strongly, buoyed also by the increased adoption of specialty chemicals and their increased usage in different products categories. Paints coating and construction chemicals, colorants, Active Pharmaceutical Ingredients (APIs), personal care chemicals and flavors & fragrances are the specific segments that are expected to do well in the Indian market.

Indian specialty chemical companies are also strong in the export market with colorants, dyes and pigments being the key export oriented products. India exports specialty chemicals to Asia-Pacific countries where it scores on competitive scale of production. India also exports to developed countries of Europe and USA. India has talented, low cost manpower in addition to the low cost of production and this is a definite advantage in the export markets. India has also ensured that it is abreast of global regulations and competitive manufacturing practices. These measures have also enhanced the competitiveness and cost effectiveness of the manufacturers in the local market.

(Source: <https://www.businesswire.com/news/home/20130214005698/en/Research-Markets-India-Specialty-Chemicals-Market-Outlook>)

Key Features Of The Indian Specialty Chemicals Industry

- India is the second largest leader in Specialty chemicals and contributes 2.11 per cent into the GDP.
- Between 2000 and 2015, the Indian chemical industry witnessed foreign direct investment worth 10.49 billion US dollars.
- India constitutes 3% of the global specialty chemicals market and has a growth potential of 6 per cent by 2020 opening up more opportunities for employment and investment.
- Specialty chemicals are a key component of economic development under the Make in India Initiative.

(Source : http://www.chemtech-online.com/events/chemtech_south_2017/specialty_chemicals/index.html)

The Potential For Growth/Opportunities Related To The Specialty Chemicals.

Development of any economy or country is directly linked to the per capita consumption of chemicals. The chemical industry is a key enabler for other industries. As chemicals are consumed in varying proportion by every industry (rightly from electronics to paints, from pharmaceuticals to cosmetics), without chemicals sustainable development of other sectors is not possible.



The growth for speciality chemicals is driven by both domestic consumption and exports. Speciality chemicals have applications across consumer (eg. personal care chemicals), industrial (eg. water chemicals) and infrastructure (eg. Construction chemicals) segments are driven by the overall growth of the Indian economy.

Tightening environmental norms (eg. REACH regulations) in developed countries and the slowdown in China (in certain segments) are contributing to the growth of exports.

Agrochemical growth has a strong linkage to the growth of the rural economy. In certain segments (such as agrochemicals, dyes and pigments, flavours and fragrances), a significant proportion of production in India is exported. Exports are growing rapidly as India is becoming an important manufacturing hub for such chemicals.

“Make in India” campaign is also expected to add impetus to the emergence of India as a manufacturing hub for the chemicals industry in the medium term.

(Source : <http://www.worldofchemicals.com/media/focus-on-speciality-chemicals-industry-in-india/143.html>)

Challenges Faced By The Speciality Chemicals Industry In India.

India stands out as far as demography and availability of technical manpower are concerned. Speciality chemicals industry stands to gain rich dividend from this. The critical success factor for the industry is its capability to provide product/application development at a favourable price-performance ratio. The cost centre in this sector is in the areas of product development and marketing activities, hence the focus on improving products and usage intensity of speciality chemicals, to develop new products to give them a competitive edge in the marketplace, with unique features and benefits.

One of the main challenges will be to focus on taking the industry to the Green zone – eco-friendly products and processes, address the pollution issues and ensure zero discharge in water and air. This would also mean that industry has to look at developing proper technology that helps in moving towards green zone.

Other three systemic challenges the sector is confronted with are fragmentation and lack of scale, commoditization and regulations. Ability to scale up, offering differentiated products through innovation, implementing an effective sales and marketing strategy, and maintaining high levels of regulatory standards clearly separate winners from the crowd in this space.

(Source : <http://www.worldofchemicals.com/media/focus-on-speciality-chemicals-industry-in-india/143.html>)

KEY TRENDS IN THE MARKET

1. **Regulatory And Environmental Considerations:** Developed markets are tightening their import regulations due to environmental concerns and also to protect domestic manufacturers. The regulation which has maximum impact on Indian exports is the European Union’s REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals), which came into force on 1st June 2007 and addresses the production and use of chemicals and their potential impact on human health and the environment. Significant impact of REACH will be felt with the implementation of Phase 3, which is scheduled to come into force by 1st June 2018 and would regulate any chemical supplied to EU at quantities of 1 tonne p.a. or more. REACH increases the safety, health and environmental compliance of chemicals manufacturers supplying to EU, and as a result affecting underlying process costs. While most scaled up exporters are already in the process of becoming REACH compliant, mid to small scale Indian companies are likely to find this difficult. This would separate the well prepared companies from the rest of the pack and would be a key source of differentiation.
2. **Shift of Production to Asia:** Many MNCs are focusing on Asia, particularly India and China, as their manufacturing hubs as a result of tighter environmental norms in the west. At the same time, lower cost of production and availability of skilled manpower in Asian countries have further aided this process. This has been particularly evident in relatively standardized products with low differentiation, such as textile chemicals and dyes and pigments, wherein IP protection hasn’t been a significant threat. Recently, tightened pollution control norms in China have led to multiple plant shutdowns in the country in chemicals and other manufacturing segments. As a result of this, Indian chemical manufacturers have gained from production shift to India, especially visible in segments such as Dyes and Pigments.

Going forward, Avendus anticipates inbound M&A to be more rampant than outbound and domestic transactions. Several MNCs have been present in India for some time (BASF, Bayer, Clariant, Nalco, Huntsman, etc.) and are focusing on both



organic and inorganic strategies to capture the growing opportunity in this space. Other MNCs have recently entered India through M&A (like Kerry, Takasago, Chryso, Nihon Nohyaku, etc.).

In a limited way, Indian companies are also engaging in M&A activities for expanding their market presence and product portfolio. Some Indian companies (UPL, Kiri, Dorf Ketal, etc.) have acquired companies overseas to expand their footprint. There have also been a number of acquisitions by other Indian companies (Rallis, Coromandel International, Oriental Aromatics, etc.) to expand their product portfolios and also grow their India presence.

(Source : https://www.avendus.com/media/35472/avendus_specialty_chemicals_report.pdf)

ROAD AHEAD

The chemicals industry is expected more than double and touch USD 300 billion by 2025 from USD 147 billion now, according to Chemexcil.

"The chemical sector is expected to double to USD 300 billion by 2025, clocking an annual growth rate of 15-20 per cent. To achieve this, government is also working on a draft chemical policy that will focus on meeting the rising demand for chemicals and reduce imports," chemicals export promotion council (Chemexcil) chairman Satish Wagh told PTI here.

The industry is also targeting chemical exports of USD 18 billion by 2020 from USD 12 billion in FY17. In the first half of this fiscal, exports rose almost 27 per cent to USD 7.19 billion.

(Source: <https://www.ibef.org/news/chemical-industry-to-more-than-double-to-us-300b-by-2025>)

The chemical industry is slowly and steadily getting its charm back after a period of lull. The vastly cyclical industry is finally wading its way through tough waters, after being at the wrong end of the global economic crisis. For 2018, the global chemical industry is expected to get off to a buoyant start majorly driven by the U.S. market. Rebounding oil prices, massive capacity expansions of C2/C3 & derivatives, and large ethane exports to the East will be major drivers propelling profitability of the industry.

Favorable manufacturing policies in the U.S. are expected to propel both domestic and export demand for chemicals and derivatives alike, during 2018. In Europe and the U.K., the industry is expected to remain sluggish on the back of high operating costs and unfavorable operating margins. Europe is expected to become a net importer of several chemicals on the back of escalating margin pressures as well as changing demand patterns. Asia is expected to be driven majorly by India and China. However, stricter environmental laws in China will be the major talking point. These laws will translate into higher costs for domestic chemical manufacturers in China.

Chemical manufacturing firms will continue to strategically rationalize their product portfolio by spinning off non-core business and businesses that are grappling with weak demand. The industry will continue witnessing strong M&A activities through 2018, as firms will continue looking at strategic partnerships to take advantage of scale and synergies across the portfolio. Also, cost-cutting measures and the need to stay ahead of the curve will continue to be chemical manufacturing firms' major focus areas.

Some commodities will continue to remain tight regionally while some will be available in abundance. Titanium dioxide, caustic soda, hydrochloric acid will continue to remain at a premium, whereas the likes of ethylene, propylene and methanol will remain in abundance.

In conclusion, the industry's impetus will continue through 2018 and beyond, backed by sustained strength across key demand segments, an improving world economy and massive shale-linked capital investment. Demand for U.S. shale from the East, driven by India and China, will be the major talking point for 2018 as new crackers in China might be fed by the U.S. shale. Increased focus on cost, productivity, operational efficiency and expansion through acquisitions will help chemical makers in this volatile environment.

(Source : <https://www.gep.com/mind/blog/chemical-industry-2018-and-beyond>)



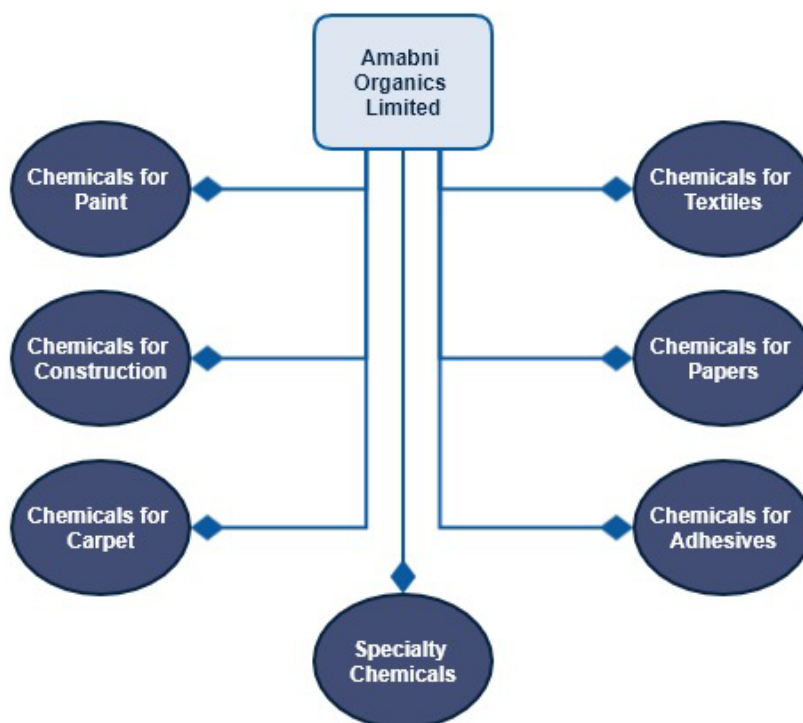
OUR BUSINESS

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 'Financial Information' and the chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos. 10, 139 and 188 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 Ambani Organics Limited.

Overview

Ambani Organics Limited is a manufacturer, processor, importer, supplier and exporter of water based speciality chemicals used in Paper Industry, Paint Industry, Textile Industry, Carpet Industry, Adhesive Industry, etc. Our Company was incorporated in the year 1985 and is engaged in the business of speciality chemicals for more than 3 (three) decades. We are an "ISO 9001:2015 – Quality Management System" certified company and we have also obtained GOTS (Global Organic Textiles Standards) certification for some of our textile industries chemicals.



Over the years we have developed good standing with our customers from various industries to whom we have supplied speciality chemicals such as Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers. We have dedicated industry based marketing managers who market our products to the specific industry which has been allocated. Our marketing activities are headed by our Directors, with Mr. Rakesh Shah concentrating on our overseas marketing.

Our Company has 2 (two) manufacturing facilities in Maharashtra located adjacent to each other with one at Plot No. N-44, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506 and the second manufacturing facility at Plot No. N-43, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506.

We have a dedicated in-house Research & Development and Quality Assurance/Quality Control Team which undertakes rigorous testing and quality management. Our R&D Centre is located at Plot No. N-55, MIDC Tarapur Boisar, Thane, Maharashtra – 401506. Our dedicated R&D team tests the raw materials procured and the products manufactured. The R&D team is instrumental in maintaining the high quality of our products.



The restated standalone revenue for the past three years were ₹ 3,273.26 lakhs, ₹ 5,235.74 lakhs and ₹ 6529.51 lakhs for the Financial Years 2015-16, 2016-17 and 2017-18 respectively. The restated standalone net profits increased from ₹ (38.89) lakhs to ₹ 83.17 lakhs to ₹ 182.30 lakhs for the periods 2015-16, 2016-17 and 2017-18 respectively.

OUR STRENGTHS

Diversified product portfolio catering to customers from varied industries

Our Company offers a range of over 100 speciality chemicals under the “AOPL” brand, which are used in various industries and for various applications. Some of the industries we cater to are (a) Paper industry, (b) Textile Industry, (c) Adhesive Industry, (d) Paint and Construction Industry and (d) Carpet Industry. Our products include binders, PVP Emulsions, Acrylic Emulsions, Textile Auxiliaries, Detergent formulation, Acrylic Polymers, Adhesives, Styrene Acrylic, Defoamer, Dispensers, Butyl Acrylate based Terpolymer, Thickeners, Paint Driers etc.

Strong R&D capability with focus on innovation and continuous improvements

Our R&D efforts place significant emphasis on improving our production processes, improving the quality of our present products and creating new speciality chemicals. Our R&D efforts are driven by customer needs, in terms of meeting specific needs that our direct customers communicate to us prior to us manufacturing our products. Our Research & Development centre is located at N-55, MIDC, Tarapur Boisar, Thane, Maharashtra which is adjacent to our manufacturing unit. This is instrumental in the success of our Company, as all the speciality chemicals manufactured and raw materials procured are screened for quality and are sent for dispatch only after they have been cleared by the R&D team.

Experienced Management and well trained Employee Base

Our Promoter, Mr. Rakesh Shah and Mrs. Apooni Shah have been engaged in the speciality chemical manufacturing business for the last 22 years and 16 years, respectively and have a proven background and rich experience in this field. Our Promoters have over the years, expanded our scale of operations manifold. For further details of our Promoter’s experience and background, please refer the chapter titled “Our Promoter and Promoter Group” on page no. 132 of this Prospectus.

Further, our Company is managed by a team of experienced and professional personnel. The team comprises of personnel having technical, operational and business development experience. We believe that our management team’s experience and their understanding of the specialty chemicals business will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, reliance on independent agents, and fluctuations in speciality chemicals prices.

Established Marketing Setup and Diversified Customer Base

Over the years we have established a strong customer base and an unyielding marketing setup. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Sales & Marketing team is headed by Mr. Subhash Gupta who operates under direct supervision of our Director, Mr. Rakesh Shah and the guidance of Mr. Sharad Kothari. Through their vast experience and excellent rapport with clients, our Directors play an instrumental role in creating, maintaining and expanding the customer base for our Company. Our reputation of timely delivery and quality of products has helped us retain our clients and is instrumental in expanding our base towards new clients. We have developed and are continuously developing a marketing network across various states in India as well as in countries outside India.

Mr. Rakesh Shah also majorly handles the marketing and customer acquisition for our export customers. Our Company has dedicated marketing managers who market our products based on the customer industry type viz. – Textile Auxiliary Industry, Paper Industry, Paint Industry, Adhesive Industry, Construction Industry and Carpet Industry.

We have an efficient sales & marketing team which consists of well experienced and professional people to develop, maintain and increase relations with our customers. Our marketing team also plays an important role in the development of new products based on their study and feedback on latest industrial needs. We maintain our customer relations by providing quality, timely delivery, maintaining design confidentiality and also suggesting them value added propositions.



Fully Integrated Manufacturing Facilities

We carry on all of our core manufacturing activities in-house and there is no substantial dependence on job-work of external manufacturing. Our manufacturing unit is fully integrated and self-sufficient. The raw materials and consumables are readily available. Further, all other utilities like fuel, power and human resources have posed no hurdle till date. All the equipments required for manufacturing the products are in place.

We have two manufacturing facilities with our primary manufacturing facility being located at N-44, MIDC, Tarapur, Thane, Maharashtra and our second manufacturing facility is located at N-43, MIDC, Tarapur, Thane, Maharashtra.

Strategic Location of Manufacturing Facility, R&D Facility and Storage Units

Our Company's Manufacturing Units are located in Tarapur, Maharashtra. Our R&D facility and our Storage Unit are located adjacent to our Manufacturing Units.

All our Units / Facilities are strategically located with the following benefits:

- Our Registered Office and Manufacturing facility (1) - "N-44", situated at Tarapur, Maharashtra is located in proximity to the city of Mumbai and is within a radius of 20 km from the National Highway 8.
- Our Manufacturing facility 2 cum storage unit - "N-43", situated at Tarapur, Maharashtra is located in proximity to the city of Mumbai and is within a radius of 20 km from the National Highway 8.
- The R&D Facility - "N-55" is located adjacent to the Manufacturing Unit, thereby allowing for easier development and testing of our products.
- Raw materials sourced locally and internationally are easily available and / or deliverable from the manufacturers located in Maharashtra to our Units as majority of our suppliers have nationwide reach.
- Skilled and semi-skilled workers are easily available in Tarapur, Maharashtra in view of the large number of existing and upcoming manufacturing industries / sectors in these areas.
- Government has created various infrastructural facilities conducive for growth of all manufacturing companies.

Awards, Certifications and Membership

Our Company received "ISO 9001:2015 – Quality Management System" by Quality Research Organisation (QRO Certification Agency). The ISO certificate covers the activities of Manufacturer and Exporter of Binders, Paint Emulsions, Adhesives, Construction Chemicals, Acrylic Co-Polymers and Synthetic Resins. This certification was first received to our Company in the year 2016.

On February 06, 2017, the Indian Achievers' Forum awarded our Promoter Mr. Rakesh Shah the Indian Achievers' Award for Industrial Development during the National Seminar on "Make in India: Prospects and Opportunities".

Our Company was given a certificate of membership – for being a member in good standing of Indian Paint and Coating Association on January 01, 2018.

Our Company has obtained GOTS (Global Organics Textile Standards) Certification for a wide range of products used by the textile industry.

For risks related to our business, our Company and our industry, see "Risk Factors" on page no. 10 of this Prospectus.



OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a speciality chemicals manufacturer and also to set-up our own distribution channel network. The diagram below represents our continuous growth philosophy being implemented on a day-to-day basis.



Augment our fund based capacities in order to scale up business operation

Our business operations are working capital intensive. In order to effectively expand our Business arenas/ services and also diversify the operations in various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital.

We expect to increase our volumes, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this issue and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities in short term as well as longer duration services in our business. For further details regarding the working capital being raised through this Issue, please refer to section “Objects of the Issue” on page no. 63 of the Prospectus.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous project review and timely corrective measures in case of diversion and technology upgradation are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing our brand value and maintaining long term relationships with customers.



Leveraging our Market skills and Relationships

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our client relationship and renewing our relationship with existing buyers.

Increasing Operational efficiency

We continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, R&D activities, customer service, consistent quality and technology development. Alignment of our people to 'process improvement' through change management and upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees. Managerial expertise, trained workforce and modernization of the manufacturing units results in consistent high level of productivity. Also, we have established modern production facilities at each of our plant and we are continuously on the look- out for new/ updated technologies. Our investments in these value adding equipments / attachments to our machines has resulted in twin benefits of consistent high quality and improved productivity, ensure enhanced operational efficiency.

Increase our geographical reach

We seek to leverage our R&D capabilities to expand further into different domestic and international markets, where we primarily aim to become the preferred supplier of speciality Chemicals. We have excellent relationship with our existing customers; for marketing and we would work to strengthen our relationship further with these companies so as to extend the reach of our products.

DETAILS OF OUR BUSINESS

LOCATION

We currently operate from the following offices, manufacturing units, storage unit and utility units in Maharashtra:

Registered Office cum Manufacturing Facility (1)

Our Registered Office which also our Manufacturing Facility (1) is located at Plot No. N-44, MIDC, Tarapur Boisar, Thane, Maharashtra 401 506.

Manufacturing Facility (2) cum Storage Unit

Our Manufacturing Facility (2) cum Storage Unit is located at Plot No. N-43, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506.

Corporate Office

Our Corporate Office is located at Plot Office no. 801, 8th Floor, “351 ICON”, Western Express Highway, Andheri (East), Mumbai – Maharashtra – 400 069.

Quality Assurance / Quality Control and Research & Development Facility

Our Company conducts its QA/QC and R&D activities at Plot No. N-55, MIDC, Tarapur Boisar, Thane, Maharashtra – 401 506.

For further details of ownership / lease / leave and licence of the above locations, please refer to “Our Business – Properties” on page no. 96 of this Prospectus.



EXISTING MANUFACTURING FACILITIES

Our Company's manufacturing facilities are located at N-44, MIDC, Tarapur Boisar, Thane in Maharashtra – 401 506 and N-43, MIDC, Tarapur Boisar, Thane in Maharashtra – 401 506.

Manufacturing Facility (1)

We began production at this facility in the year 1991. We offer a wide range of products from this facility which are classified into Textile Auxiliaries, Acrylic Polymers and Binders.

This Unit is accredited with ISO 9001:2015 certification by QRO Certification LLP (India). For further information, please refer “Government and Other Approvals” on page no. 209 of this Prospectus.

Manufacturing Facility (2)

We began production at this facility in the year 2018. This facility is used for manufacturing paint driers which is supplied to the Paint Industry.

This facility is also used as a storage unit where the finished products are stored before being dispatched to the customers.

PLANT AND EQUIPMENT

Our Manufacturing Facility (1) has the below Plant & Equipment:

Sr. No.	Equipment Name	Capacity	Quantity
1	R1 Reactor S.S.316 (Jacketed) (With Motor Croumpton, Gear Box vertical, Condenser, Stirrer Anchor with Blade)	13 Tonnes	01
2	R2 Reactor S.S 316 (4” Coil) (With Motor Croumpton, Gear Box vertical, Condenser, Stirrer Anchor with Blade)	22 Tonnes	01
3	R3 Reactor S.S. 316 (4” Pipe Coil) (With Motor Croumpton and Gear Box vertical)	22 Tonnes	01
4	R1 Reactor Emulssion Reactor (Without jacket) (Motor Croumpton and Gear Box)	8 Tonnes	01
5	R1 Catlish Mixer Open Top	750 Litres	01
6	R1 Catlish Mixer S.S. 316 Top Open	1250 Litres	01
7	R2 Emulssion Reactor	18 Tonnes	01
8	R2 Catlish Mixer Top Open (Jacketed)	1300 Litres	01
9	R2 Catlish Mixer Dish Top & Bottom	2 Tonnes	01
10	R4 Reactor S.S. 316 (Jacketed)	6 Tonnes	01
11	R4 Emulssion Reactor S.S. 316 (Without Jacket)	5.5 Tonnes	01
12	R4 Catlish Mixer S.S. 316 Top Open	600 Litres	02
13	R5 Reactor S.S.316 (Jacketed)	2 Tonnes	01
14	R5 Emulssion Reactor S.S.316 (Without Jacket)	1900 Litres	01
15	R6 Reactor S.S.316 (Jacketed)	2 Tonnes	01
16	R6 Emulssion Reactor S.S.316 (Without Jacket)	1900 Litres	01
17	R7 Reactor S.S. 316 DEF	2.72 Tonnes	01
18	R8 Pilot Reactor S.S.316 with M.S. Jacketed	250 Kg	01
19	R8 Emulssion Reactor S.S.316	160 Litres	01
20	FRP Cooling Tower	4000TRF	01
21	Steam Boiler	1 Tonne	01
22	D.M Water Plant	750 Litres	01
23	Weighing Balance	Various	08
24	Compressor Machine	200 Litres 7.5 HP 1450 RPM	01



25	Compressor Machine	50 Litres 2 HP 2900 RPM	01
26	Compressor Machine	30 Litres ½ HP	01
27	D.G. Set	125 KVA	01

Our Manufacturing Facility (2) has the below Plant & Equipment:

Sr. No.	Equipment Name	Capacity	Quantity
1	R1 Reactor S.S.316 (Jacketed) (With Motor Croumpton, Gear Box vertical, Condenser, Stirrer Anchor with Blade)	2.5 Tonnes	02
2	R3 Reactor S.S. 316 (4" Pipe Coil) (With Motor Croumpton and Gear Box vertical)	950 Litres	01
3	Top Open Vessel Trolley	550 Litres	01
4	Filter Press	21 Plate	01
5	Charging Pump	3 HP	01
6	Vacuum Pump	7.5HP	01
7	Cooling Tower	-	01
8	LDO filling pump	-	01
9	Hytham Cooling Pump	-	01
10	Boiler Thermic fluied with Requirator	500 Kg	01
11	Blower with Motor with LDO Service Pump	-	01
12	Hytham Transper pump with Motor	7.5HP	01
13	Compressor Machine (Double Cylinder)	200 Litres 7.5 HP 1450 RPM	01
14	Compressor Machine (Single Cylinder)	50 Litres 2 HP 2900 RPM	01
15	Hytham Storage Tank	1500 Litres	01
16	Expansion Tank	530 Litres	01
17	L.D.O. Service Tank	1500 Litres	01
18	Water Storage Sintex tank	1000 Litres	01
19	Aluminium Tank	570 Litres	01
20	Transper Pump	-	01
21	Stirrer with Motor	-	01
22	Handpump	50 Litres / Minute	02
23	DG Set	63 KVA	01
24	MCC Panel with Capacitor	200Amp	01
25	VFD	100V	01
26	Fire Cylinder	5 Kg	05

Note:

We confirm that the proceeds received from the Initial Public Offer will not be used for purchase of any machinery.

PRODUCTS

Our Company manufactures a wide range of products which can be classified into Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers. Our Company supplies products to various industries such as Textile Industry, Paper Industry, Adhesive Industry, Paint and Construction Industry and Carpet Industries.

Our Speciality chemicals supplied to Textile Industry, Paper Industry, Adhesive Industry, Paint and Construction Industry and Carpet Industry are manufactured at our N-44, MIDC Manufacturing Facility (1) and our specialty chemicals (Paint Driers) are manufactured at our N-43, MIDC Manufacturing Facility (2).



The varied range of our product offerings is as below:

- **Textile Industry**

Sr No.	Product	Type	Description
1	AOPL 94 Self Thickening Binder	Binder	AOPL 94 is a self cross linking and self thickening acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL 940 is used mainly used in table printing for cloth.
2	AOPL 280 Self cross linking PIGMENT BINDER		AOPL 280 is a self cross linking acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL 280 is used mainly in pigment printing on cellulosic fabrics. It can be used in zari, khadi etc.
3	AOPL 540 Self cross linking extra soft/extra fast Binder		AOPL 540 is a self cross linking acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL 540 is used mainly in paerl, khadi and zari and white ink.
4	AOPL 4000 Self cross linking extra soft		AOPL 4000 is a self cross linking acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL 400 is used mainly in pigment printing on synthatic fabrics.
5	AOPL ABX Poly Vinyl Acetate Emulsion with Internal Plasticizer	PVA Emulsion	AOPL ABX is a milky white internally plasticized poly vinyl acetate dispersion which imports a soft handle on textiles and ensures full light fastness and non yellowing properties on the treated fabrics retaining their luster. It is used for durable finishes for cotton, linen, polyester, rayon and various blends.
6	AOPL APL Self Thickening Binder	Acrylic Emulsion	AOPL APL is a self cross linking and self thickening acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL APL is used mainly in pearl, khadi and zari.
7	AOPL EM40 Polyvinyl Acetate Emulsion	PVA Emulsion	AOPL EM40 is a milky white poly vinyl acetate dispersion which imports a firm handle on textiles and ensures full light fastness and non yellowing properties on the treated fabrics retaining their luster. It is used for durable finishes for cotton, linen, polyester, rayon and various blends.
8	AOPL EM50 P Plasticized Homopolymer		AOPL EM50 P is a milky white poly vinyl acetate dispersion which imports a soft handle on textiles and ensures full light fastness and non yellowing properties on the treated fabrics retaining their luster. It is used for durable finishes for cotton, linen, polyester, rayon and various blends.
9	AOPL EM 50 Soft Polyvinyl Acetate		AOPL EM50 is a milky white poly vinyl acetate dispersion which imports a soft handle on textiles and ensures full light fastness and non yellowing properties on the treated fabrics retaining their luster. It is used for durable finishes for cotton, linen, polyester, rayon and various blends.
10	AOPL GB Acrylic binder for gold bronze metal powder printing	Specialized acrylic emulsion	Viscous Milky White paste for gold bronze metal powder printing.
11	AOPL – Rafix T Cationic dye fixing agent for textiles	Textile Auxiliaries	AOPL –RAFIX T is a cationic fixing agent for reactive and direct dyes. The usage of this helps in fixation and wet fastness of dyed fabrics.
12	AOPL – Raynol RCNS T Concentrated Non ionic detergent	Proprietary detergent formulation	AOPL –RAYNOL RCNS T is a multipurpose concentrated scouring. / Non-ionic detergent with excellent wetting, dispersing and emulsifying properties
13	AOPL SAN Self cross linking Pigment Binder	Binder	AOPL SAN is a self cross linking acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL SAN is used mainly in pigment printing on cellulosic



			fabrics. can be used in zari, khadi etc.
14	AOPL SOL Self cross linking extra soft		AOPL SOL is a self cross linking acrylic emulsion having durable film properties with excellent thermal and mechanical stability. AOPL SOL is used mainly in pigment printing on hosiery fabrics & also used as water based clear plasitsol.
15	AOPL-T 29 Alkali Swellable Acrylic Thickener	Acrylic Polymers	OPL-T29 is a cross linked acrylic co-polymer. Upon addition of a base/alkali the diluted emulsion particles swell. Under these conditions the thickened emulsion clarifies and become highly viscous. These solutions of thickener are similar to solutions of natural gums of higher viscosity grades. The advantage over natural gums is that handling is much simpler as it is in liquid form. Solutions of this thickener suspend pigments and abrasives. AOPL –T29 is ideal for thickening various emulsions used in Textiles, Carpet, Paint and Leather industry.

• Carpet Industry

Sr No.	Product	Type	Description
1	AOPL 201 Acrylic Emulsion 36%	Acrylic Emulsion	These are Acrylate co polymer emulsion used as soft binder in tufted carpet secondary back coating. It gives excellent pliability. Application in primary & secondary backing in carpet back sizing, non woven carpets & fabrics. These differ in viscosity levels.
2	AOPL C 369 Acrylic Emulsion 46%		
3	AOPL C 411 Acrylic Emulsion 40%		AOPL C411 is an Acrylate co polymer emulsion used as soft binder in tufted carpet secondary back coating. It gives excellent pliability. These differ in viscosity levels.
4	AOPL C 3111 Acrylic Emulsion 42%		
5	AOPL MURA57 elastomeric acrylic rubber for carpet backing		AOPL MURA57 is new generation Acrylic copolymer dispersion, Apeo free and formaldehyde free designed for tufted carpet back coating.

• Adhesive Industry

Sr No.	Product	Type	Description
1	AOPL- 55PA	Pressure Sensitive Adhesive	Used for Pressure Sensitive Stickers, Stock Labels Etc.
2	AOPL – 303 - Lamination adhesive for high quality printed board	Vinyl acetate Acrylic Copolymer	These are vinyl-acrylic copolymer emulsion for high quality pvc lamination on board, film and Bopp substrates. These products differ in viscosity and pH levels.
3	AOPL – 308 - Lamination adhesive for high quality printed board		
4	AOPL – 404 - Lamination adhesive for high quality printed board		
5	AOPL – 408 - Lamination adhesive for high quality printed board		



6	AOPL – 505 - Lamination adhesive for high quality printed board		
7	AOPL – A117 - General purpose pressure sensitive adhesive	Acrylic Emulsion	AOPL –117 is a general purpose pressure sensitive adhesive for BOPP 9 biaxial oriented polypropylene tapes. This has a balanced shear and peel strength with good tack.
8	AOPL EM 50 A Woodglue	PVA Emulsion	AOPL Woodglue is a milky white poly vinyl acetate dispersion which imports a soft handle on paints and ensures full light fastness and non yellowing properties on the paints for retaining their luster.

• Paper Industry

Sr No.	Product	Type	Description
1.	AOPL 2259 Styrene Acrylic 50%	Styrene Acrylic	AOPL 2259 can be used as such or along with oxidized starch or casein as natural binders in coating formulations. It is compatible with china clay, calcium carbonate, whiting, titanium dioxide and most other standard pigments. It is mainly used for duplex paper board
2.	AOPL 2504 Styrene Acrylic 50%		Aopl 2504 is specialized fine particle size binder used for clay coating formulations. It is compatible with china clay, calcium carbonate, whiting, titanium dioxide and most other standard pigments. It is mainly used for duplex paper board.
3.	AOPL P DEF Silicone Defoamer	Defoamer	Uses of Defoamer: Textile Industry, Paper Industry, Dye Manufacturing Industry, Laundries, Paint Industry, Effluent Treatment Plants
4.	AOPL P DIS Dispersing Agent	Disperser	AOPL DIS is a pigment dispersant for aqueous systems. It is a low foaming dispersant, especially useful for dispersing inorganic pigments such as titanium dioxide, zinc oxide, clay with improved stability. It is efficient in a wide range of pH in various emulsion systems.
5.	AOPL – P252 Polymer dispersion for clay coating	Butyl Acrylate based Terpolymer	AOPL –P252 is a new generation, economical paper coating binder based on butyl acrylate versatic acid ester terpolymer. It can be used to impregnate paper sheets used in the manufacture of laminates, wallpapers and filters. It gives good water resistance, solvent resistance and dimensional stability.

• Paint and Construction Industry

Sr No.	Product	Type	Description
1.	AOPL C 76 Waterproofing Acrylic Emulsion	Waterproofing Acrylic Emulsion	AOPL-76 IS A modified acrylic polymer designed for cementitious compositions an excellent water proofing chemical. Widely used for waterproofing of terraces, rooftops, basements and crack filling.
2.	AOPL –C400 Flexible Cementitious Emulsion	Flexible Cementitious Emulsion	AOPL-C400 is a modified acrylic polymer designed for cementitious compositions an excellent waterproofing chemical. AOPL-C400 is widely used for waterproofing of vertical surfaces where cracks occur due to thermal expansion and contractions.
3.	AOPL – EM 50 Polyvinyl Acetate Dispersion	Vinyl acetate homopolymer	AOPL EM 50 can be used for low cost semi gloss paint applications for interior paint applications and also for cementitious substrates.
4.	AOPL MURA C 55	Acrylic Binder	AOPL MURA55 latex is developed as a high performing, high tensile strength polymer that, when formulated into a Elastomeric Roof Coating formulation, delivers improved toughness and hail resistance Coatings ,with excellent adhesion to polyurethane foam



			and a variety of other construction and roofing substrates.
5.	AOPL PA 561 Pure Acrylic 50%	Pure Acrylic	Surfactant stabilized fine particle size, excellent binding, good wet scrub, excellent color retention. UV resistant & low dirt pick-up.
6.	AOPL P DEF Silicone Defoamer	Defoamer	Uses of Defoamer: Textile Industry, Paper Industry, Dye Manufacturing Industry, Laundries, Paint Industry, Effluent Treatment Plants
7.	AOPL P DIS Dispersing Agent	Disperser	AOPL DIS is a pigment dispersant for aqueous systems. It is a low foaming dispersant, especially useful for dispersing inorganic pigments such as titanium dioxide, zinc oxide, clay with improved stability. It is efficient in a wide range of pH in various emulsion systems.
8.	AOPL PS 259 Styrene Acrylic 48%	Styrene Acrylic	Forms a hard, tough, flexible & glossy film. Excellent wet scrub & abrasion resistance. Excellent pigment loading characteristics. Alkali resistant. For use in low cost distemper/interior emulsion paints, cement primer & putty.
9.	AOPL PS 504 Styrene Acrylic 50%		Forms a hard, tough, flexible & glossy film. Excellent wet scrub & abrasion resistance. Excellent pigment loading characteristics. Alkali resistant. For use in superior quality exterior/interior emulsion paints with high sheen, textured coating & in construction chemicals.
10.	AOPL PS 3045 Styrene Acrylic 45%		Forms a hard, tough, flexible and glossy film. Excellent wet scrub and abrasion resistant. Excellent pigment loading characteristics, alkali resistant. For use in low cost washable distemper/ interior emulsion paints /cement primer. Can be use for economical exterior paint.
11.	AOPL PVB 55 Vam Acrylate Copolymer	Vam Acrylate Copolymer	Applications : Interior flat paint formulations
12.	AOPL PVV 50 VAM VEOVA ter polymer emulsion	Paint Binder	AOPL –V50 is a new generation, economical paint binder based on versa tic acid ester terpolymer. It can be used for both interior and exterior paints with good wet scrub resistance and hydrophobicity.
13.	AOPL PVV 55 Vam Veova Ter Polymer 55 %	Binder	Binder for Interior & exterior emulsion PaintsHigh Pigment Loading Capacity, Very good wet scrub resistance, Good colour development & superior weatherability.
14.	AOPL PT 29	Alkali Swellable Acrylic Thickener	Introduction AOPL-T29 is a cross linked acrylic co-polymer. Upon addition of a base/alkali the diluted emulsion particles swell. Under these conditions the thickened emulsion clarifies and become highly viscous. These solutions of thickener are similar to solutions of natural gums of higher viscosity grades. The advantage over natural gums is that handling is much simpler as it is in liquid form. Solutions of this thickener suspend pigments and abrasives. AOPL –T29 is ideal for thickening various emulsions used in Textiles, Carpet, Paint and Leather industry.

• Paint Driers (Paint Industry)

Our Company manufactures various types of paint driers such as:

1. Primary Driers: Act as oxidation catalysts, as their metal soaps exhibit more than one oxidation state. Primary driers catalyse cross linking of the resin and in the process hydroxyl, carbonyl and carboxylic groups are formed.
2. Through Driers: Ensure that a coating dries at a uniform rate throughout the body of the film. Primary driers without the presence of through driers would mainly dry the surface of the film, whilst the coating underneath would remain wet. Through driers are used to ensure that the coating dries at a uniform rate throughout the body of



the film not just at the surface. Through driers link fatty acid chains via oxygen-metal-oxygen bridges leading to cross-links.

3. Auxiliary Driers: Modify the effect of other driers but do not demonstrate any drying action on their own.

RAW MATERIALS

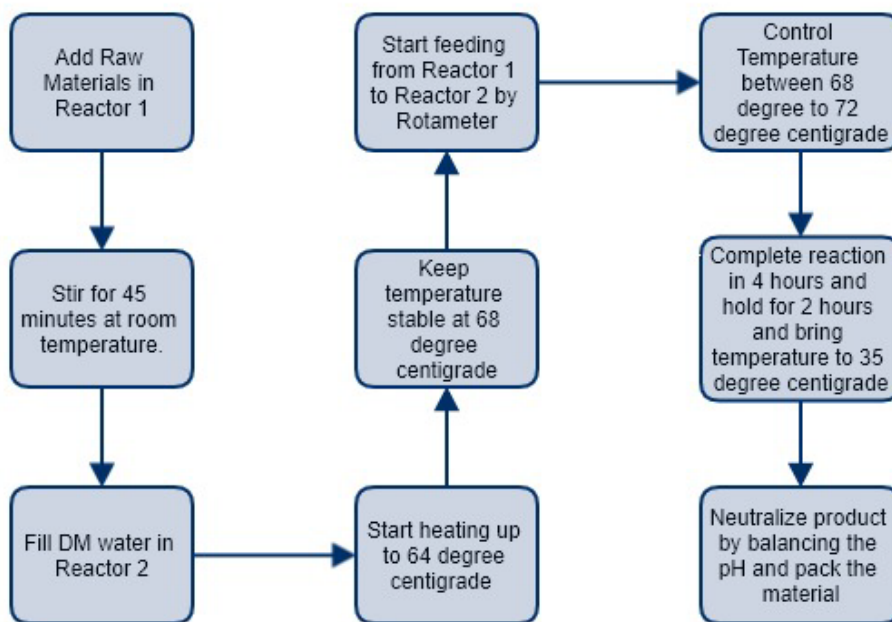
Our Company uses over 100 different raw materials for manufacturing their products. Our Company uses many chemicals and chemical reagents to manufacture the specialty chemicals that we offer. Our major raw materials are Butyl, Styrene Acrylic, Acrylamide, Dowfax, Potassium Persulfate. Raw materials are sourced through both domestic and international manufacturers and traders.

The raw materials once received are first tested before being put up for use.

The raw materials are stored under conducive conditions, depending upon the nature of the product. To reduce material handling damage and for easy accessibility raw material are stored and consumed in FIFO system.

MANUFACTURING PROCESS

While the manufacture of speciality chemicals is unique based on the specific requirements of our customers the general process followed for manufacture of these chemicals are as below:



1. Add the requisite chemicals and chemical reagents in the desired quantity and concentration in Reactor 1 and stir them at room temperature for the desired time as per requirements.
2. Water supplied by MIDC is filtered and all impurities are removed and de-mineralized and this De-Mineralized Water (DM Water) is filled in Reactor 2.
3. The Reactor 2 is then heated to the desired temperature usually between 64°C to 68°C.
4. Using the Rotameter the contents in Reactor 1 are transferred into Reactor 2 where the temperature is maintained at the desired level of 68°C to 72°C.



5. The reaction is allowed to be completed by keeping it in a steady position for the required time period and is cooled at room temperature.
6. The product is then neutralized and is tested under various parameters for pH levels, Viscosity and Solubility, Solid Content.
7. The product is discharged through a valve and is filtered and poured into High-Density Polyethylene Drums (HDP Drums) and Mild Steel Drums (MS Drums).
8. The product is then customized as per the requirements of the Customer by dilution in various percentages, addition of raw materials etc and is stirred as per requirement.
9. The final product is again tested under various parameters stated above.

The process for all products is similar with variations in Raw Materials, Temperature and Time duration.

INSTALLED CAPACITY

Capacity and capacity utilization for the last three years

Particulars	For the Financial Year		
	2015-16	2016-17	2017-18
Installed Capacity (MT)	700	2000	2000
Utilised Capacity (MT)	450	800	950
Utilised Capacity (%)	64.29%	40.00%	47.50%

PROPOSED CAPACITY UTILISATION

Particulars	For the Financial Year		
	2018-19	2019-20	2020-21
Installed Capacity (MT)	2500	3000	3000
Proposed Utilised Capacity (MT)	1045	1500	2000
Proposed Utilization Capacity (%)	41.80%	50.00%	66.67%

OUR MAJOR CUSTOMERS

Our Company is engaged in the manufacture of various speciality chemicals used in manufacturing of those speciality chemicals. Our customers form part of Paint Industry, Textile Industry, Paper Industry, Adhesive Industry, etc.

The percentage of income derived from our top customers in the last financial year i.e. March 31, 2018 is given below:

Sr. No.	Particular	Revenue (₹ in lakhs)	Percentage (%)
1	Income from Top 5 Customers (%)	2,557.98	39.00%
2	Income from Top 10 Customers (%)	3,578.82	54.57%



UTILITIES

Power

Our Registered Office, Manufacturing Units, our R&D Centre, Storage Unit and Corporate Office in Maharashtra, have adequate power supply position from the public / state supply utilities. The following is the sanctioned power for each location:

Details of Location	Sanctioned Load
Registered Office cum Manufacturing Facility (1) (N-44)	200 KW
Manufacturing Facility (2) cum Storage Unit (N-43)	107KW
R&D Centre (N-55)	63KW
Corporate Office	20KW

In addition to the said sanctioned power, the company has installed 2 (two) Diesel Generator Sets as standby arrangement in all its manufacturing units, which is used in case of need/shortage or requirement of additional power.

Water

The Registered Office cum Manufacturing Unit and our Research & Development Unit has adequate water supply position. Our water requirements are met through MIDC. It is used for our manufacturing processes and other general purposes.

Diesel

Diesel is used in D.G. Sets for generating additional power when required. Our Company procures its entire Diesel requirement from the local petrol pumps.

COMPETITION

The chemical industry captures a wide variety of companies that serve to provide products and services that keep the everyday consumer engaged. There are a number of segments within the industry, each of which provides a different form of services to consumers around the world. Thus, Chemical market is highly competitive and fragmented, and we face competition from leading Chemical and Dye Industries, that are expanding their traditional offerings (in India) to include research and development (R&D), product development, and other niche services. We compete with our competitors on a regional or product line basis. Some of our competitors may have greater financial, marketing, sales and other resources than we do. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. We propose to create awareness of our products by participating in award functions, fairs, conferences, etc. Moreover, as we seek to diversify into new geographical areas, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets.

MARKETING SETUP

Over the years we have established a strong customer base and an unyielding marketing setup. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Sales & Marketing team is headed by Mr. Subhash Gupta who operates under direct supervision of our Director, Mr. Rakesh Shah and the guidance of Mr. Sharad Kothari. Through their vast experience and excellent rapport with clients, our Directors play an instrumental role in creating, maintaining and expanding the customer base for our Company. Our reputation of timely delivery and quality of products has helped us retain our clients and is instrumental in expanding our base towards new clients. We have developed and are continuously developing a marketing network across various states in India as well as in countries outside India.

Our marketing activities are headed by our Directors, with Mr. Rakesh Shah concentrating on our overseas marketing.



Our Company has dedicated marketing managers who market our products based on the customer industry type viz. – Textile Auxiliary Industry, Paper Industry, Paint Industry and Adhesive Industry.

MANPOWER

The manufacturing process requires an appropriate mix of skilled, semi-skilled and un-skilled labour, which is readily available in Maharashtra. As on March 31, 2018, our Company had 80 employees on payroll and 4 security guards on contract basis.

The detailed break-up of our employees is as under:

Particulars	Office	Workers	Total
Corporate Office, Mumbai	18	0	18
Manufacturing Facility (1) / Registered Office at Plot No. N-44, Tarapur, Maharashtra	13	30	43
Manufacturing Facility (2) cum Storage Unit at Plot No. N-43, Tarapur, Maharashtra	7	6	13
R&D Centre at Plot No. N-55, Tarapur, Maharashtra	6	0	6
Total	44	36	80

COLLABORATIONS

The Company has not entered into any financial or technical collaboration agreement.

INTELLECTUAL PROPERTY

Our Company does not have any Intellectual Property Rights and has not entered into any trade mark registration.

PROPERTY

Freehold Property

The details of the Free Hold property on which we have our manufacturing factory is as under:

Sr. No.	Schedule of property and area	Purchase Consideration	Date of Agreement	Seller	Purpose
1.	Office no. 801, 8 th Floor, “351 ICON”, Western Express Highway, Andheri (East), Mumbai – Maharashtra – 400 069	₹ 2,33,51,500	October 23, 2012	Kanakia Spaces Private Limited	Corporate Office

Long Lease Property

Sr. No.	Name of the Lessor	Premises Leased and area	Term of the Lease	Amount of Rent and Security Deposit	Purpose
1.	M.I.D.C.	Plot No. N-44, Tarapur Industrial Area, Kumbhavali, Palghar, Thane – 401506. Admeasuring 1,000 sq mts.	For a period of 95 years commencing from February 01, 1988.	One-time Premium of ₹ 80,000 and yearly fees / service charge of ₹ 500 per annum (or as decided by the Govt. of Maharashtra)	Registered Office and Manufacturing Facility (1)



Leave and License Property*

Sr. No.	Name of the Licensor	Premises Leased and area	Licensed Period	Amount of Licence Fee and Security Deposit	Purpose
1.	Omega Woven Mills Private Limited (Subsidiary Company)	Plot No. N-55, Tarapur Industrial Area, Kumbhavali, Palghar, Thane, Maharashtra – 401506. Admeasuring 1,000 sq. mts.	May 05, 2018 to May 04, 2019. Renewable each year.	Monthly Rent of ₹ 50,000 per month.	R&D Centre
2.	Om Maruti Glasswool and Wirenetting Products Private Limited (Subsidiary Company)	Plot No. N-43, Tarapur Industrial Area, Kumbhavali, Palghar, Thane, Maharashtra – 401506. Admeasuring 1,000 sq. mts.	October 01, 2017 to September 30, 2018 Renewable each year.	Monthly Rent of ₹ 50,000 per month.	Manufacturing Facility (2) and Storage Unit**

*Our Company pays rent for some properties taken on rent by our research trainees.

**Our Company has entered into a facility agreement renewable each year for use of the facility, plant and machinery etc. owned by Om Maruti Glasswool and Wirenetting Products Private Limited.

INSURANCES

The insurance policies covered by the company are:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Description of cover under the policy	Policy No.	Sum Insured (₹ lakhs)	Premium p.a. (₹)
1.	The New India Assurance Co. Ltd.	Standard Fire and Special Perils Policy	December 01, 2017 to November 30, 2018	As per note no. 1	12020011170 100000214	1650.00	2,93,464
2.	The New India Assurance Co. Ltd.	Business Interruption (Fire) Policy	January 11, 2018 to January 10, 2019	As per note no. 2	12020011170 500000004	750.00	1,35,516
3.	United India Insurance Co. Ltd.	Standard Fire and Special Perils Policy	October 19, 2017 to October 18, 2018	As per note no. 3	0217001117P 109899800	200.00	7,963
4.	The New India Assurance Co. Ltd.*	Standard Fire and Special Perils Policy*	June 13, 2018 to June 12, 2019	As per note no. 4	12020011180 100000092	125.00	17,420
5.	HDFC Ergo General Insurance Company Limited	Car Insurance Policy	March 23, 2018 to March 22, 2019	As per note no. 5	23112021367 53600000	14.68	58,670
6.	Future Genrali India Insurance Company Limited	Car Insurance Policy	July 17, 2017 to July 16, 2018	As per note no. 6	2017- V5099607- FPV	7.50	48,849

*The premium for this policy was paid for by Our Company whereas the insured is our Subsidiary - “Om Maruti Glasswool & Wirenetting Products Pvt. Ltd.”



Notes

1. Situated at N-44 & N-55, MIDC, Tarapur, Boisar, Palghar – 401506, Maharashtra – including Building, Furniture Fixture and Fittings, Plant and Machinery and our Stock lying at N-43, N-44 and N-55.
2. On Loss of Profit due to business interruption to Property pertaining to insured's trade of manufacturing dying agents used for textile printing and finishing situated at N-44, MIDC Tarapur, Boisar, Palghar – 401506, Maharashtra.
3. Corporate Office, situated at Kanakia Spaces 351, Icon 8th Floor, Plot No. 801, Gundavali, Andheri East, Mumbai – 400 069.
4. Plot No. N-43, MIDC, Tarapur, Boisar, Palghar – 401506, Maharashtra – Non – Hazardous Chemical Manufacturing Unit, Building and Industrial Shed and Plant & Machinery / Boilers / Spares / Equipments / etc.
5. Car insured – Hyundai Neo Fluidic Elantra 1.6 SX; bearing vehicle registration number – MH48AK9856
6. Car – Mahindra & Mahindra Rexton RX 270 XVT; bearing vehicle registration number – MH04GE3923. Private car insurance where the cover includes -Death or bodily injury (amount covered as per the requirements of Motor Vehicles Act, 1988; damage to third party properties (amount covered is ₹ 7,50,000 in any one claim or series of claims arising out of one event) and Personal Accident Cover for the owner / driver.



KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA

In carrying on our business as described in the section titled “Our Business” on page no. 82 of this Prospectus, Our Company is regulated by the following legislations in India. 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 legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, kindly refer to the Chapter titled “Government and Other Key Approvals” beginning on page no. 209 of this Prospectus.

A. INDUSTRY-SPECIFIC REGULATIONS

1. The Indian Boilers Act, 1923 (“Boiler Act”)

Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use. The Boilers Act also provide for penalties for illegal use of boilers.

2. Electricity Act, 2003

The Electricity Act, 2003 is an Act of the Parliament of India enacted to transform the power sector in India. The act covers major issues involving generation, distribution, transmission and trading in power. The Act delicens power generation completely (except for all nuclear and hydro-power projects over a certain size). As per the Act, 10 per cent of the power supplied by suppliers and distributors to the consumers has to be generated using renewable and non-conventional sources of energy so that the energy is reliable. Electricity generation has been made a non-licensed activity and the techno-economic clearance from the Central Electricity Authority (CEA) has been done away with for any power plant, except for hydro-electric power stations above a certain amount of capital investment.

3. Petroleum and Explosives Safety Organisation (PESO), 1934

Petroleum And Explosives Safety Organisation (PESO) is the department formed by Government of India to control and administer the usage of explosives, petrol stations in India. The agency issues licenses for Operation of Petrol Stations under Form XIV, Licenses to operate Petroleum Product Transportation vehicles, Licenses for Refineries, Petrochemical Complexes, etc. The Department is headed by Chief Controller of Explosives and is headquartered at Nagpur in the State of Maharashtra in India. The agency has framed various rules like Petroleum Rules 2002 for the safe operation of petrol stations, Explosive Rules 1983, Gas Cylinder Rules 2002(applicable to all states), and Stative& Mobile Pressure Vessels (Unfired) 1981 for LPG Vessels. It functions under Department Of Industrial Policy and Promotion (DIPP).

4. The Factories Act, 1948

The Factories Act, 1948 (“the Factories Act”) seeks to regulate labour employed in factories and makes provisions for safety, health and welfare of the workers. The Factories Act defines a ‘factory’ to cover any premises, which employs ten or more workers and in which manufacturing processes are carried on with the aid of power, and to cover any premises, where there are at least 20 (twenty) workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has set out rules in respect of the prior submission of plans and its approval for the establishment of factories and registration and licensing of factories. The Factories Act also provides for the mechanisms for safety of certain equipment used in factories, procedures for periodic examination of equipment such as pressure vessels and lifting tackles, regulation of working conditions within the factories and includes specific provisions applicable to women and children employed in factories.



5. Legal Metrology Act, 2009 (“L.M. Act”)

The Legal Metrology Act, 2009 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 for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

6. The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1952

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1952 (“**MSMED Act**”) inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 2016 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only); (ii) a small enterprise, where the investment in plant and machinery is more than ₹ 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than ₹ 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹ 10,00,00,000/- (Rupees Ten Crores Only). In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as: (i) a micro enterprise, where the investment in equipment does not exceed ₹ 10,00,000/- (Rupees Ten Lakhs Only); (ii) a small enterprise, where the investment in equipment is more than ₹ 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹ 2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than ₹ 2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only). The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

7. The Maharashtra Fire Prevention and Life Safety Measures Act, 2006

The Maharashtra Fire Prevention and Life Safety Measures Act, 2006 passed by the State Government of Maharashtra makes more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Maharashtra for imposition of fee, Constitution of special fund called the ‘Fire Protection Fund’.

B. LABOUR RELATED LAWS

1. The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017

The Company has its corporate office situated at Office no. 801, 8th Floor, “351 ICON”, Western Express Highway, Andheri (East), Mumbai – Maharashtra – 400 069, Maharashtra, India. Accordingly, the provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.



2. Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of 'five year continuous service' is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days' wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of ₹ 10,00,000/- for an employee.

3. The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA Act") was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

4. Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto six months or a fine up to ₹ 1,000/- or both.

5. The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

6. The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 ("PWA") is applicable to the payment of wages to persons in factories and other establishments. PWA 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.

7. Equal Remuneration Act, 1979

Equal Remuneration Act, 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

8. 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 behaviour namely, physical contact and advances or a demand or request for sexual favours 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 ₹ 50,000/-.

9. Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. It also prescribes hours and periods of work, holidays, the requirement of keeping a register, etc for the establishments falling under this act. A shop or a commercial establishment is included under the definition of an “establishment” according to Section 2(iv).

10. Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

11. Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (“IDA”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the IDA 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 IDA also sets out certain requirements in relation to the termination of the services of the workman. The IDA includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

12. The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“ESI Act”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

13. 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.

14. Trade Union Act, 1926

The Trade Union Act, 1926 governs the disputes which arise/ may arise between employers and workmen or between workmen and workmen, or between employers and employers in connection to their employment, non-employment and the terms of employment or the conditions of labour. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

C. INTELLECTUAL PROPERTY RIGHTS REGULATIONS

1. The Trademarks Act, 1999

Under the Trademarks Act, 1999 ("**Trademarks Act**"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("**the Registrar**"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

2. Patents Act, 1970

The Patents Act, 1970 ("**Patents Act**") governs the patent regime in India and recognises process patents as well as product patents. The form and manner of application for patents is set out under Chapter III and Chapter VIII deals with the grant of patents. Patents obtained in India are valid for a period of 20 years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

D. ENVIRONMENTAL REGULATIONS

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment ("**EIA**") report and an environment management plan ("**EMP**").

Our Company must also comply at all times with the provisions of The Hazardous Waste and Other Wastes (Management and Handling) Rules, 2016 and the Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.



1. Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

2. Air Prevention and Control of Pollution Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. The central pollution control board and state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Not all provisions of the Air Act applies automatically to all parts of India and the state pollution control board must notify an area as an "air pollution control area" before the restrictions under the Air Act apply.

3. Water Prevention and Control of Pollution Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution and to maintain or restore water purity. The Water Act provides for one central pollution control board, as well as various state pollution control boards, to be formed to implement its provisions. Under the Water Act, any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the prior consent of the relevant state pollution control board.

Additionally, the Water (Prevention and Control of Pollution) Cess Act, 1977 ("**Water Cess Act**") requires a person carrying on any operation or process, or treatment and disposal system, which consumes water or gives rise to sewage effluent or trade effluent, other than a hydel power unit, to pay a cess in this regard. The cess to be paid is to be calculated on the basis of the amount of water consumed by such industry and the industrial purpose for which the water is consumed, as per the rates specified under the Water Cess Act.

4. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. Every occupier and operator of a facility generating hazardous waste must obtain approval from the relevant state pollution control board. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

E. TAX RELATED LEGISLATIONS

1. Income-tax Act, 1961

The Income-tax Act, 1961 ("**IT Act**") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.



2. Professional Tax

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

Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 and are applicable to the Company.

3. Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“**CGST Act**”) regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Under GST, SGST is a tax levied on Intra State supplies of both goods and services by the State Government and will be governed by the SGST Act. CGST will also be levied on the same Intra State supply but will be governed by the Central Government. The Maharashtra Goods and Services Tax Act, 2017 and Gujarat Goods and Services Tax Act, 2017 are applicable to the company.

4. Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“**IGST Act**”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

F. OTHER REGULATIONS

1. Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“**T.P. Act.**”). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.



The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

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

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

2. The Registration Act, 1908

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

3. The Companies Act, 1956

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

4. The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. 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.



5. The Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state. The Maharashtra Stamp Act, 1958 is applicable to the Company.

6. The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

7. The Specific Relief Act, 1963

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

8. Consumer Protection Act, 1986

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers’ disputes, quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justice and have been empowered to give reliefs of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

9. Competition Act, 2002

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or



signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

10. Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

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

11. Importer Exporter Code

Every entity in India engaged in any activity involving import/export is required to obtain an Importer Exporter Code (“IEC”) unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority.

In addition to the above, Our Company is also required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state labour laws and tax laws.

G. REGULATIONS RELATING TO FOREIGN INVESTMENT

1. Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in companies in the pharmaceutical sector is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“DIPP”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“FDI Policy”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017.

In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The FDI Policy issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to



100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.



HISTORY AND OTHER CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated as Speciality Coatings Private Limited on July 08, 1985, in the State of Maharashtra as a private limited company under the Companies Act, 1956 bearing Registration Number 36774. The name of the Company was changed to Ambani Organics Private Limited vide a special resolution passed on July 08, 1987. A fresh certificate of incorporation subsequent to the name change was issued on December 08, 1987, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was changed to Ambani Organics Limited by a special resolution passed on December 30, 2017. A fresh certificate of incorporation consequent to the conversion of was granted to our Company on March 07, 2018, by the Registrar of Companies, Mumbai and our latest Corporate Identification Number is U31500MH2004PLC145760.

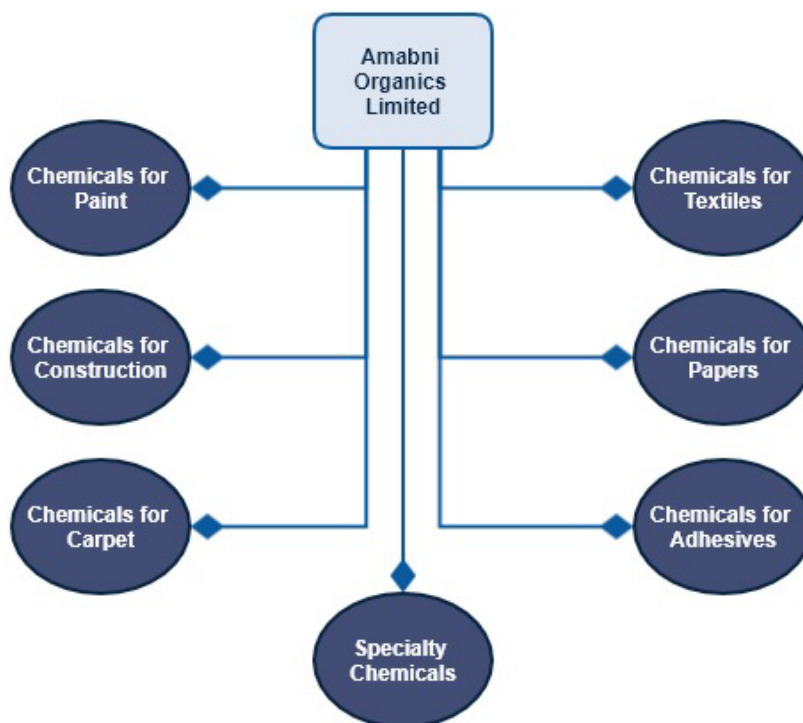
This company was originally incorporated on July 08, 1985 by Ajay Rasiklal Ambani, Jasuinder Singh Bedi, Vijay Rasiklal Ambani and Sanjay Rasiklal Ambani. In the year 1996, Mr. Rakesh Shah joined the Company as a Director and has been the promoter of the Company since then. Mrs. Apooni Shah joined the Company in the year 2002. Mr. Rakesh Shah and Mrs. Apooni Shah are the current Promoters of the Company.

As of the date of this Prospectus, our Company has 7 (Seven) Shareholders.

For details on the capital structure of our Company, see the chapter titled “*Capital Structure*” beginning on page no. 54 of this Prospectus.

CORPORATE PROFILE OF OUR COMPANY

Ambani Organics Limited is a manufacturer, processor, importer, supplier and exporter of water based speciality chemicals used in Paper Industry, Paint Industry, Textile Industry, Carpet Industry, Adhesive Industry, etc. our Company was incorporated in the year 1985 and is engaged in the business of speciality chemicals for more than 3 (three) decades. We are an “ISO 9001:2015 – Quality Management System” certified company and we have also obtained GOTS (Global Organic Textiles Standards) certification for some of our textile industry products.





Over the years we have developed good standing with our customers from various industries to whom we have supplied speciality chemicals such as Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers. We have dedicated industry based marketing managers who market our products to the specific industry which has been allocated. Our marketing activities are headed by our Directors, with Mr. Rakesh Shah concentrating on our overseas marketing.

Our Company has 2 (two) manufacturing facilities in Maharashtra located adjacent to each other with one at Plot No. N-44, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506 and the second manufacturing facility at Plot No. N-43, MIDC, Tarapur Boisar, Thane, Maharashtra – 401506.

We have a dedicated in-house Research & Development and Quality Assurance/Quality Control Team which undertakes rigorous testing and quality management. Our R&D Centre is located at Plot No. N-55, MIDC Tarapur Boisar, Thane, Maharashtra – 401506. Our dedicated R&D team tests the raw materials procured and the products manufactured. The R&D team is instrumental in maintaining the high quality of our products.

For complete details of our Company's activities, products, managerial competence, geographical presence, market of each segment, growth, standing reference to our competitors, major customers and suppliers, see “Our Business”, “Industry Overview” and “Management Discussion and Analysis of Financial Condition and Results of Operations” on page nos. 82, 75, and 188, respectively. For details regarding management of our Company, see “Our Management” beginning on page no. 119 of this Prospectus.

MAJOR EVENTS AND MILESTONES

Year	Particulars
1985	Incorporated under Companies Act, 1956 as “ <i>Specialty Coatings Private Limited</i> ”
1987	Change of name from “ <i>Specialty Coatings Private Limited</i> ” to “ <i>Ambani Organics Private Limited</i> ”
1996	Change in Management - Our Promoter Mr. Rakesh Shah joined the Company as a Promoter Director.
1998	Started Product Line for Packaging Industry, Increased production Capacity from 20 tonne to 60 tonne per month.
2002	Started Product Line for Paper Industry, increased production capacity from 60 tonne to 300 tonnes per month.
2010	Started Product Line for Paint and Construction Industry, increased production capacity from 300 tonne to 700 tonne per month.
2013	Acquired Corporate Office at 801, 8 th Floor, “351 ICON”, Western Express Highway, Andheri (East), Mumbai – 400 069. started Research and Development Facility at Unit No 8, 24B, Parsi Panchayat Rd., Opp Subway, W.E. Highway, Pump House, Andheri, Mumbai – 400069.
2015*	A major fire broke out at our Company's insured Registered Office cum Manufacturing Unit located at Plot No. N-44, MIDC, Tarapur Boisar, Maharashtra 401 506 on February 25, 2015. In the same year new Building, Plant and Machinery were installed with a capacity of 700 tonne per month. 3,10,599 shares of face value of ₹ 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company.
2016	Our Company received GOTS (Global Organics Textile Standards) Certification for a range of Products in Textiles Industries 7,50,000 shares of face value of A 10 each were allotted pursuant to the conversion of unsecured loans availed by the Company. Acquired controlling stake in Omega Mills Private Limited making it our Subsidiary. Our Company received “ISO 9001:2015 – Quality Management System” by Quality Research Organisation (QRO Certification Agency).
2017	the Indian Achievers' Forum awarded our Promoter Mr. Rakesh Shah the Indian Achievers' Award for Industrial Development during the National Seminar on “Make in India: Prospects and Opportunities”. Increased production capacity from 700 tonne to 2000 tonne per month. Achieved a turnover of over ₹ 50 crores.
2018	Acquired controlling stake in Om Maruti Glasswool and Wirenetting Product Private Limited, and diversified production to Metal Octoate to increase product range in paint industry.



	Shifted our Research and Development Facility from Unit No 8, 24B, Parsi Panchayat Rd., Opp Subway, W.E. Highway, Pump House, Andheri, Mumbai – 400069 to N-43, MIDC Tarapur Boisar, Maharashtra 401 506.
	Awarded certificate of membership – for being a member in good standing of Indian Paint and Coating Association on January 01, 2018.
	Converted to a Public Company and proposed listing of our shares on the EMERGE Platform of the National Stock Exchange.

**On 25th February 2015, a fire broke at the company's insured factory situated N-44, MIDC, Tarapur, Boisar, Maharashtra resulting total loss of Plant, Machinery, stocks and Building. Surveyor was appointed and loss was assessed, subsequently the insurance claim was settled by insurance company in the month of October 2015, Fire affected factory at N-44 rebuilt, all new plant and machinery installed and production resumed at N-44 from November 2015.*

MAJOR OBJECTS OF OUR COMPANY

The main objects contained in the Memorandum of Association of our Company are as follows:

1. *“To formulate, process, manufacture, laminate, export, import, deal in surface coatings and intermediates, paints and intermediates, adhesives, sealants and caulking agents, gums, starch, dyestuffs, dyers, extenders, pigments, solvents, resins, thermosets, rubber and rubbers related products, Metal octoate, Metal stratus polymers, P.V.C. and expanded plastics and to carry on such business via e-commerce.*
2. *To carry on in India or anywhere else the business of designers, fabricators, decorators, furnishers, landscapers, upholsters, woodworkers, consultants, dealers and contractors for all type of projects and to provide all kinds of services connected with the above.*
3. *To carry on business of suppliers of plant, machinery and equipment, stores , tools, gadgets, devices, contraptions, instruments, spares and components, and to develop acquire, business, companies, services and public bodies and Government.*
4. *To carry on the business in India and abroad as manufacturers, traders, distributors, dealers, exporters, importers, brokers, stockiest & commission agents of branded garments, apparels, textiles, footwear, accessories, fashion jewellery, gadgets, appliances, spare parts, computer hardware, software, leather and leather products, gold, silver, diamonds, precious stones & jewellery, copper, commercial, industrial products, household, domestic automobiles, products, engineering products, equipments, apparatus and other all types of, wool, silk, yarn, fibers, paper & paper products, plastics and plastic products, marble, granites, cement and ceramic tiles, bricks, other building materials, pesticides, glass & glassware, tyres and tubes, cement, fertilizers, iron & steel, ferrous & non ferrous metals, electronic toys, games, telephones, web based solutions and internet portals or any other merchandise and to carry on such business via e-commerce.”*

The main objects as contained in the Memorandum of Association enable our Company to carry on business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

AMENDMENTS TO OUR MEMORANDUM OF ASSOCIATION

Date of Shareholders' Resolution	Particulars
July 08, 1987	Change in name of the Company from Specialty Coatings Private Limited to Ambani Organics Private Limited.
September 30, 1993*	Increase in Authorized Capital from ₹ 1,00,000 to ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each.
May 06, 2008	Increase in Authorized Capital from ₹ 10,00,000 to ₹ 25,00,000 divided into 2,50,000 equity shares of ₹ 10 each.
September 30, 2009	Increase in Authorized Capital from ₹ 25,00,000 to ₹ 60,00,000 divided into 6,00,000 equity shares of ₹ 10 each.
August 25, 2010	Increase in Authorized Capital from ₹ 60,00,000 to ₹ 75,00,000 divided into 7,50,000 equity



	shares of ₹ 10 each.
January 12, 2011	Increase in Authorized Capital from ₹ 75,00,000 to ₹ 2,00,00,000 divided into 20,00,000 equity shares of ₹ 10 each.
November 20, 2012	Increase in Authorized Capital from ₹ 2,00,00,000 to ₹ 4,00,00,000 divided into 40,00,000 equity shares of ₹ 10 each.
December 30, 2017	1. Conversion of Company from Private Limited to Public Limited. 2. Change in Objects clause – Deletion of Clause III (A)(1) which read as “<i>To formulate, process, manufacture, laminate, export, import deal in surface coating and intermediates, paints and intermediates, adhesives, sealants and caulking agents, gums, solvents, resist thermo sets, rubbers, polymers, p.v.c., and expanded plastics.</i>” And insertion of the following clause: “1. <i>To formulate, process, manufacture, laminate, export, import, deal in surface coatings and intermediates, paints and intermediates, adhesives, sealants and caulking agents, gums, starch, dyestuffs, dyers, extenders, pigments, solvents, resins, thermosets, rubber and rubbers related products, Metal octoate, Metal stratus polymers, P.V.C. and expanded plastics and to carry on such business via e-commerce.</i> 2. <i>To carry on in India or anywhere else the business of designers, fabricators, decorators, furnishers, landscapers, upholsters, woodworkers, consultants, dealers and contractors for all type of projects and to provide all kinds of services connected with the above.</i> 3. <i>To carry on business of suppliers of plant, machinery and equipment, stores , tools, gadgets, devices, contraptions, instruments, spares and components, and to develop acquire, business, companies, services and public bodies and Government.</i> 4. <i>To carry on the business in India and abroad as manufacturers, traders, distributors, dealers, exporters, importers, brokers, stockiest & commission agents of branded garments, apparels, textiles, footwear, accessories, fashion jewellery, gadgets, appliances, spare parts, computer hardware, software, leather and leather products, gold, silver, diamonds, precious stones & jewellery, copper, commercial, industrial products, household, domestic automobiles, products, engineering products, equipments, apparatus and other all types of, wool, silk, yarn, fibers, paper & paper products, plastics and plastic products, marble, granites, cement and ceramic tiles, bricks, other building materials, pesticides, glass & glassware, tyres and tubes, cement, fertilizers, iron & steel, ferrous & non ferrous metals, electronic toys, games, telephones, web based solutions and internet portals or any other merchandise and to carry on such business via e-commerce.”</i> 3. Deleting the heading of Clause III(B) of the Objects Clause, “<i>The objects incidental or ancillary to the attainment of the main objects are:-</i>” and replacing it with “<i>Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-</i>” 4. Deletion of Clause III(C) of the Objects Clause. 5. Altering the Liability Clause from “<i>The liability of the Company is limited</i>” to “<i>The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.</i>”
April 07, 2018	Increasing the Authorized Capital from ₹ 4,00,00,000 to ₹ 7,00,00,000 divided into 70,00,000 equity shares of ₹ 10 each.

*The Forms filed by the Company for increasing the Authorized Capital to ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each, vide special resolution dated September 30, 1993, is not available with the Company due to the fire that occurred at the Registered Office on February 25, 2015. For details please see the Chapter titled – “Risk Factors” beginning on page no. 10 of this Prospectus.



CHANGES IN REGISTERED OFFICE

The details of changes in Registered Office of our Company are set forth below:

Date of Change	Details of the address of Registered Office
September 16, 1991	From 3, Kashi Kunj, Plot no. 121, Sion (East), Mumbai - 400 022 to N-44 MIDC, Tarapur Boisar, Thane- 401 506, Maharashtra.

The Registered Office of our Company was changed for operational convenience.

OUR SUBSIDIARIES

As on the date of this Prospectus, we have two (2) subsidiary companies.

1. OMEGA WOVEN MILLS PRIVATE LIMITED (OWMPL)

Incorporation	The Company was incorporated as Omega Woven Mills Private Limited on February 11, 1986
Registration Number	038908
CIN Number	U99999MH1986PTC038908
Registered Office	21, 2nd Fanaswadi, Kalbadevird., Bombay-2, Mumbai-400002
Nature of Business	Omega Woven Mills Private Limited owns one of the factory premises used by our Company. For details, refer the Chapter titled “Our Business - Our Properties” beginning on page no. 96 of this Prospectus.

Board of Directors

Sr. No.	Name	Designation
1.	Mr. Rakesh Shah	Director
2.	Mrs. Apooni Shah	Director

Capital Structure

Particulars	No. of Equity Shares of ₹ 10/- each
Authorized Share Capital	10,000
Issued, Subscribed and Paid Up Capital	10,000

Shareholding of OWMPL as on March 31, 2018

Name of Shareholders	No. of Shares	Percentage (%)
Ambani Organics Limited	9,950	99.50%
Mr. Rakesh Shah	50	0.50%

The shareholding was acquired by our Company on October 18, 2016 for the acquisition of plot No. N-55, Tarapur Industrial Area, Kumbhavali, Palghar, Thane, Maharashtra – 401506

Financial Information

The summary of audited financials of OWMPL for last 3 years is as follows:

(₹ in lakhs)

Particulars	As at March 31,		
	2018	2017	2016
Equity Capital	1.00	1.00	1.00
Reserves & Surplus	(16.84)	(10.33)	(7.12)



Networth	(15.84)	(9.33)	(6.12)
Income including other income*	-	-	-
Profit / (Loss) after tax	(6.51)	(3.21)	(0.18)
Earnings Per Share	(65.10)	(32.10)	(1.80)
Net Asset Value	(158.40)	(93.30)	(61.20)

* OWMPL does not have any revenue from operations.

Other disclosures:

- The equity shares of Omega Woven Mills Private Limited are not listed on any stock exchange;
- Omega Woven Mills Private Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up. Further Omega Woven Mills Private Limited has negative net-worth in the immediately preceding year.
- No application has been made to RoC for striking off the name of Omega Woven Mills Private Limited;
- Omega Woven Mills Private Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory / bank / institutional dues. No proceedings have been initialled for economic offences against the Company.

2. OM MARUTI GLASSWOOL AND WIRENETTING PRODUCTS PRIVATE LIMITED (OMGWPL)

Incorporation	The Company was incorporated as Amarjyoti Insulations Private Limited on January 01, 1987. The name of the Company was changed to Om Maruti Glasswool And Wirenetting Products Private Limited vide issue of a fresh certificate of Incorporation on December 06, 1996.
Registration Number	042071
CIN Number	U74999MH1987PTC042071
Registered Office	D-7/6 Jaluidhi, Banngar Nagar Goregaon (W) Mumbai 400 090, Maharashtra
Nature of Business	Om Maruti Glasswool and Wirenetting Products Private Limited owns one of the factory premises used by our Company. For details, refer the Chapter titled "Our Business - Our Properties" beginning on page no. 96 of this Prospectus.

Board of Directors

Sr. No.	Name	Designation
1.	Mr. Rakesh Shah	Director
2.	Mrs. Apooni Shah	Director

Capital Structure

Particulates	No. of Equity Shares of ₹ 100/- each
Authorized Share Capital	5,000
Issued, Subscribed and Paid Up Capital	3,500

Shareholding of OMGWPL as on March 31, 2018

Name of Shareholders	No. of Shares	Percentage (%)
Ambani Organics Limited*	3,495	99.86%
Mr. Rakesh Shah	5	0.14%



The shareholding was acquired by our Company on March 28, 2018.

Financial Information

The summary of audited financials of OMGWPL for last 3 years is as follows:

(₹ in lakhs)

Particulars	As at March 31,		
	2018	2017	2016
Equity Capital	3.50	3.50	3.50
Reserves & Surplus	(21.86)	(37.42)	(15.77)
Net Worth	(18.36)	(33.92)	(12.27)
Income including other income	3.00*	12.25	140.26
Profit / (Loss) after tax	15.55**	(21.65)	(22.39)
Earnings Per Share	444.29	(618.57)	(639.71)
Net Asset Value per share	(524.57)	(969.14)	(350.57)

* OMGWPL does not have any revenue from operations in this year.

** The profit is due to deferred tax effect.

Other disclosures:

- The equity shares of Om Maruti Glasswool and Wirenetting Products Private Limited are not listed on any stock exchange;
- Om Maruti Glasswool and Wirenetting Products Private Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up. Further Om Maruti Glasswool and Wirenetting Products Private Limited has negative net-worth in the immediately preceding year.
- No application has been made to RoC for striking off the name of Om Maruti Glasswool and Wirenetting Products Private Limited;
- Om Maruti Glasswool and Wirenetting Products Private Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory / bank / institutional dues. No proceedings have been initialled for economic offences against the Company.

RELATED BUSINESS TRANSACTIONS WITHIN THE SUBSIDIARY COMPANIES AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please see the chapter titled “Financial Statements- Annexure XXVIII - Related Party Transactions” beginning on page no. 139 of this Prospectus.

THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY

There is no accumulated profit/ (losses) not accounted for by our Company.

LOANS FROM BANKS / FINANCIAL INSTITUTIONS

As on the date of this Prospectus our Company has availed certain loan facilities from banks and financial institutions. For details, please see the chapter titled “Financial Indebtedness” beginning on page no. 201 of this Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details of the capital raising through equity by our Company, please see the chapter titled “Capital Structure” beginning on page no. 54 of this Prospectus.



HOLDING COMPANY

As on the date of this Prospectus, our Company does not have any holding company within the meaning of Companies Act.

JOINT VENTURES / PARTNERSHIP AGREEMENT

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other joint venture agreement or partnership agreement as on the date of this Prospectus.

SHAREHOLDERS' AGREEMENT

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

ACQUISITION OF BUSINESS / UNDERTAKINGS

Our Company has acquired Omega Woven Mills Private Limited in the financial year 2017 making it our subsidiary. Further in the year 2018 our Company has acquired Om Maruti Glasswool And Wirenetting Products Private Limited making it our 2nd subsidiary. Other than these acquisitions, our Company has not acquired any other business or undertaken any mergers, amalgamation, and revaluation of assets in the last five years. For details of the subsidiaries refer the paragraph "*Our Subsidiaries*" mentioned above.

FINANCIAL PARTNERS

We do not have any financial partners as on the date of this Prospectus.

STRATEGIC PARTNERS

We do not have any strategic partners as on the date of this Prospectus.

OTHER AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions / restraining orders that have been passed against the company.

DEFAULTS OR RESCHEDULING OF BORROWINGS

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST 5 YEARS

There has been no change in the activities of our Company during the last 5 years.

CHANGE IN MANAGEMENT

There has been no change in the management of our Company since the last 5 years.

STRIKES AND LOCK-OUTS

Our Company has, not been involved in any labour disputes or disturbances including strikes and lock-outs since the last 5 years. As on the date of this Prospectus, our employees are not unionized.



COLLABORATIONS

Our Company has not entered into any collaboration with any third party as per Item (VIII) (B) (1) (c) of Part A of Schedule VIII of the ICDR Regulations.

NON COMPETE AGREEMENT

Our Company has not entered into any non-compete agreement as on the date of this Prospectus.

TIME AND COST OVERRUNS

As on the date of this Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

COMPETITION

For details on the competition faced by our Company, please see “*Our Business*” beginning on page no. 82 of this Prospectus.



OUR MANAGEMENT

Board of Directors:

Our Company has six (6) Directors consisting of two (2) Executive Directors, two (2) Non-Executive Non-Independent Directors and two (2) Non-Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Mrs. Apooni Shah <i>Chairman and Whole Time Director</i> Address: 501, Juhu Nandadeep, Vidyanidhi Marg, 10 th Road, J.V.P.D. Scheme, Ville Parle (W), Mumbai – 400 049 Date of appointment as Director: May 01, 2002* Date of appointment as Chairman and Whole Time Director: April 02, 2018 Term: Appointed as Chairman and Whole Time Director for a period of 3 years i.e. till April 01, 2021 Occupation: Business DIN: 00503116	Indian	49 Years	• Omega Woven Mills Private Limited • Om Maruti Glasswool And Wirenetting Products Private Limited
Mr. Rakesh Shah <i>Managing Director</i> Address: 501, Juhu Nandadeep, Vidyanidhi Marg, 10 th Road, J.V.P.D. Scheme, Ville Parle (W), Mumbai – 400 049 Date of appointment as Director: March 08, 1996* Date of re-appointment as Managing Director: April 02, 2018 Term: Appointed as Managing Director for a period of 3 years i.e. till April 01, 2021 Occupation: Business DIN: 00503074	Indian	48 Years	• Omega Woven Mills Private Limited • Om Maruti Glasswool And Wirenetting Products Private Limited
Mr. Sharad Kothari <i>Non-Executive Non-Independent Director</i> Address: 12/B Mirium Building, Miraway CHS, Sitladevi Temple Road, Mahim, Mumbai – 400 016 Date of appointment as Additional Director: December 20, 2017	Indian	77 Years	• NIL



Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Date of appointment as Non-Executive Non-Independent Director: April 07, 2018 Term: :Liable to Retire by Rotation Occupation: Business DIN: 08029922			
Mr. Dilipkumar Mehta <i>Additional Non-Executive Non-Independent Director</i> Address: 402, Meera Sagar, 4 th Floor, Opposite Param Keshav Baug, Navroji Lane, Ghatkopar, Mumbai – 400 0856 Date of Appointment as Additional Non-Executive Non-Independent Director: April 28, 2018 Term: Appointed as Additional Non-Executive Non-Independent Director upto the date of next AGM Occupation: Business DIN: 08122334	Indian	65 Years	• NIL
Dr. Prakash Mahanwar <i>Additional Non-Executive Independent Director</i> Address: G-12, University Teachers Quarters, Vidyanagri Kalina, C.S.T. Road, Kalina Santacruz (East), Mumbai, 400 098. Date of Appointment as Additional Non-Executive Independent Director: April 02, 2018 Term: Appointed as Additional Non-Executive Independent Director upto the date of next AGM. Occupation: Professor DIN: 08100755	Indian	50 Years	• NIL
Mr. Sanjay Mehta <i>Additional Non-Executive Independent Director</i> Address: 10A, Kanwal Appartments, 145, Four Bungalows Road, Near Four Bungalows Church, Azad Nagar, Andheri (West), Mumbai – 400 053 Date of Appointment as Additional Non-Executive Independent Director: April 02, 2018 Term: Appointed as Additional Non-Executive Independent Director upto the date of next AGM.	Indian	51 Years	• NIL



Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Occupation: Business DIN: 08100745			

**Form 32 for the appointment of Mr. Rakesh Shah and Mrs. Apooni Shah is not available with our Company due to the fire that occurred at the Registered Office on February 25, 2015. For details please see the Chapter titled – “Risk Factors” beginning on page no. 10 of this Prospectus.*

For further details on their qualification, experience etc., please see their respective biographies under the heading “Brief Biographies” below.

Notes:

- Rakesh Shah is the husband of Apooni Shah and Sharad Kothari is the father of Apooni Shah and father in-law of Rakesh Shah. No directors other than those mentioned as above are related to each other.
- Mr. Dilipkumar Mehta was appointed as a Non-Executive Non-Independent Director, who is the proprietor of M/s. Vikson Polymers, which belongs to our top ten customers. However, there are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is or was a director of any listed company during the last five years preceding the date of the Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.
- None of the Directors are categorized as a wilful defaulter, as defined under SEBI (ICDR) Regulations.

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mrs. Apooni Shah

Mrs. Apooni Shah, aged 49 years, is the Promoter, Chairman and Whole Time Director of our Company. She completed her Bachelor of Commerce in the year 1989 from the Mumbai University. She has amassed over 15 years experience in our Company and is mainly responsible for the general administration and Human Resources of the Company including making of HR Policies, staff appraisals, staff motivation and various statutory compliances pertaining to staff and factories. She also looks after the general administration activities of our subsidiary companies, Omega Owen Mills Pvt. Ltd. and Om Maruti Wirenetting Product Pvt. Ltd.

Mr. Rakesh Shah

Mr. Rakesh Shah, aged 48 years, is the Promoter and Managing Director of our Company. He is an undergraduate. He joined the Board of Directors of the Company in the year 1996 and has since been instrumental in the growth of the Company. Under the guidance of Mr. Rakesh Shah our Company is growing significantly. Mr. Rakesh Shah has over 2 (two) decades of experience in the speciality chemicals and binders business. Over the years he has garnered expertise in strategy formulation, finance, material procurement, administration and marketing. He is instrumental in the marketing our products for the international markets. As the Managing Director he is responsible for the complete commercials, overall management, financing and growth of our Company.



Mr. Sharad Kothari

Mr. Sharad Kothari, aged 77 years, is the Non-Executive Non-Independent Director of our Company. He holds a Bachelor of Chemistry from the Mumbai University. He has over 50 years of extensive experience in textile industry. His extensive contacts in the textile industry have been instrumental in our Company gaining a foothold of our speciality chemicals in the textile industry. He provides vital guidance from time to time for marketing our specialty chemicals in the domestic textile market.

Mr. Dilipkumar Mehta

Mr. Dilipkumar Mehta, aged 65 years, is the Additional Non-Executive Non-Independent Director of our Company. He obtained his Bachelor's degree in Science (Chemistry) from the Mumbai University in the year 1976. After gaining sufficient experience at Shree Vindhya paper Mills Ltd., he started his own proprietorship business in the year 1982 and currently is successfully running it under the name of M/s. Vikson Polymers, which deals in chemicals for Paper Board Industry.

Dr. Prakash Mahanwar

Dr. Prakash Mahanwar aged 50 years, is the Additional Non-Executive Independent Director of our Company. He completed his 1st B. Sc. (Chemistry) in the year 1987 and then also undertook 2nd B. Sc. (Tech) and M. Sc. in Plastics Technology in the year 1991 and 1994. He was awarded his Doctorate of Philosophy (Technology) in "Plastics Technology" by the Mumbai University in 1999. He began his career in 1987 immediately after his graduation and was soon attracted to teaching in the year 1992 in the Mumbai University. Currently, he is a professor of Polymer Technology at Institute of Chemical Technology, Mumbai University. Our Company believes his in-depth technical knowledge of polymers will be beneficial to us.

Mr. Sanjay Mehta

Mr. Sanjay Mehta, aged 51 years, is the Additional Non-Executive Independent Director of our Company. He holds Diploma in Man-Made Textiles Chemistry and Diploma in Marketing Management of Textiles from The Silk and Art Silk Mills Research Association and a Diploma in Business Management from the Indian Merchants' Chambers. He has accumulated over 30 years of experience in the textile industry working as a partner and proprietorship with various firms and also worked for 6 years with Big Bazaar (Future Value Retail India Ltd.). Presently, he is a proprietor of M/s. Rhea Fashion which is a manufacturer of apparels and fabrics. As an Independent Director of our Company, his skills in business management and marketing would be beneficial to our Company.

Borrowing Powers of our Board of Directors

Our Company at its Extra-Ordinary General Meeting held on April 07, 2018 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 200 crores.

Remuneration of Executive Directors

Mr. Rakesh Shah, Managing Director

The compensation package payable to him as resolved in the shareholders meeting held on April 07, 2018 is stated hereunder:



Salary: Not Exceeding ₹ 60,00,000 per annum (inclusive of all benefits, perquisites and allowances) and in the event of loss or inadequacy of profits in any financial year(s) during the currency of tenure of Mr. Rakesh Shah as Managing Director of the Company, the above mentioned remuneration be paid, as minimum remuneration, subject to the approval of Central Government, if necessary.

Mrs. Apooni Shah, Chairman and Whole Time Director

The compensation package payable to her as resolved in the shareholders meeting held on April 07, 2018 is stated hereunder:

Salary: Not Exceeding ₹ 60,00,000 per annum (inclusive of all benefits, perquisites and allowances) and in the event of loss or inadequacy of profits in any financial year(s) during the currency of tenure of Mrs. Apooni Shah as Chairman and Whole Time Director of the Company, the above mentioned remuneration be paid, as minimum remuneration, subject to the approval of Central Government, if necessary.

Compensation to Executive Director in last Financial Year

The remuneration paid to Mr. Rakesh Shah and Mrs. Apooni Shah for the Fiscal 2017-2018 was ₹ 35.22 lakhs and ₹ 12.05 lakhs respectively.

Compensation of Non-Executive Directors

The Board of Directors have accorded their approval for payment of sitting fee, in their meeting held on April 02, 2018, whereby the Non-Executive Directors of our Company would be entitled to a sitting fee of ₹ 5,000 for attending every meeting of Board or its committee thereof.

Mr. Sharad Kothari our Non-Executive Non-Independent Director is eligible to 1% of profit based commission.

Remuneration paid to our Non-Executive Directors in Fiscal Year 2017-2018: Mr. Sharad Kothari - ₹ 4,20,000; Others – Nil.

SHAREHOLDING OF DIRECTORS

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Rakesh Shah	34,64,721	90.92%
Mrs. Apooni Shah	3,14,738	8.26%
Mr. Sharad Kothari	Nil	0.00%
Mr. Dilipkumar Mehta	Nil	0.00%
Dr. Prakash Mahanwar	Nil	0.00%
Mr. Sanjay Mehta	Nil	0.00%
Total	37,79,459	99.18%

INTEREST OF THE DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.



Except as stated in this chapter titled “*Our Management*”, the section titled “*Financial Information – Annexure XXVIII-Related Party Transactions*” and section titled “*Insurances*” in the chapter “*Our Business*” on page nos. 119, 139 and 97 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 82 of this Prospectus, our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus. Further, except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 96 of this Prospectus, our Company has not taken any property on lease from our Promoter within two years of the date of this Prospectus.

CHANGES IN THE BOARD OF DIRECTORS IN THE LAST THREE YEARS

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1.	Mr. Sharad Kothari	December 12, 2017	Appointment as Additional Director
2.	Mr. Rakesh Shah	April 02, 2018	Change in designation to Managing Director
3.	Mrs. Apooni Shah	April 02, 2018	Change in designation to Chairman and Whole Time Director
4.	Dr. Prakash Mahanwar	April 02, 2018	Appointment as Additional Non-Executive Independent Director
5.	Mr. Sanjay Mehta	April 02, 2018	Appointment as Additional Non-Executive Independent Director
6.	Mr. Sharad Kothari	April 07, 2018	Change in designation to Non-Executive Non-Independent Director
7.	Mr. Dilipkumar Mehta	April 28, 2018	Appointment as Additional Non-Executive Non-Independent Director

CORPORATE GOVERNANCE

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, 2015. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has six (6) Directors. In compliance with the requirements of the Companies Act, 2013, we have two (2) Executive Directors and four (4) Non-Executive Directors of which two (2) are Non-Executive Independent Directors and two (2) Non-Executive Non-Independent Directors are on our Board. Our Chairman is an Executive Director and we have One (1) Woman Director on our Board.

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder’s Relationship Committee
3. Nomination and Remuneration Committee

1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated April 09, 2018 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:



Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sanjay Mehta	Additional Non-Executive Independent Director	Chairman
Dr. Prakash Mahanwar	Additional Non-Executive Independent Director	Member
Mr. Rakesh Shah	Managing Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) 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.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- f) 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;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) 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;
- n) Discussion with internal auditors any significant findings and follow up there on;
- o) 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;



- p) 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;
- q) 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;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

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

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.



Meeting of Audit Committee

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

2. Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated April 09, 2018. The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sharad Kothari	Non-Executive Non-Independent Director	Chairman
Mrs. Apooni Shah	Chairman & Whole Time Director	Member
Mr. Rakesh Shah	Managing Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated April 09, 2018.

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Dr. Prakash Mahanwar	Additional Non-Executive Independent Director	Chairman
Mr. Sanjay Mehta	Additional Non-Executive Independent Director	Member
Mr. Sharad Kothari	Non-Executive Non-Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:



- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity.
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

The Company Secretary of our Company acts as the Secretary to the Committee.

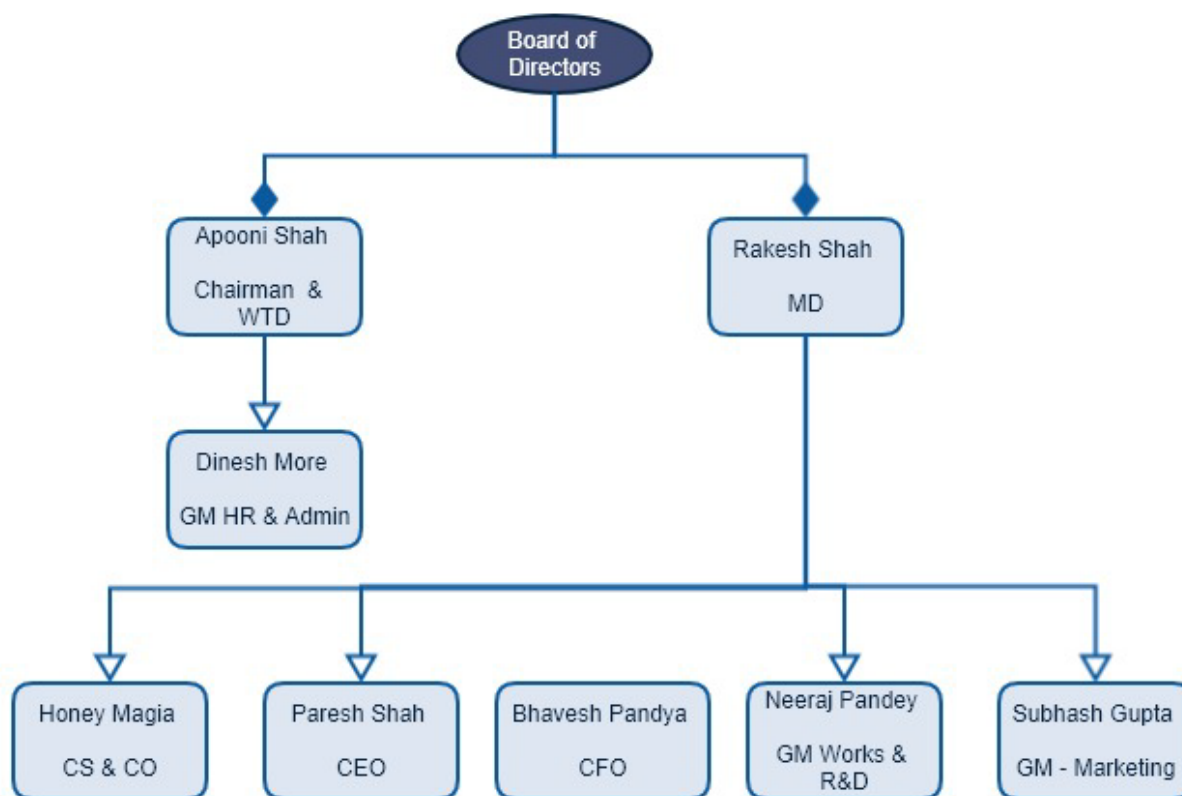
Policy on Disclosures & Internal procedure for prevention of Insider Trading

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.



MANAGEMENT ORGANIZATION STRUCTURE



Terms & Abbreviations

MD	– Managing Director
WTD	– Whole Time Director
CFO	– Chief Financial Officer
CEO	– Chief Executive Officer
CS & CO	– Company Secretary and Compliance Officer
GM – Works & R&D	– General Manager – Works and Research & Development
GM – HR & Admin	– General Manager – Human Resources and Administration
GM – Marketing	– General Manager – Marketing

Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment / Re-designation	Current C.T.C p.a. (₹ in lakhs)	Qualification	Name of Previous Employer(s)	Total years of Experience
Mr. Bhavesh Pandya	Chief Financial Officer	February 02, 2008 [#]	4.11	B.A. (Economics)	• M/s. Agarwal Metal Company	19 Years
Mr. Paresh Shah	Chief Executive Officer	February 25, 2009 [*]	5.54	B.Com.	• N.A.**	30 Years



Name of Employee	Designation & Functional Area	Date of Appointment / Re-designation	Current C.T.C p.a. (₹ in lakhs)	Qualification	Name of Previous Employer(s)	Total years of Experience
Ms. Honey Magia	Company Secretary and Compliance Officer	April 02, 2018	2.40	Company Secretary	- Altius Finserv Private Limited - M/s S K Jain & Co.	3 Years
Mr. Neeraj Pandey	General Manager – Works & R&D (Production Head)	April 20, 2000	7.17	B.Sc. (Chemistry)	N.A.	18 Years
Mr. Subhash Gupta	General Manager – Marketing	January 25, 2016	5.97	B.Com.	- Visen Industries Limited - Nilgiri Herbal Private Limited - M/s. Ayur Herbal Products - M/s. Sigma Chem	17 Years
Mr. Dinesh More	General Manager – HR & Admin	August 25, 2013	5.81	MBA (HR), Diploma in Business Management, B.Com.	- Al Futtaim Carillion – Dubai - Jet Air Private Limited	19 Years

Mr. Bhavesh Pandya was appointed as Chief Financial Officer w.e.f. April 02, 2018.

* Mr. Paresh Shah was appointed as Chief Executive Officer w.e.f. April 02, 2018.

** Mr. Paresh Shah was into his family business prior to joining our Company.

Other Notes –

The aforementioned KMP are on the payrolls of our Company as permanent employees.

Also, they are not related parties as per the Accounting Standard 18.

Relationship amongst the Key Managerial Personnel

None of the aforementioned KMP are related to each other.

Also, none of them have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

Shareholding of Key Managerial Personnel

None of the KMP in our Company holds any shares of our Company as on the date of this Prospectus except as below:

Name of KMP	Number of Equity Shares held
Mr. Paresh Shah	1,100

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial



Personnel prior to / in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years

Our Company does not have fixed bonus / profit sharing plan for any of the employees or key managerial personnel.

Loans taken by Key Management Personnel

None of our Key Managerial Personnel have taken any loan from our Company.

Employee Share Purchase and Employee Stock Option Scheme

Presently, we do not have ESOP / ESPS scheme for employees.

Payment or Benefit to our Officers

Except for the payment of salaries and yearly bonus, if any, we do not provide any other benefits to our employees.

Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Prospectus:

Name of Employee	Designation & Functional Area	Date of Appointment / Change in designation
Ms. Honey Magia	Company Secretary & Compliance Officer	April 02, 2018
Mr. Bhavesh Pandya	Chief Financial Officer	April 02, 2018
Mr. Paresh Shah	Chief Executive Officer	April 02, 2018



OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

1. Mr. Rakesh Shah (Individual Promoter)
2. Mrs. Apooni Shah (Individual Promoter)

The details of our Promoters are provided below:

	Mr. Rakesh Shah
	PAN: AAFPS1066F
	Passport No.: Z2705464
	Driver's License No.: C29397
	Voter's ID No.: AJO5186903
	Name of Bank & Branch: Union Bank of India, Vile Parle West Branch, Mumbai – 400 049
	Bank A/c No.: 40810201914617
	Mrs. Apooni Shah
	PAN: BODPS2527J
	Passport No.: Z2705409
	Driver's License No.: N.A.
	Voter's ID No.: AJO5186911
	Name of Bank & Branch: Union Bank of India, Vile Parle West Branch, Mumbai – 400 049
	Bank A/c No.: 40810201914618

For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past, please see the chapter titled “Our Management” beginning on page no 119 of this Prospectus and “Our Promoter and Promoter Group” on page no. 132 of this Prospectus.

For details of the build-up of our Promoters' shareholding in our Company, please see “Capital Structure –Notes to Capital Structure” on page no. 55 of this Prospectus.

Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoters and the members of our Promoters Group have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoters or members of our Promoters Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters and members of our Promoters Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.



Interests of Promoters

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page nos. 54, 139 and 119 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Common Pursuits of Promoters

There are no Common Pursuits between our Company and our Promoters. Further, as on the date of this Prospectus, our Promoters have no interest in any venture that is involved in activities similar to those conducted by our Company.

Our Company will adopt necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

Companies with which the Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of the Draft Prospectus.

Payment of Amounts or Benefits to the Promoters or Promoters Group during the last two years

Except as stated in the Section titled “*Financial Information - Annexure XXVIII –Related Party Transactions*” on page no. 139 of this Prospectus, there has been no payment of benefits to our Promoters or Promoters Group during the two years preceding the date of the Draft Prospectus.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within two years preceding the date of the Draft Prospectus or proposed to be acquired by our Company as on the date of this Prospectus. For details, please see the chapter “*Our Business*” on page no. 82 of this Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” on page no. 82, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Interest of Promoter in our Company other than as Promoter

Other than as Promoters, our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. For details please see chapters titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 119 and 54 respectively of this Prospectus.



Except as mentioned in this section and the chapters titled “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Financial Statements - Annexure XXVIII –Related Party Transactions*” on page nos. 54, 82, 110 and 139 of this Prospectus, respectively, our Promoters do not have any interest in our Company other than as promoters.

Related Party Transactions

Except as stated in the “*Financial Information - Annexure XXVIII – Related Party Transactions*” on page no. 139 of this Prospectus, our Company has not entered into related party transactions with our Promoters, Promoter Group or our Group Companies.

Shareholding of the Promoters Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 55 of this Prospectus.

Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters are interested as members, directors or promoter nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “*Financial Information Annexure XXVIII –Related Party Transactions*” on page no. 139 of this Prospectus.

Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 10 and 203 of this Prospectus.

OUR PROMOTERS GROUP

Apart from our Promoters, as per Regulation 2(1)(zb) of the SEBI (ICDR) Regulation, 2009, the following individuals and entities shall form part of our Promoters Group:

A. Natural Persons who are Part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Rakesh Shah	Mr. Hasmukhlal Shah	Father
	Mrs. Shobhana Shah	Mother
	Mrs. Apooni Shah	Wife
	Mr. Shailesh Shah	Brother
	1. Mrs. Jayshree Marpatia 2. Mrs. Maya Shah	Sister(s)
	Mr. Aashay Shah	Son
	Mr. Sharad Kothari	Wife's Father
	Mrs Nalini Kothari	Wife's Mother
	1. Mrs. Komal Jhaveri 2. Mrs. Deena Parikh	Wife's Sister(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mrs. Apooni Shah	Mr. Sharad Kothari	Father
	Mrs Nalini Kothari	Mother
	Mr. Rakesh Shah	Husband
	1. Mrs. Komal Jhaveri 2. Mrs. Deena Parikh	Sister(s)
	Mr. Aashay Shah	Son



Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Mr. Hasmukhlal Shah	Husband's Father
	Mrs Shobhana Shah	Husband's Mother
	Mr. Shailesh Shah	Husband's Brother

B. Companies / Corporate Entities forming part of the Promoter Group

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following Companies / Trusts / Partnership firms / HUFs or Sole Proprietorships shall form part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity/Company
1	Satyam Chem LLP*
2	Rakesh Shah (HUF)

*Satyam Chem LLP has applied to the RoC for voluntary Striking Off.

C. Persons whose shareholding is aggregated for the purpose of disclosing under the heading 'Promoter Group'

As per Regulation 2(1)(zb)(v) of the SEBI (ICDR) Regulations, 2009, the following persons shall form part of our Promoter Group:

- NIL



OUR GROUP COMPANIES

In terms of the SEBI Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated April 12, 2018 our Group Companies includes:

1. Those companies disclosed as related parties in accordance with Accounting Standard (“**AS 18**”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years and;
2. All companies forming part of the Promoter Group, with whom our Company has entered into one or more transactions during any of the last three fiscals such that the transaction value with our Company in any of the aforementioned fiscals / period exceeds 1% of the total revenue of our Company in the respective fiscals / period.

Further, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last five financial years and which are no longer associated with our Company have not been disclosed as Group Companies.

Based on the above; as on the date of this Prospectus; we do not have any Group Company, except our Subsidiary Companies. For details of our Subsidiary Companies refer the Chapter titled “*History and Other Corporate Matters*” beginning on page no. 110 of this Prospectus



CURRENCY, UNITS OF PRESENTATION AND EXCHANGE RATES

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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



DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.



SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

REPORT OF THE AUDITORS ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The Board of Directors,
Ambani Organics Limited
N - 44, MIDC,
Tarapur Boisar,
Thane,
Maharashtra - 401 506

Dear Sirs,

Re.: Proposed Public Issue of Equity Shares of Ambani Organics Limited

1. We have examined Restated Consolidated Financial Statements and Other Financial Information of Ambani Organics Limited (the 'Company') formerly known as Ambani Organics Pvt. Ltd., taking into consideration the terms of reference and terms of our engagement agreed upon with you in connection with the proposed IPO of the Company and the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.
2. The said Restated Consolidated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:
 - i. Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') and the related clarifications issued by the Securities and Exchange Board of India ('SEBI'); as amended to date;
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for the financial years ended on March 31, 2018 and 2017 and the 'Restated Statement of Assets and Liabilities' (**Annexure – I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial year ended on March 31, 2018 and 2017. The Financial Statements for the Financial Year ended March 31, 2017 were audited by Kavita Birla & Co. being the Statutory Auditors of the Company and the Financial Statements for the Financial Year ended March 31, 2018 were audited by us being the Statutory Auditors of the Company and approved by the Board of Directors and upon which we have placed our reliance while reporting.
4. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Ambani Organics Limited, we, M/s. Shambhu Gupta & Co., Chartered Accountants, 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.
5. Based on our examination, we further report that:
 - a. The Restated Consolidated Statement of Assets and Liabilities of the Company financial years ended March 31, 2018 and 2017 examined by us, as set out in **Annexure I** to this examination report, are after making adjustments



and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.

- b. The Restated Consolidated Statement of Profit and Loss of the Company for the financial years ended March 31, 2018 and 2017 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Statement of Adjustments to the audited financial statements in **Annexure V**.
- c. The Restated Consolidated Statement of Cash Flows of the Company for the financial years ended March 31, 2018 and 2017 examined by us, as set out in **Annexure III** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
- d. The Restated Financial Statements have been made after incorporating adjustments for:
 - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
 - ii. Prior period and other material amounts in the respective financial years to which they relate.

Which are stated in the Notes to Accounts as set out in **Annexure V**:

- e. Such Financial statements do not require any corrective adjustments on account of :
 - i. Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, financial years ended March 31, 2018 and 2017.
 - ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
- 6. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
 - i) Schedule of Share Capital (Annexure - VI)
 - ii) Schedule of Reserves & Surplus (Annexure - VII)
 - iii) Schedule of Long Term Borrowings (Annexure – VIII)
 - iv) Schedule of Other Long Term Liabilities (Annexure – IX)
 - v) Schedule of Deferred Tax Liabilities (Annexure – X)
 - vi) Schedule of Long Term Provisions (Annexure – XI)
 - vii) Schedule of Short Term Borrowings (Annexure – XII)
 - viii) Schedule of Trade Payables (Annexure – XIII)
 - ix) Schedule of Other Current Liabilities (Annexure – XIV)
 - x) Schedule of Short Term Provisions (Annexure - XV)
 - xi) Schedule of Fixed Assets (Annexure – XVI)
 - xii) Schedule of Non- Current Investments (Annexure – XVII)
 - xiii) Schedule of Long Term Loans and Advances (Annexure – XVIII)
 - xiv) Schedule of Deferred Tax Assets (Annexure – XIX)
 - xv) Schedule of Inventories (Annexure – XX)
 - xvi) Schedule of Trade Receivables (Annexure – XXI)
 - xvii) Schedule of Cash and Cash Equivalents (Annexure – XXII)
 - xviii) Schedule of Short Term Loans and Advances (Annexure – XXIII)
 - xix) Schedule of Other Current Assets (Annexure – XXIV)
 - xx) Schedule of Revenue from Operations (Annexure –XXV)
 - xxi) Schedule of Other Income (Annexure –XXVI)



- xxii) Schedule of Dividend Declared (Annexure –XXVII)
- xxiii) Schedule of Related Party Transactions (Annexure – XXVIII)
- xxiv) Capitalization Statement (Annexure – XXIX)
- xxv) Schedule of Contingent Liability (Annexure – XXX)
- xxvi) Summary of Accounting Ratios (Annexure – XXXI)
- xxvii) Segment Reporting (Annexure – XXXII)

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXXII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26, read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not in any way construed as a re-issuance or re-drafting of any of the previous audit reports issued by the Statutory Auditors nor should this report be construed as a new opinion on any of the financial statement referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For M/s. Shambhu Gupta & Co.
Chartered Accountants
(Firm Registration No. 007234C)

Rajkumar Khatod
Membership No: 133612
Place: Mumbai
Date: June 19, 2018



ANNEXURE I
STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
EQUITY AND LIABILITIES		
Shareholders' Funds		
a. Share Capital	381.07	381.07
b. Reserves & Surplus	207.75	31.83
Non Current Liabilities		
a. Long Term Borrowings	287.60	214.96
b. Other Long Term Liabilities	553.35	541.85
c. Deferred Tax Liabilities	-	-
d. Long Term Provisions	51.96	35.65
.		
Current Liabilities		
a. Short Term Borrowings	1,247.47	973.70
b. Trade Payables	1,941.47	1,545.78
c. Other Current Liabilities	82.96	89.08
d. Short Term Provisions	19.02	15.86
TOTAL	4,772.65	3,829.79
ASSETS		
Non Current Assets		
a. Fixed Assets (Net Block)		
i. Tangible Assets	1,134.62	1,083.61
ii. Intangible Assets	159.70	82.52
b. Non Current Investment	20.02	16.84
c. Long term Loans & Advances	5.66	3.70
d. Deferred Tax Assets	30.93	62.57
Current Assets		
a. Inventories	1,038.20	628.87
b. Trade Receivables	1,838.19	1,609.58
c. Cash and Cash Equivalents	77.77	74.94
d. Short Term Loans & Advances	45.72	17.41
e. Other Current Assets	422.29	249.73
TOTAL	4,772.65	3,829.78



ANNEXURE II
STATEMENT OF CONSOLIDATED PROFIT AND LOSS ACCOUNT, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
INCOME		
Revenue from Operations	6,529.51	5,235.74
Other Income	28.63	54.11
Total Income (A)	6,558.15	5,289.85
EXPENDITURE		
Cost of Material Consumed	(344.97)	(39.07)
Changes in inventories	5,750.18	4,398.20
Employee benefit expenses	241.93	205.62
Finance costs	209.93	192.77
Depreciation and Amortization	63.79	47.83
Other Expenses	415.31	347.91
Total Expenses (B)	6,336.17	5,153.25
Profit before exceptional, extraordinary items and tax (A-B)	221.98	136.60
Exceptional items	1.01	(18.82)
Profit before extraordinary items and tax		
Extraordinary items		
Profit before tax (C)	222.99	117.78
<i>Tax expense :</i>		
(i) Current tax	45.79	26.66
(ii) Deferred Tax	31.64	37.82
(iii) MAT Credit	(45.79)	(26.66)
Total Tax Expense (D)	31.64	37.82
Profit for the year (C-D)	191.35	79.96



ANNEXURE III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Cash flow from operating activities:		
Net Profit before tax as per Profit And Loss account	222.99	117.78
Adjusted for:		
Depreciation and Amortization	63.79	47.83
Provision for Gratuity	-	(10.53)
Interest received on Fixed Deposits	(8.28)	(3.30)
Finance Cost	209.93	192.77
Profit/ Loss on sale of Fixed Assets	(1.09)	1.38
Reversal of last year VAT payable on fire	(15.43)	1.77
Taxes of earlier years	-	(2.65)
Extraordinary Items	(1.01)	18.82
Operating Profit/Loss Before Working Capital Changes	470.90	363.86
Adjusted for (Increase)/ Decrease:		
Inventories	(409.33)	(301.61)
Trade Receivables	(228.61)	(410.67)
Short Term Loans and Advances	(27.86)	66.29
Other Current Assets	(172.56)	(100.86)
Trade Payables	395.70	790.42
Other Current Liability	(6.12)	(32.21)
Short Term Provision	3.15	7.84
Long Term Provisions	20.42	35.65
Cash Generated From Operations Before Extra-Ordinary Items	45.69	418.71
Add:- Extra-Ordinary Items	1.01	(18.82)
Cash Generated From Operations	46.70	399.89
Direct Tax Paid		
Net Cash Flow from/(used in) Operating Activities: (A)	46.70	399.89
Cash Flow From Investing Activities:		
Interest received from Fixed Deposits	8.28	3.30
Sale/(Purchase) of Fixed assets	(195.00)	(202.75)
Sale/(Purchase) of investments	(3.17)	-
Net Cash Flow from/(used in) Investing Activities: (B)	(189.90)	(199.45)
Cash Flow from Financing Activities:		
Increase / (Decrease) Long Term Borrowing	72.64	(11.03)
Increase / (Decrease) in Short Term Borrowing	273.77	(33.94)
Increase / (Decrease) in Other Long Term Liabilities	11.49	
Increase / (Decrease) in Long Term Loans & Advances	(1.96)	(0.93)
Interest & Financial Charges	(209.93)	(192.77)
Net Cash Flow from/(used in) Financing Activities (C)	146.01	(238.66)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	2.82	(38.22)
Cash & Cash Equivalents As At Beginning of the Year	74.94	113.17
Cash & Cash Equivalents As At End of the Year	77.77	74.95



Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Cash on hand	10.56	3.47
Bank Balance In Current Accounts	7.90	4.55
Fixed Deposits	0.16	13.16
Buyers Credit Margin	59.15	53.76
Total	77.77	74.94

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.



ANNEXURE IV SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF ACCOUNTING

The accompanying financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to existing accounting standard requires the change in the accounting policy hitherto in use. Management evaluates all relevant issues or revised accounting standards on an ongoing basis. Accounting Policies not specifically referred to otherwise are consistent and in consonance with the Generally Accepted Accounting Principles that are followed by the company

Details of subsidiary company considered in the consolidated accounts:

Name of Subsidiary	Extent of Holding – March 31, 2018	Extent of Holding – March 31, 2017
Omega Woven Mills Private Limited	99.50%	99.50%
Om Maruti Glasswool And Wirenetting Products Private Limited	99.86%	NA

Accounting policies adopted in the preparation of consolidated accounts:

The consolidated accounts related to Ambani Organics Limited, Mumbai (Holding Company) and M/s. Omega Woven Mills Private Limited and Om Maruti Glasswool And Wirenetting Products Private Limited (Subsidiary Companies), have been prepared in accordance with AS - 21 “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.

The Consolidated Financial Statements have been prepared based on line-by-line consolidation by adding together the book values of each & every item like Assets, Liabilities, Income and Expenses as per the accounts of the Holding Company and its Subsidiary Company and Associate and intra group balances/ intra group transactions have been eliminated.

The difference between the costs of Investment in the subsidiaries over the Net Assets at the time of acquisition of shares in the Subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be. Minority Interest's share of Net Profit of Consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive the net income attributable to Shareholders of the company.

Minority Interest's share of Net Assets of Consolidated subsidiaries is identified and presented in the Consolidated Balance sheet separate from liabilities and the equity of the Company's shareholders. The losses applicable to Minority Interest exceeding their interest are adjusted against Majority Interest.

The Consolidated Financial Statements have been prepared using uniform policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the holding company's individual accounts.

Current events and actions, actual results could differ from these estimates.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.



(B) USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

(C) FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at cost inclusive of value added tax less accumulated depreciation and impairment loss, if any. All costs including financing costs till commencement of commercial production. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on fixed assets is provided on straight line method using the life of assets based on the useful lives provided by the Schedule II of Companies Act 2013.

Depreciation on assets acquired / disposed off during the year has been provided on a pro-rata basis from the date of addition or up to the date of disposal as applicable.

There is no difference in life of assets as prescribed in schedule II of Companies Act 2013 and in our working.

(D) REVENUE RECOGNITION:

Sales are exclusive of Excise Duty, Cess & Sale. Sales are recognized when significant risk and rewards of ownership of goods are passed on to customers. Sales tax incentives are recognized as income as and when the amounts of incentive are confirmed by the respective officers.

(E) INVESTMENTS

Current investments are carried at lower of cost and quoted/ fair market value, compared category wise. 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 a temporary.

(F) GOVERNMENT GRANTS AND SUBSIDIES:

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received.

Government grants in the nature Capital Subsidy received upon the amount invested on Plant and Machinery, where no repayment is ordinarily expected in respect thereof, are treated as Deferred Revenue Income and has been proportionately credited to Profit & Loss Account on the basis of actual useful life of the Plant & Machinery.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

(G) INVENTORIES:

Inventories have been valued at lower of cost or net realizable value. Cost in respect of purchased materials & finished goods consists of purchase price including freight inward, brokerage and other expenditure directly attributable to the acquisition.



(H) IMPAIRMENT OF ASSETS

The carrying amount of assets is reviewed at each Balance-sheet date if there is an indication of impairment based on the internal and external factors. An impairment loss if any is charged to Statement of Profit & Loss in the year in which the amount is identified as impaired. There are no assets which can be termed as impaired asset during the year.

(I) FOREIGN CURRENCY TRANSACTION:

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the rate of the transactions. Monetary items denominated in foreign currency at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rates and rate on the date of the contract recognized as exchange difference and the premium paid on forward contract is recognized over the life of the contract.

(J) EMPLOYEE BENEFITS:

The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss.

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately.

The Company does not have any system of accumulation of unutilized privilege leave applicable to its employees and no provision is made for the same.

(K) TAXES ON INCOME:

Current Tax: Provision for current income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the specific applicable laws.

Deferred Tax: Deferred tax is measured on based on the tax rate and tax laws enacted or substantially enacted at the balance date. Deferred tax assets are recognized only if there is reasonable/virtual certainty that they will be realized.

(L) PROVISION & CONTINGENCIES:

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provision are not discounted to present value and are determined on best estimate required to settle the obligation at the Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized and are disclosed by way of notes to accounts.

(M) LEASE:

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the lease item are classified as operating lease. Operating lease payments are an expense in the profit and loss account on a straight-line basis over the lease term.

(N) EARNING PER SHARE

- a) Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted



average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(O) The Company's only identifiable reportable segment is Speciality Chemicals and hence disclosure of Segment wise information is not applicable under Accounting Standard – 17 "Segment Information" (AS-17). Details of geographical segments are disclosed.

(P) There are no Auditor's Qualifications in the Financial Statements of the Company.



ANNEXURE V NOTES TO ACCOUNTS

1. Managerial Remuneration

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Directors' Remuneration		
Salaries and Allowances	48.46	34.56

2. Remuneration to Auditors

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Audit Fees	1.79	0.99

3. Information regarding Foreign Exchange imports, exports and expenditure

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Imports in Foreign Exchange	866.30	885.87
Expenditure in Foreign Exchange	2.89	7.70
Exports in Foreign Exchange	1,125.07	715.01

4. There are no Micro, Small and Medium Enterprises to whom the company owes dues which are outstanding for more than 45 days during the period. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

5. Previous year figures have been re-grouped and re-stated wherever necessary to confirm to the current year classification.

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Adjustments having impact on profit

Changes done in profit after tax due to gratuity provision and tax provision has been restated for the financial years 2016-17 and 2017-18

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Profit as per Audited Financials	176.70	81.43
Add / Less: Provision for Gratuity	11.99	(1.46)
Add / Less : Tax Provision	2.65	-
Profit as per Restated Financials	191.35	79.96

Changes done in Reserves and Surplus due to gratuity provision and tax provision has been restated for the financial years 2016-17 and 2017-18

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Balance as per Audited Financials	207.75	44.70
Add : Short / Excess tax Provision	-	(2.65)



Add/Less: Gratuity Provision	-	(11.99)
Add/Less: Pre-Acquisition Effect		1.77
Balance as per Restated Financials	207.75	31.83

Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).



ANNEXURE VI
SCHEDULE OF SHARE CAPITAL, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Equity Share Capital		
Authorized Share capital		
40,00,000 Equity Shares of ₹ 10/- each	400.00	400.00
T O T A L		
Issued, Subscribed and Fully Paid Up Share Capital		
38,10,659 Equity Shares of ₹ 10/	381.07	381.07
TOTAL	381.07	381.07

Reconciliation of number of shares outstanding:

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Equity Shares		
Equity shares at the beginning of the year of ₹ 10/- each	3,810,659	3,810,659
Additions	-	-
Equity Shares at the end of the year	3,810,659	3,810,659

ANNEXURE VII
SCHEDULE OF RESERVES AND SURPLUS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Profit & Loss A/c		
Opening Balance	2.88	(65.67)
<u>Add / (Less): Changes during the year</u>		
Add/(Less): Profit/(Loss) After Tax	191.35	79.96
Add / Less: Pre-Acquisition Profit / Loss	(15.43)	1.77
Less: Short/(Excess)Provision for Tax		(2.65)
Less: Gratuity provision for previous years		(10.53)
Total (a)	178.80	2.88
Securities Reserve		
Opening Balance	28.94	28.94
<u>Add / (Less): Changes during the year</u>		
Total (b)	28.94	28.94
Total Reserves (a+b)	207.75	31.83

ANNEXURE VIII
SCHEDULE OF LONG TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Secured Loans		
From Banks	160.50	202.90



Total (a)	160.50	202.90
Unsecured Loans		
Inter Corporate Loans	44.56	-
From Directors	56.35	7.72
From NBFCs	26.08	-
From Others & Shareholders	0.13	4.34
Total (b)	127.11	12.07
TOTAL (A+B)	287.60	214.96
Current Maturity to Long term debt	70.34	68.98

ANNEXURE IX
SCHEDULE OF OTHER LONG TERM LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Other Long Term Liabilities		
Acceptances from Vendors	541.85	541.85
Security Deposits	11.49	-
TOTAL	553.35	541.85

ANNEXURE X
SCHEDULE OF DEFERRED TAX LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Deferred Tax Liabilities		
Opening Balance	-	-
Aggregate Timing Difference for the year	-	-
TOTAL	-	-

ANNEXURE XI
SCHEDULE OF LONG TERM PROVISIONS AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Provision for Tax	44.88	26.66
Gratuity Provision	6.17	9.00
TOTAL	51.96	35.65

ANNEXURE XII
SCHEDULE OF SHORT TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Secured Loans		
From Bank	1,246.97	973.70



From Others	0.50	-
TOTAL	1,247.47	973.70

The above amounts in Annexure VIII and XII include:

(₹ in lakhs)

Secured Borrowing	1,451.49	1,245.58
Unsecured Borrowing	153.92	12.07
Total	1,605.42	1,257.65

ANNEXURE XIII

SCHEDULE OF TRADE PAYABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Micro, Small, Medium Enterprises	-	-
Others		
Sundry Creditors	1,941.47	1,545.78
TOTAL	1,941.47	1,545.78

ANNEXURE XIV

SCHEDULE OF OTHER CURRENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Current Maturities to Long Term Debt	70.34	68.98
Provident Fund Payable	2.95	1.29
TDS Payable	3.01	11.04
Profession Tax Payable	3.25	3.13
Advance from customers	2.79	1.04
Excise duty payable	-	-
Service Tax Payable	-	3.45
MLWF Payable	0.02	0.15
ESIC Payable	0.22	-
GST RCM Payable	0.38	-
TOTAL	82.96	89.08

ANNEXURE XV

SCHEDULE OF SHORT TERM PROVISIONS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Provision for Salary	13.76	8.34
Provision for Taxation	-	1.34
Provision for Gratuity	3.43	3.00
Other Outstanding Expenses	1.83	0.53
TOTAL	19.02	15.86



ANNEXURE XVI
SCHEDULE OF FIXED ASSETS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
TANGIBLE ASSETS		
PLANT, EQUIPMENT & MACHINERY		
Opening Balance	549.18	485.06
Addition during the year	96.86	62.18
Reduction during the year	9.08	-
Depreciation During the year	39.55	28.00
Accumulated Depreciation	48.42	18.70
Destroyed in fire	-	-
Charge from Retained earnings	-	-
Depreciation on Disposal	1.09	
Closing Balance	550.09	500.54
FURNITURE & FIXTURE		
Opening Balance	7.48	4.19
Addition during the year	0.39	3.21
Reduction during the year	-	-
Depreciation During the year	0.63	0.46
Accumulated Depreciation	1.68	1.14
Destroyed in fire		
Charge from Retained earnings		
Depreciation on Disposal		
Closing Balance	5.56	5.79
VEHICLE		
Opening Balance	56.37	25.74
Addition during the year	-	33.04
Reduction during the year	-	7.15
Depreciation During the year	3.33	1.56
Accumulated Depreciation	6.86	6.22
Destroyed in fire		
Charge from Retained earnings		
Depreciation on Disposal		5.26
Closing Balance	46.18	49.11
COMPUTER		
Opening Balance	13.95	11.12
Addition during the year	1.97	1.66
Reduction during the year	-	-
Depreciation During the year	1.65	1.68
Accumulated Depreciation	11.25	8.45
Destroyed in fire		
Charge from Retained earnings		
Depreciation on Disposal		
Closing Balance	3.02	2.64
LAND		
Opening Balance	1.29	1.09
Addition during the year	-	-



Reduction during the year	-	-
Depreciation During the year	-	-
Accumulated Depreciation	-	-
Destroyed in fire	-	-
Charge from Retained earnings	-	-
Depreciation on Disposal	-	-
Closing Balance	1.29	1.09
FACTORY SHED		
Opening Balance	177.23	149.94
Addition during the year	22.35	27.29
Reduction during the year	-	-
Depreciation During the year	6.17	5.29
Accumulated Depreciation	6.15	0.86
Destroyed in fire		
Charge from Retained earnings		
Depreciation on Disposal		
Closing Balance	187.26	171.08
OFFICE BUILDING		
Opening Balance	394.97	390.13
Addition during the year	-	-
Reduction during the year	-	-
Depreciation During the year	12.45	10.83
Accumulated Depreciation	41.28	25.95
Destroyed in fire		
Charge from Retained earnings		
Depreciation on Disposal		
Closing Balance	341.23	353.35
Tangible Gross Block	1,312.95	1,187.50
Destroyed in Fire		
Depreciation during the year	63.78	47.83
Total Accumulated Depreciation	115.63	61.33
Charge from Retained Earning		
Depreciation on Disposal	1.09	5.26
NET BLOCK OF TANGIBLE FIXED ASSETS	1,134.62	1,083.61
INTANGIBLE ASSETS		
SOFTWARE		
Opening Balance	-	-
Addition during the year	2.70	-
Reduction during the year	-	-
Amortization During the year	0.01	-
Accumulated Amortization	-	-
Closing Balance	2.69	-
GOODWILL ON CONSOLIDATION	157.01	82.52
TOTAL INTANGIBLE ASSETS	159.70	82.52



ANNEXURE XVII
SCHEDULE OF NON CURRENT INVESTMENTS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Gold Coins	16.46	13.39
Shares with Tarapur Environmental Protection Society	3.46	3.46
Maharashtra State Electricity Board Bonds	0.10	
TOTAL	20.02	16.84

ANNEXURE XVIII
SCHEDULE OF LONG TERM LOANS AND ADVANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
To Promoter & Promoter Group	-	-
To Others		
Security Deposits	5.66	3.70
TOTAL	5.66	3.70

ANNEXURE XIX
SCHEDULE OF DEFERRED TAX ASSETS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Opening Balance	62.57	100.39
Add : For current year P&L	(31.64)	(37.82)
Add: For current year R&S		
TOTAL	30.93	62.57

ANNEXURE XX
SCHEDULE OF INVENTORIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Closing Stock	1,038.20	628.87
TOTAL	1,038.20	628.87

ANNEXURE XXI
SCHEDULE OF TRADE RECEIVABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
Outstanding for a period less than 6 months		
Promoter & Promoter Group	-	-
Others	1,603.40	1,477.17
Outstanding for a period exceeding 6 months		
Promoter & Promoter Group	-	-
Others	234.80	132.41
TOTAL	1,838.19	1,609.58

**Annexure XXII****SCHEDULE OF CASH AND CASH EQUIVALENTS, AS RESTATED***(₹ in lakhs)*

Particulars	As at March 31,	
	2018	2017
Cash on hand	10.56	3.47
Bank Balance In Current Accounts	7.90	4.55
Bank Balance In Deposit Accounts	0.16	13.16
Buyer's Credit Margin	59.15	53.76
TOTAL	77.77	74.94

ANNEXURE XXIII**SCHEDULE OF SHORT TERM LOANS AND ADVANCES, AS RESTATED***(₹ in lakhs)*

Particulars	As at March 31,	
	2018	2017
From Promoter & Promoter Group		
From Others		
Loans & Advance to employees	5.75	9.59
Advance Income Tax and TDS	37.05	0.42
Others	2.91	5.95
Advance for Fixed Assets	-	1.45
TOTAL	45.72	17.41

ANNEXURE XXIV**SCHEDULE OF OTHER CURRENT ASSETS***(₹ in lakhs)*

Particulars	As at March 31,	
	2018	2017
CENVAT Credit Receivable	-	13.78
Excise Refund Receivable	7.04	35.69
Service Tax	-	41.95
Vat Refund Receivable	156.25	125.59
Advance given to supplier	43.95	5.03
Advance against Expenses	0.09	0.96
MAT Credit Entitlement	70.76	26.66
Duty Drawback receivable	0.81	0.08
Prepaid Expenses	12.55	-
GST Credit Receivable	85.78	-
GST Refund Receivable	45.06	-
TOTAL	422.29	249.73



ANNEXURE XXV
SCHEDULE OF REVENUE FROM OPERATIONS, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Domestic Sales	5,404.45	4,520.74
Export Sales	1,125.07	715.01
TOTAL	6,529.51	5,235.74

ANNEXURE XXVI
SCHEDULE OF OTHER INCOME, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Other income		
Recurring income :		
Octroi Received	0.28	0.72
Export Incentive	3.20	7.29
Interest	8.28	3.30
Foreign Exchange gain	6.14	7.30
Discount Received	10.74	35.50
Non recurring income :		
-	-	-
Total	28.63	54.11
Net Profit Before Tax as Restated	222.99	117.78
Other Income as % of Net Profit Before Tax	12.84%	45.94%

ANNEXURE XXVII
SCHEDULE OF DIVIDEND DECLARED, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
On Equity Shares		
Fully Paid up Share Capital (₹ in lakhs)	38,10,659	38,10,659
Face Value (₹)	10.00	10.00
Paid up value per share (₹)	10.00	10.00
Rate of Dividend	-	-
Total Dividend	-	-
Corporate Dividend tax on above	-	-



ANNEXURE XXVIII
SCHEDULE OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(i) Key Managerial Personnel

For the year ended March 31,	
2018	2017
Rakesh Shah	Rakesh Shah
Apooni Shah	Apooni Shah
Sharad Kothari	-

(ii) Relatives of KMPs

For the year ended March 31,	
2018	2017
Aashay Shah	Aashay Shah
Shailesh Shah	Shailesh Shah
Sharad Kothari	Sharad Kothari

(iii) Enterprises over which over which directors and / or their relatives has significant influence:

For the year ended March 31,	
2018	2017
Rakesh Shah HUF	Rakesh Shah HUF
Satyam Chem LLP	Satyam Chem LLP

(iv) Particulars of Transactions with Related Parties

Key Management Personnel

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
1) Finance		
Loan Taken	112.56	205.97
Repayment of Loan	89.77	196.08
2) Expenses		
Remuneration	48.46	34.56
Interest Paid	-	-
3) Outstanding		
Unsecured Loan	56.35	7.60
3) Investment		
Acquired Equity Share of OMGWPPL from KMP	56.00	-

Relatives of Key Managerial Personnel

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
1) Finance		
Loan Taken	-	-
Repayment of Loan	-	-
Issue of Shares	-	-



2) Expenses		
Other Expenses		
Remuneration	3.01	13.20
3)Outstanding		
Payables	-	-

Enterprises over which over which directors and / or their relatives has significant influence:

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
1) Asset Purchase		
Machinery Purchased	-	-
2) Outstanding		
Payable	-	-

ANNEXURE XXIX CAPITALIZATION STATEMENT

(₹ in lakhs)

Particular	Pre Issue (as at March 31, 2018)	Post Issue
Borrowings		
Short term debt (A)	1,317.82	1,317.82
Long Term Debt (B)	287.60	287.60
Total debts (C=A+B)	1,605.42	1,605.42
Shareholders' funds		
Equity share capital (D)	381.07	507.87
Reserve and surplus - as restated (E)	207.75	917.83
Total shareholders' funds (F=D+E)	588.81	1,425.69
Long term debt / shareholders funds	0.49	0.20
Total debt / shareholders funds	2.73	1.13

Note:

- The above has been computed on the basis of Restated Financials of the Company.

ANNEXURE XXX SCHEDULE OF CONTINGENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,	
	2018	2017
.		
Commitments, Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets.	-	20.00



ANNEXURE XXXI
STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Restated PAT as per P & L Account	191.35	79.96
Actual Number of Equity Shares outstanding at the beginning of the year	3,810,659	3,810,659
Equivalent Weighted Avg. number of Equity Shares at the end of the year	3,810,659	3,810,659
Share Capital	381.07	381.07
Reserves & Surplus	207.75	31.83
Misc. Expenses not w/off	-	-
Net Worth	588.81	412.89
Earnings Per Share:		
Basic & Diluted	5.02	2.10
Return on Net Worth (%)	32.50%	19.37%
Net Asset Value Per Share (Rs) - based on actual no. of equity shares at the end of the year	15.45	10.84
Nominal Value per Equity share (₹)	10.00	10.00

Notes on Accounting Ratios:

1. Earnings Per Share (₹) = (Restated PAT as per P & L Account/ Weighted Average Number of Equity Shares at the end of the Year).
2. Return on Net Worth (%) = Restated PAT as per P & L Account/ Net Worth - Restated * 100.
3. Net Asset Value Per Share (₹) = Net Worth- Restated/ Number of Equity Shares at the end of the Year.

ANNEXURE XXXII
SEGMENT REPORTING

(₹ in lakhs)

Particulars	For the year ended March 31,	
	2018	2017
Net local sales	5,404.45	4,520.74
Export	1,125.07	715.01
Total	6,529.51	5,235.74

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

There has been no change in the Accounting Policies in the last three (3) years.

CHANGES IN ACCOUNTING PERIOD

There has been no change in the accounting period of the Company.



REPORT OF THE AUDITORS ON STANDALONE FINANCIAL STATEMENTS

To,
The Board of Directors,
Ambani Organics Limited
N-44, MIDC,
Tarapur Boisar,
Thane,
Maharashtra - 401 506

Dear Sirs,

Re.: Proposed Public Issue of Equity Shares of Ambani Organics Limited

1. We have examined Restated Standalone Financial Statements and Other Financial Information of Ambani Organics Limited (the 'Company') formerly known as Ambani Organics Pvt. Ltd., taking into consideration the terms of reference and terms of our engagement agreed upon with you in connection with the proposed IPO of the Company and the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.
2. The said Restated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:
 - i. Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') and the related clarifications issued by the Securities and Exchange Board of India ('SEBI'); as amended to date;
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for the financial years ended on March 31, 2018, 2017, 2016, 2015 and 2014 and the 'Restated Statement of Assets and Liabilities' (**Annexure – I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial year ended on March 31, 2018, 2017, 2016, 2015 and 2014. The Financial Statements for the Financial Year ended March 31, 2018 were audited by us, and whereas the Financial Statements for the Financial Years ended March 31, 2017, 2016 and 2015 were audited by M/s. Kavita Birla & Co., Chartered Accountants and whereas the Financial Statements for the Financial Years ended March 31, 2014 were audited by Thanawala & Co., Chartered Accountants; being the Statutory Auditors of the Company and approved by the Board of Directors and upon which we have placed our reliance while reporting.
4. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Ambani Organics Limited, we, M/s. Shambhu Gupta & Co., Chartered Accountants, 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.
5. Based on our examination, we further report that:
 - a. The Restated Statement of Assets and Liabilities of the Company financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in **Annexure I** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.



- b. The Restated Statement of Profit and Loss of the Company for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Statement of Adjustments to the audited financial statements in **Annexure V**.
- c. The Restated Statement of Cash Flows of the Company for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in **Annexure III** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
- d. The Restated Financial Statements have been made after incorporating adjustments for:
 - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
 - ii. Prior period and other material amounts in the respective financial years to which they relate.

Which are stated in the Notes to Accounts as set out in **Annexure V**:

- e. Such Financial statements do not require any corrective adjustments on account of :
 - i. Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.
 - ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
- 6. At the request of the company, we have also examined the following financial information("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
 - i) Schedule of Share Capital (Annexure - VI)
 - ii) Schedule of Reserves & Surplus (Annexure - VII)
 - iii) Schedule of Long Term Borrowings (Annexure – VIII)
 - iv) Schedule of Other Long Term Liabilities (Annexure – IX)
 - v) Schedule of Deferred Tax Liabilities (Annexure – X)
 - vi) Schedule of Long Term Provisions (Annexure – XI)
 - vii) Schedule of Short Term Borrowings (Annexure – XII)
 - viii) Schedule of Trade Payables (Annexure – XIII)
 - ix) Schedule of Other Current Liabilities (Annexure – XIV)
 - x) Schedule of Short Term Provisions (Annexure - XV)
 - xi) Schedule of Fixed Assets (Annexure – XVI)
 - xii) Schedule of Non- Current Investments (Annexure – XVII)
 - xiii) Schedule of Long Term Loans and Advances (Annexure – XVIII)
 - xiv) Schedule of Deferred Tax Assets (Annexure – XIX)
 - xv) Schedule of Inventories (Annexure – XX)
 - xvi) Schedule of Trade Receivables (Annexure – XXI)
 - xvii) Schedule of Cash and Cash Equivalents (Annexure – XXII)
 - xviii) Schedule of Short Term Loans and Advances (Annexure – XXIII)
 - xix) Schedule of Other Current Assets (Annexure – XXIV)
 - xx) Schedule of Revenue from Operations (Annexure –XXV)
 - xxi) Schedule of Other Income (Annexure –XXVI)
 - xxii) Schedule of Dividend Declared (Annexure –XXVII)
 - xxiii) Schedule of Related Party Transactions (Annexure – XXVIII)
 - xxiv) Capitalization Statement (Annexure – XXIX)



- xxv) Schedule of Contingent Liability (Annexure – XXX)
- xxvi) Summary of Accounting Ratios (Annexure – XXXI)
- xxvii) Statement of Tax Shelter (Annexure – XXXII)
- xxviii) Segment Reporting (Annexure – XXXIII)

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXX read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26, read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not in any way construed as a re-issuance or re-drafting of any of the previous audit reports issued by the Statutory Auditors nor should this report be construed as a new opinion on any of the financial statement referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For M/s. Shambhu Gupta & Co.
Chartered Accountants
(Firm Registration No. 007234C)

Rajkumar Khatod
Membership No: 133612
Place: Mumbai
Date: June 19, 2018



ANNEXURE I
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
EQUITY AND LIABILITIES					
Shareholders' Funds					
a. Share Capital	381.07	381.07	381.07	306.07	275.01
b. Reserves & Surplus	215.57	33.27	(47.25)	(21.53)	194.75
Non Current Liabilities					
a. Long Term Borrowings	287.48	214.34	225.99	90.22	161.16
b. Other Long Term Liabilities	553.35	541.85	541.85	-	-
c. Deferred Tax Liabilities	-	-	-	-	10.26
d. Long Term Provisions	51.96	35.65	7.90	7.08	6.39
Current Liabilities					
a. Short Term Borrowings	1,246.97	973.70	1,007.64	650.50	692.12
b. Trade Payables	1,940.04	1,545.78	755.35	734.45	1,092.66
c. Other Current Liabilities	82.96	89.08	121.29	109.91	72.74
d. Short Term Provisions	18.38	15.76	10.40	25.50	26.78
TOTAL	4,777.78	3,830.50	3,004.24	1,902.19	2,531.88
ASSETS					
Non Current Assets					
a. Fixed Assets (Net Block)					
i. Tangible Assets	1,047.37	1,024.00	946.33	353.30	572.85
ii. Intangible Assets	2.69	-	-	-	-
b. Non Current Investment	147.47	91.47	16.84	13.39	13.39
c. Long term Loans & Advances	177.16	72.72	68.77	1.92	1.92
d. Deferred Tax Assets	8.27	62.57	100.39	123.12	-
Current Assets					
a. Inventories	1,038.20	628.87	327.26	40.53	667.26
b. Trade Receivables	1,819.82	1,609.58	1,198.91	772.11	1,075.10
c. Cash and Cash Equivalents	75.21	74.15	113.17	24.84	19.47
d. Short Term Loans & Advances	44.06	17.41	83.70	85.99	67.10
e. Other Current Assets	417.53	249.73	148.87	486.99	114.80
TOTAL	4,777.78	3,830.50	3,004.24	1,902.19	2,531.88



ANNEXURE II
STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
INCOME					
Revenue from Operations	6,529.51	5,235.74	3,273.26	3,759.06	3,415.37
Other Income	28.63	54.11	18.14	6.71	4.32
Total Income (A)	6,558.15	5,289.85	3,291.40	3,765.77	3,419.69
EXPENDITURE					
Cost of Material Consumed	5,750.18	4,398.20	2,640.39	3,709.24	2,861.04
Changes in inventories	(344.97)	(39.07)	(147.18)	41.82	(5.31)
Employee benefit expenses	239.93	205.62	153.24	128.69	141.11
Finance costs	209.92	192.74	173.24	164.53	148.69
Depreciation and Amortization	59.66	47.83	28.11	38.84	36.43
Other Expenses	406.75	344.72	363.80	231.62	187.57
Total Expenses (B)	6,321.47	5,150.04	3,211.61	4,314.73	3,369.53
Profit before exceptional, extraordinary items and tax (A-B)	236.68	139.81	79.79	(548.96)	50.16
Exceptional items	-	-	-	-	-
Profit before extraordinary items and tax	236.68	139.81	79.79	(548.96)	50.16
Extraordinary items	0.08	18.82	(95.96)	171.98	-
Profit before tax (C)	236.60	120.99	(16.16)	(376.97)	50.16
<i>Tax expense :</i>					
(i) Current tax	45.79	26.66	-	-	14.00
(ii) Deferred Tax	54.30	37.82	22.73	(132.98)	3.81
(iii) MAT Credit	(45.79)	(26.66)	-	-	-
Total Tax Expense (D)	54.30	37.82	22.73	(132.98)	17.81
Profit for the year (C-D)	182.30	83.17	(38.89)	(243.99)	32.35



ANNEXURE III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Cash flow from operating activities:					
Net Profit before tax as per Profit And Loss account	236.60	120.99	(16.16)	(376.97)	50.16
Adjusted for:					
Depreciation and Amortization	59.66	47.83	28.11	38.84	36.04
Provision for Gratuity	-	-	-	-	(6.77)
Interest received on Fixed Deposits	(8.28)	(3.30)	(1.16)	(0.55)	(1.69)
Interest received on Advances	-	-	-	-	-
Finance Cost	209.92	192.74	173.24	164.53	148.69
Profit/ Loss on sale of Fixed Assets	-	1.38	-	0.33	-
Reversal of last year VAT payable on fire	-	-	13.18	-	-
Taxes of earlier years	-	(2.65)	-	-	(8.29)
Operating Profit/Loss Before Working Capital Changes	497.91	356.99	197.21	(173.82)	217.40
Adjusted for (Increase)/ Decrease:					
Inventories	(409.33)	(301.61)	(286.72)	626.73	(202.28)
Trade Receivables	(210.24)	(410.67)	(426.80)	302.99	10.20
Short Term Loans and Advances	(26.65)	66.29	2.28	(18.89)	(59.19)
Other Current Assets	(167.80)	(100.86)	338.13	(372.20)	(112.84)
Trade Payables	394.26	790.42	20.91	(358.22)	307.10
Other Current Liability	(6.12)	(32.21)	11.38	37.17	63.96
Short Term Provision	2.62	5.36	(15.10)	(1.27)	(0.99)
Long Term Provisions	16.31	27.75	0.82	0.69	6.39
Cash Generated From Operations Before Extra-Ordinary Items	90.97	401.47	(157.91)	43.17	229.76
Add:- Exceptional Items					
Cash Generated From Operations	90.97	401.47	(157.91)	43.17	229.76
Direct Tax Paid	-	-	-	-	(14.00)
Net Cash Flow from/(used in) Operating Activities: (A)	90.97	401.47	(157.91)	43.17	215.76
Cash Flow From Investing Activities:					
Interest received from Fixed Deposits	8.28	3.30	1.16	0.55	1.69
Sale/(Purchase) of Fixed assets	(85.73)	(127.38)	(621.14)	(52.32)	(60.24)
Sale of Fixed Assets	-	0.50	-	2.00	-
Assets Destroyed in Fire	-	-	-	229.06	-
Sale/(Purchase) of investments	(56.00)	(74.63)	(3.46)	-	-
Dividend on shares	-	-	-	-	-
Interest received on Advances	-	-	-	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	(133.45)	(198.20)	(623.44)	179.29	(58.55)
Cash Flow from Financing Activities:					
Proceeds From Share Capital	-	-	75.00	31.06	-



Proceeds from Share Premium	-	-	-	28.94	-
Increase / (Decrease) Long Term Borrowing	73.14	(11.65)	135.77	(70.94)	(203.44)
Increase / (Decrease) in Short Term Borrowing	273.27	(33.94)	357.14	(41.62)	28.39
Increase / (Decrease) in Other Long Term Liabilities	11.49	-	541.85	-	(8.22)
Increase / (Decrease) in Long Term Loans & Advances	(104.44)	(3.95)	(66.85)	-	174.55
Interest & Financial Charges	(209.92)	(192.74)	(173.24)	(164.53)	(148.69)
Net Cash Flow from/(used in) Financing Activities (C)	43.54	(242.28)	869.68	(217.09)	(157.41)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.06	(39.01)	88.33	5.37	(0.21)
Cash & Cash Equivalents As At Beginning of the Year	74.15	113.17	24.84	19.47	19.68
Cash & Cash Equivalents As At End of the Year	75.21	74.15	113.17	24.84	19.47

Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Cash on hand	9.10	3.42	23.48	13.38	12.70
Bank Balance In Current Accounts	6.96	3.80	79.15	1.83	1.63
Fixed Deposits	-	13.16	10.54	9.63	5.14
Buyers Credit Margin	59.15	53.76	-	-	-
Total	75.21	74.15	113.17	24.84	19.47

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.



ANNEXURE IV SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF ACCOUNTING

The Financial Statement have been prepared under the historical cost convention in accordance with the generally accepted accounting principles, applicable accounting standards excepts otherwise stated and the provisions of the Companies Act, 2013 as adopted consistently by the Company. The Company generally follows mercantile system of accounting and recognizes items of income and expenditure on accrual basis.

(B) USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

(C) FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at cost inclusive of value added tax less accumulated depreciation and impairment loss, if any. All costs including financing costs till commencement of commercial production. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on fixed assets is provided on straight line method using the life of assets based on the useful lives provided by the Schedule II of Companies Act 2013.

Depreciation on assets acquired / disposed off during the year has been provided on a pro-rata basis from the date of addition or up to the date of disposal as applicable.

There is no difference in life of assets as prescribed in schedule II of Companies Act 2013 and in our working.

(D) REVENUE RECOGNITION:

Sales are exclusive of Excise Duty, Cess & Sale. Sales are recognized when significant risk and rewards of ownership of goods are passed on to customers. Sales tax incentives are recognized as income as and when the amounts of incentive are confirmed by the respective officers.

(E) INVESTMENTS

Current investments are carried at lower of cost and quoted/ fair market value, compared category wise. 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 a temporary.

(F) GOVERNMENT GRANTS AND SUBSIDIES:

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received.

Government grants in the nature Capital Subsidy received upon the amount invested on Plant and Machinery, where no repayment is ordinarily expected in respect thereof, are treated as Deferred Revenue Income and has been proportionately credited to Profit & Loss Account on the basis of actual useful life of the Plant & Machinery.



Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

(G) INVENTORIES:

Inventories have been valued at lower of cost or net realizable value. Cost in respect of purchased materials & finished goods consists of purchase price including freight inward, brokerage and other expenditure directly attributable to the acquisition.

(H) IMPAIRMENT OF ASSETS

The carrying amount of assets is reviewed at each Balance-sheet date if there is an indication of impairment based on the internal and external factors. An impairment loss if any is charged to Statement of Profit & Loss in the year in which the amount is identified as impaired. There are no assets which can be termed is impaired asset during the year.

(I) FOREIGN CURRENCY TRANSACTION:

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the rate of the transactions. Monetary items denominated in foreign currency at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rates and rate on the date of the contract recognized as exchange difference and the premium paid on forward contract is recognized over the life of the contract.

(J) EMPLOYEE BENEFITS:

The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss.

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately

The Company does not have any system of accumulation of unutilized privilege leave applicable to its employees and no provision is made for the same.

(K) TAXES ON INCOME:

Current Tax: Provision for current income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the specific applicable laws.

Deferred Tax: Deferred tax is measured on based on the tax rate and tax laws enacted or substantially enacted at the balance date. Deferred tax assets are recognized only if there is reasonable/virtual certainty that they will be realized.

(L) PROVISION & CONTINGENCIES:

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provision are not discounted to present value and are determine on best estimate require to settle the obligation at the Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized and are disclosed by way of notes to accounts.



(M) LEASE:

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the lease item are classified as operating lease. Operating lease payments as an expense in the profit and loss account on a straight-line basis over the lease term.

(N) EARNING PER SHARE

- a) Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).
- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(O) The Company's only identifiable reportable segment is Speciality Chemicals and hence disclosure of Segment wise information is not applicable under Accounting Standard – 17 "Segment Information" (AS-17). Details of geographical segments are disclosed.

(P) There are no Auditor's Qualifications in the Financial Statements of the Company.



ANNEXURE V NOTES TO ACCOUNTS

1. Managerial Remuneration

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Directors' Remuneration					
Salaries and Allowances	48.46	34.56	34.20	34.20	27.00

2. Remuneration to Auditors

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Audit Fees	1.20	0.94	0.85	0.85	0.75

3. Information regarding Foreign Exchange imports, exports and expenditure

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Imports in Foreign Exchange	866.30	885.87	454.24	187.25	1,315.23
Expenditure in Foreign Exchange	2.89	7.70	4.56	-	-
Exports in Foreign Exchange	1,125.07	715.01	567.15	960.55	652.95

4. There are no Micro, Small and Medium Enterprises to whom the company owes dues which are outstanding for more than 45 days during the period. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

5. Previous year figures have been re-grouped and re-stated wherever necessary to confirm to the current year classification.

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Adjustments having impact on profit

Changes done in profit after tax due to gratuity provision and tax provision has been restated for the financial years 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Profit as per Audited Financials	167.66	84.64	(37.80)	(243.08)	28.05
Add / Less: Prevision for Gratuity	11.99	(1.46)	(1.09)	(0.92)	(1.00)
Add / Less : Tax Provision	2.65	-	-	-	5.30
Profit as per Restated Financials	182.30	83.17	(38.89)	(243.99)	32.35

Changes done in Reserves and Surplus due to gratuity provision and tax provision has been restated for the financial years 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Balance as per Audited Financials	215.57	47.91	(36.72)	(9.10)	206.27



Add : Short / Excess tax Provision	-	(2.65)		(2.99)	(2.99)
Add/Less: Gratuity Provision	-	(11.99)	(10.53)	(9.44)	(8.52)
Balance as per Restated Financials	215.57	33.27	(47.25)	(21.53)	194.75

Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).



ANNEXURE VI
SCHEDULE OF SHARE CAPITAL, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Equity Share Capital					
Authorized Share capital					
40,00,000 Equity Shares of ₹ 10/- each	400.00	400.00	400.00	400.00	400.00
T O T A L					
Issued, Subscribed and Fully Paid Up Share Capital					
27,50,100 Equity Shares of ₹ 10/-	-	-	-	-	275.01
30,60,659 Equity Shares of ₹ 10/-	-	-	-	306.07	-
38,10,659 Equity Shares of ₹ 10/-	381.07	381.07	381.07	-	-
TOTAL	381.07	381.07	381.07	306.07	275.01

Reconciliation of number of shares outstanding:

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Equity Shares					
Equity shares at the beginning of the year of ₹ 10/- each	3,810,659	3,810,659	3,060,659	2,750,100	2,750,100
Additions	-	-	750,000	310,559	-
Equity Shares at the end of the year	3,810,659	3,810,659	3,810,659	3,060,659	2,750,100

ANNEXURE VII
SCHEDULE OF RESERVES AND SURPLUS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Profit & Loss A/c					
Opening Balance	4.33	(76.19)	(50.48)	194.75	178.21
<u>Add / (Less): Changes during the year</u>					
Add/(Less): Profit/(Loss) After Tax	182.30	83.17	(38.89)	(243.99)	32.35
Add: Reversal of last year VAT payable on fire			13.18		
Less: Adjustment of fixed assets as per Companies Act, 2013				(1.24)	
Less: Short/(Excess)Provision for Tax		(2.65)			(8.29)
Less: Gratuity provision for previous years					(7.52)
Total (a)	186.63	4.33	(76.19)	(50.48)	194.75
Securities Reserve					
Opening Balance	28.94	28.94	28.94		-
<u>Add / (Less): Changes during the year</u>				28.94	-
Total (b)	28.94	28.94	28.94	28.94	-
Total Reserves (a+b)	215.57	33.27	(47.25)	(21.53)	194.75



ANNEXURE VIII
SCHEDULE OF LONG TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Secured Loans					
From Banks	160.50	202.90	213.86	65.90	135.29
Total (a)	160.50	202.90	213.86	65.90	135.29
Unsecured Loans					
Interoperate Loans	44.56		-	-	4.19
From Others	-	3.84	5.35	11.84	11.84
From Directors & Shareholders	56.35	7.60	6.78	12.48	9.83
From NBFCs	26.08				
Total (b)	126.98	11.44	12.13	24.32	25.86
TOTAL (A+B)	287.48	214.34	225.99	90.22	161.16
Current Maturity to Long term debt	70.34	68.98	79.11	62.00	62.00

ANNEXURE IX
SCHEDULE OF OTHER LONG TERM LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Other Long Term Liabilities					
Acceptances from Vendors	541.85	541.85	541.85	-	-
Security Deposits	11.49	-	-	-	-
TOTAL	553.35	541.85	541.85	-	-

ANNEXURE X
SCHEDULE OF DEFERRED TAX LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Deferred Tax Liabilities					
Opening Balance	-	-	-	-	6.45
Aggregate Timing Difference for the year	-	-	-	-	3.81
TOTAL	-	-	-	-	10.26

ANNEXURE XI
SCHEDULE OF LONG TERM PROVISIONS AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Provision for Tax	45.79	26.66	-	-	-
Gratuity Provision	6.17	8.99	7.90	7.08	6.39
TOTAL	51.96	35.65	7.90	7.08	6.39



ANNEXURE XII
SCHEDULE OF SHORT TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Secured Loans					
From Bank	1,246.97	973.70	1,007.64	650.50	692.12
TOTAL	1,246.97	973.70	1,007.64	650.50	692.12

The above amounts in Annexure VIII and XII include:

(₹ in lakhs)

Secured Borrowing	1,451.49	1,245.58	1,300.60	778.40	889.41
Unsecured Borrowing	153.30	11.44	12.13	24.32	25.86
Total	1,604.79	1,257.03	1,312.74	802.72	915.28

Note: For details of the Terms of Sanction, Maturity and other details of outstanding loans please refer the Section titled “Financial Indebtedness” beginning on page no. 201 of this Prospectus.

ANNEXURE XIII
SCHEDULE OF TRADE PAYABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Micro, Small, Medium Enterprises	-	-	-	-	-
Others					
Sundry Creditors	1,940.04	1,545.78	755.35	734.45	1,092.66
T O T A L	1,940.04	1,545.78	755.35	734.45	1,092.66

ANNEXURE XIV
SCHEDULE OF OTHER CURRENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Current Maturities to Long Term Debt	70.34	68.98	79.11	62.00	62.00
Provident Fund Payable	2.95	1.29	0.42	0.51	0.23
TDS Payable	3.01	11.04	16.85	12.37	9.13
Profession Tax Payable	3.25	3.13	2.51	1.90	1.07
Advance from customers	2.79	1.04	-	2.28	0.31
Excise duty payable	-	-	8.65	30.75	-
Service Tax Payable	-	3.45	13.61	0.10	-
MLWF Payable	0.02	0.15	0.15	-	-
ESIC Payable	0.22	-	-	-	-
GST RCM Payable	0.38	-	-	-	-
TOTAL	82.96	89.08	121.29	109.91	72.74



ANNEXURE XV
SCHEDULE OF SHORT TERM PROVISIONS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Provision for Salary	13.76	8.34	4.22	6.06	6.08
Provision for Taxation	-	3.99	1.34	16.99	16.99
Provision for Gratuity	3.43	3.00	2.63	2.36	2.13
Other Outstanding Expenses	1.20	0.43	2.21	0.09	1.57
TOTAL	18.38	15.76	10.40	25.50	26.78

ANNEXURE XVI
SCHEDULE OF FIXED ASSETS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
TANGIBLE ASSETS					
PLANT, EQUIPMENT & MACHINERY					
Opening Balance	538.07	475.89	10.32	167.00	162.58
Addition during the year	58.33	62.18	465.57	2.84	4.42
Reduction during the year	-	-	-	-	-
Depreciation During the year	37.05	28.00	13.37	13.00	15.70
Accumulated Depreciation	46.33	18.33	4.96	67.69	51.99
Destroyed in fire				158.69	
Charge from Retained earnings				0.83	
Depreciation on Disposal				75.72	
Closing Balance	513.01	491.74	457.56	5.36	99.32
.					.
FURNITURE & FIXTURE					
Opening Balance	7.40	4.19	1.44	2.03	2.03
Addition during the year	0.39	3.21	2.75	0.22	
Reduction during the year	-	-	-	-	-
Depreciation During the year	0.63	0.46	0.08	0.17	0.12
Accumulated Depreciation	1.61	1.14	1.07	1.48	1.36
Destroyed in fire				0.81	
Charge from Retained earnings				0.00	
Depreciation on Disposal				0.59	
Closing Balance	5.55	5.79	3.05	0.37	0.55
.					
VEHICLE					
Opening Balance	51.63	25.74	24.56	22.80	22.80
Addition during the year	-	33.04	1.18	18.00	
Reduction during the year	-	7.15	-	15.30	-
Depreciation During the year	3.33	1.56	1.33	1.56	2.18
Accumulated Depreciation	2.51	6.22	4.89	16.54	14.36
Destroyed in fire				0.35	
Charge from Retained earnings				0.59	
Depreciation on Disposal		5.26		13.21	
Closing Balance	45.79	49.11	19.52	19.67	6.26
.					
COMPUTER					
Opening Balance	12.78	11.12	9.41	8.45	5.67



Addition during the year	1.97	1.66	1.71	1.18	2.78
Reduction during the year	-	-	-	-	-
Depreciation During the year	1.65	1.68	1.67	1.42	1.05
Accumulated Depreciation	10.14	8.45	6.79	5.36	4.32
Destroyed in fire					
Charge from Retained earnings				0.22	
Depreciation on Disposal					
Closing Balance	2.96	2.64	2.67	2.62	3.08
LAND					
Opening Balance	0.80	0.80	0.80	0.80	0.80
Addition during the year			-		
Reduction during the year	-	-	-	-	-
Depreciation During the year					
Accumulated Depreciation					
Destroyed in fire					
Charge from Retained earnings					
Depreciation on Disposal					
Closing Balance	0.80	0.80	0.80	0.80	0.80
FACTORY SHED					
Opening Balance	177.23	149.94	-	169.62	169.62
Addition during the year	22.35	27.29	149.94	30.08	
Reduction during the year	-	-	-	-	-
Depreciation During the year	6.17	5.29	0.86	11.86	14.17
Accumulated Depreciation	6.15	0.86		42.08	27.91
Destroyed in fire				199.71	
Charge from Retained earnings					
Depreciation on Disposal				53.94	
Closing Balance	187.26	171.08	149.09	-	127.54
OFFICE BUILDING					
Opening Balance	338.12	338.12	338.12	338.12	-
Addition during the year	-	-	-		338.12
Reduction during the year	-	-	-	-	-
Depreciation During the year	10.83	10.83	10.82	10.82	2.82
Accumulated Depreciation	35.29	24.46	13.64	2.82	
Destroyed in fire					
Charge from Retained earnings					
Depreciation on Disposal					
Closing Balance	292.00	302.82	313.65	324.47	335.30
Tangible Gross Block	1,209.05	1,126.02	1,005.79	745.84	708.82
Destroyed in Fire	-	-	-	359.55	-
Depreciation during the year	59.66	47.83	28.11	38.84	36.04
Total Accumulated Depreciation	102.02	59.46	31.35	135.97	99.93
Charge from Retained Earning	-	-	-	1.64	-
Depreciation on Disposal		5.26	-	143.46	-
Net Block of Tangible Fixed Assets	1,047.37	1,024.00	946.33	353.30	572.85
INTANGIBLE ASSETS					
Opening Balance	-	-	-	-	-
Addition during the year	2.70	-	-	-	-



Reduction during the year	-	-	-	-	-
Amortization During the year	0.01	-	-	-	-
Accumulated Amortization	-	-	-	-	-
Destroyed in fire	-	-	-	-	-
Depreciation on Disposal	-	-	-	-	-
Closing Balance	2.69	-	-	-	-

ANNEXURE XVII
SCHEDULE OF NON CURRENT INVESTMENTS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Gold Coins	13.39	13.39	13.39	13.39	13.39
Shares with Tarapur Environmental Protection Society	3.46	3.46	3.46	-	-
Investment in Subsidiary Companies:	-	-	-	-	-
Omega Woven Mills Private Limited	74.63	74.63	-	-	-
Om Maruti Glasswool & Wirenetting Products Private Ltd	56.00	-	-	-	-
TOTAL	147.47	91.47	16.84	13.39	13.39

ANNEXURE XVIII
SCHEDULE OF LONG TERM LOANS AND ADVANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
To Promoter & Promoter Group	-	-	-	-	-
To Others					
Security Deposits	5.54	3.58	2.77	1.92	1.92
Unsecured Considered Good -					
- To Subsidiaries	171.62	69.14	66.00*	-	-
TOTAL	177.16	72.72	68.77	1.92	1.92

* Loan was given to Omega Woven Mills before it become the Company's Subsidiary.

ANNEXURE XIX
SCHEDULE OF DEFERRED TAX ASSETS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Opening Balance	62.57	100.39	123.12	(10.26)	-
Add : For current year P&L	(54.30)	(37.82)	(22.73)	132.98	-
Add: For current year R&S				0.40	-
TOTAL	8.27	62.57	100.39	123.12	-



ANNEXURE XX
SCHEDULE OF INVENTORIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Closing Stock	1,038.20	628.87	327.26	40.53	667.26
TOTAL	1,038.20	628.87	327.26	40.53	667.26

ANNEXURE XXI
SCHEDULE OF TRADE RECEIVABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Outstanding for a period less than 6 months					
Promoter & Promoter Group	-	-	-	-	-
Others	1,603.40	1,477.17	868.38	601.23	875.61
Outstanding for a period exceeding 6 months					
Promoter & Promoter Group	-	-	-	-	-
Others	216.43	132.41	330.54	170.88	199.48
TOTAL	1,819.82	1,609.58	1,198.91	772.11	1,075.10

Annexure XXII
SCHEDULE OF CASH AND CASH EQUIVALENTS, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Cash on hand	9.10	3.42	23.48	13.38	12.70
Bank Balance In Current Accounts	6.96	3.80	79.15	1.83	1.63
Bank Balance In Deposit Accounts		13.16	10.54	9.63	5.14
Buyer's Credit Margin	59.15	53.76			
TOTAL	75.21	74.15	113.17	24.84	19.47

ANNEXURE XXIII
SCHEDULE OF SHORT TERM LOANS AND ADVANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
From Promoter & Promoter Group					
From Others					
Loans & Advance to employees	5.75	9.59	7.04	5.23	5.74
Advance Income Tax and TDS	36.30	0.42	0.10	15.65	0.17
Advance for Office	-	-	-	50.00	60.00
Others	2.00	5.95	56.19	15.10	1.19
Advance for Fixed Assets	-	1.45	20.37	-	-
TOTAL	44.06	17.41	83.70	85.99	67.10



ANNEXURE XXIV
SCHEDULE OF OTHER CURRENT ASSETS

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
CENVAT Credit Receivable	-	13.78	0.01	4.57	65.59
Excise Refund Receivable	7.04	35.69	6.12	-	35.02
Service Tax	-	41.95	54.43	13.23	11.70
Vat Refund Receivable	156.25	125.59	83.43	18.56	0.93
Advance given to supplier	43.95	5.03	2.38	0.64	-
Insurance claim receivable	-	-	-	450.00	-
PLA	-	-	0.09	-	-
Advance against Expenses	0.09	0.96	2.40	-	-
MAT Credit Entitlement	70.76	26.66	-	-	-
Duty Drawback receivable	0.81	0.08	-	-	-
Miscellaneous Exp	-	-	-	-	1.56
Prepaid Expenses	12.55	-	-	-	-
GST Credit Receivable	81.02	-	-	-	-
GST Refund Receivable	45.06	-	-	-	-
TOTAL	417.53	249.73	148.87	486.99	114.80

ANNEXURE XXV
SCHEDULE OF REVENUE FROM OPERATIONS, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Domestic Sales	5,404.45	4,520.74	2,706.12	2,798.52	2,762.41
Export Sales	1,125.07	715.01	567.15	960.55	652.95384
TOTAL	6,529.51	5,235.74	3,273.26	3,759.06	3,415.37

ANNEXURE XXVI
SCHEDULE OF OTHER INCOME, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Recurring income :					
Octroi Received	0.28	0.72	0.49	0.67	0.55
Export Incentive	3.20	7.29	0.90	3.11	2.09
Interest	8.28	3.30	1.16	0.55	1.69
Foreign Exchange gain	6.14	7.30	-	2.39	-
Discount Received	10.74	35.50	14.72	-	-
Non recurring income :					
Insurance Claim	-	-	0.88	-	-
Total	28.63	54.11	18.14	6.71	4.32
Net Profit Before Tax as Restated	236.60	120.99	(16.16)	(376.97)	50.16
Other Income as % of Net Profit Before Tax	12.10%	44.72%	-112.22%	-1.78%	8.61%



ANNEXURE XXVII
SCHEDULE OF DIVIDEND DECLARED, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
On Equity Shares					
Fully Paid up Share Capital (₹ in lakhs)	38,10,659	38,10,659	38,10,659	30,60,659	27,50,100
Face Value (₹)	10.00	10.00	10.00	10.00	10.00
Paid up value per share (₹)	10.00	10.00	10.00	10.00	10.00
Rate of Dividend	-	-	-	-	-
Total Dividend	-	-	-	-	-
Corporate Dividend tax on above	-	-	-	-	-

ANNEXURE XXVIII
SCHEDULE OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(i) Key Managerial Personnel

For the year ended March 31,				
2018	2017	2016	2015	2014
Rakesh Shah	Rakesh Shah	Rakesh Shah	Rakesh Shah	Rakesh Shah
Apooni Shah	Apooni Shah	Apooni Shah	Apooni Shah	Apooni Shah
Sharad Kothari	-	-	-	-

(ii) Relatives of KMPs

For the year ended March 31,				
2018	2017	2016	2015	2014
Aashay Shah	Aashay Shah	Aashay Shah	Aashay Shah	Aashay Shah
Shailesh Shah	Shailesh Shah	Shailesh Shah	Shailesh Shah	Shailesh Shah
Sharad Kothari	Sharad Kothari	Sharad Kothari	Sharad Kothari	Sharad Kothari

(iii) Enterprises over which over which directors and / or their relatives has significant influence:

For the year ended March 31,				
2018	2017	2016	2015	2014
Rakesh Shah HUF	Rakesh Shah HUF	Rakesh Shah HUF	Rakesh Shah HUF	Rakesh Shah HUF
Satyam Chem LLP	Satyam Chem LLP	Satyam Chem LLP	-	-

(iv) Subsidiary Companies

For the year ended March 31,				
2018	2017	2016	2015	2014
Omega Woven Mills Private Limited	Omega Woven Mills Private Limited	-	-	-
Om Maruti Glasswool & Wirenetting Products Private Limited	-	-	-	-



(v) Particulars of Transactions with Related Parties

Key Management Personnel

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
1) Finance					
Loan Taken	112.56	205.97	244.17	177.41	73.75
Repayment of Loan	89.77	196.08	174.87	124.14	72.54
2) Expenses					
Remuneration	48.46	34.56	34.56	34.20	27.00
Interest Paid	-	-	-	4.38	1.92
3) Investment					
Acquired Equity Share of OMGWPPL from KMP	56.00	-	-	-	-
4) Outstanding					
Unsecured Loan	56.35	7.60	5.28	10.98	8.33

Relatives of Key Managerial Personnel

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
1) Finance					
Loan Taken	-	-	-	5.92	5.00
Repayment of Loan	-	-	-	0.92	5.00
Issue of Shares	-	-	-	5.00	-
2) Expenses					
Other Expenses			-	-	0.13
Remuneration	3.01	13.20	7.27	0.40	-
3) Outstanding					
Payables		-	-	-	-

Enterprises over which over which directors and / or their relatives has significant influence:

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
1) Asset Purchase					
Machinery Purchased	-	-	9.00	-	-
2) Outstanding					
Payable	-	-	2.01	-	-

Subsidiary Companies:

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
1) Expenses					
Rent Paid	3.00	-	-	-	-
2) Finance					
Investment in Subsidiary	56.00	74.63	-	-	-
Loan Given	102.48	69.14	66.00*	-	-



3) Outstanding					
Receivable	171.62	69.14	66.00*	-	-

* Loan was given to Omega Woven Mills before it become the Company's Subsidiary.

ANNEXURE XXIX CAPITALIZATION STATEMENT

(₹ in lakhs)

Particular	Pre Issue (as at March 31, 2018)	Post Issue
Borrowings		
Short term debt (A)	1,317.32	1,317.32
Long Term Debt (B)	287.48	287.48
Total debts (C=A+B)	1,604.79	1,604.79
Shareholders' funds		
Equity share capital (D)	381.07	507.87
Reserve and surplus - as restated (E)	215.57	925.65
Total shareholders' funds (F=D+E)	596.64	1,433.52
Long term debt / shareholders funds	0.48	0.20
Total debt / shareholders funds	2.70	1.12

Note:

- The above has been computed on the basis of Restated Financials of the Company.

ANNEXURE XXX SCHEDULE OF CONTINGENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Commitments, Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets.	-	20.00	20.00	-	-
LC discounted but not yet matured (In Euros)	-	-	32,558.4		

ANNEXURE XXXI STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Restated PAT as per P & L Account	182.30	83.17	(38.89)	(243.99)	32.35
Actual Number of Equity Shares outstanding at the beginning of the year	3,810,659	3,810,659	3,810,659	3,060,659	2,750,100
Equivalent Weighted Avg number of Equity Shares at the end of the year	3,810,659	3,810,659	3,810,659	3,060,659	2,750,100
Share Capital	381.07	381.07	381.07	306.07	275.01
Reserves & Surplus	215.57	33.27	(47.25)	(21.53)	194.75
Misc. Expenses not w/off	-	-	-	-	-
Net Worth	596.64	414.34	333.82	284.53	469.76



Earnings Per Share:					
Basic & Diluted	4.78	2.18	(1.02)	(7.97)	1.18
Return on Net Worth (%)	30.55%	20.07%	-11.65%	-85.75%	6.89%
Net Asset Value Per Share (Rs) - based on actual no. of equity shares at the end of the year	15.66	10.87	8.76	9.30	17.08
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00	10.00

Notes on Accounting Ratios:

1. Earnings Per Share (₹) = (Restated PAT as per P & L Account/ Weighted Average Number of Equity Shares at the end of the Year).
2. Return on Net Worth (%) = Restated PAT as per P & L Account/ Net Worth - Restated * 100.
3. Net Asset Value Per Share (₹) = Net Worth- Restated/ Number of Equity Shares at the end of the Year.

**ANNEXURE XXXII
STATEMENT OF TAX SHELTER**

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Tax Rates					
Income Tax Rate (%)	30.90%	30.90%	30.90%	30.90%	30.90%
Minimum Alternate Tax Rate (%)	20.39%	19.06%	19.06%	19.06%	19.06%
Restated Income before tax as per books (A)	236.60	120.99	(16.16)	(376.97)	50.16
Incomes considered separately					
Interest Income	8.28	3.30	1.16	0.55	1.69
Dividend Income					
Total Incomes considered separately (B)	8.28	3.30	1.16	0.55	1.69
Restated Profit other than income considered separately (C)=(A-B)	228.32	117.69	(17.32)	(377.52)	48.47
Tax Adjustment					
Timing Differences					
Depreciation as per Income Tax	59.66	47.82	28.11	38.83	36.04
Depreciation as per Books	(117.05)	(159.37)	(120.70)	(35.63)	48.38
Total Timing Differences (E)	(57.39)	(111.55)	(92.59)	3.20	84.42
Income From Business or Profession (F)=(C+D+E)	170.93	6.14	(109.91)	(374.32)	132.89
Income From Other Sources (G)					
Interest Income	8.28	3.30	1.16	0.55	-
Dividend Income					
Taxable income from other sources (G)	8.28	3.30	1.16	0.55	-
Taxable Income/(Loss) (F+G)	179.21	9.44	(108.75)	(373.77)	132.89
Tax on Total Income	53.76	2.83	(32.63)	(112.13)	39.87
MAT on Book Profit	43.77	22.38	(2.99)	(69.74)	9.28
Tax paid as per normal or MAT	MAT	MAT	MAT	MAT	Normal

Note:

1. The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.



ANNEXURE XXXIII
SEGMENT REPORTING

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Net local sales	5,404.45	4,520.74	2,706.12	2,798.52	2,762.41
Export	1,125.07	715.01	567.15	960.55	652.95384
Total	6,529.51	5,235.74	3,273.26	3,759.06	3,415.37

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

There has been no change in the Accounting Policies in the last three (3) years.

CHANGES IN ACCOUNTING PERIOD

There has been no change in the accounting period of the Company.

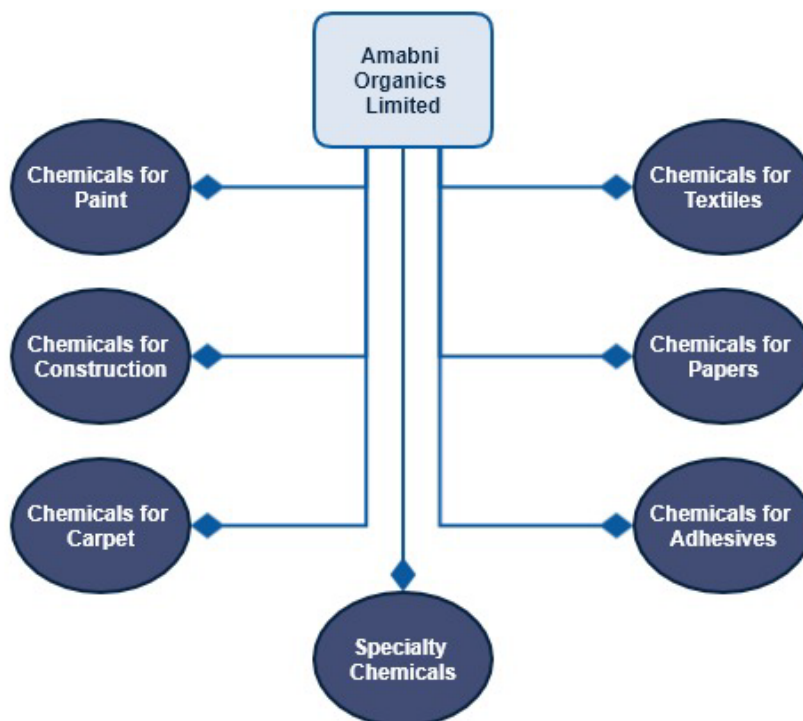


MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

Ambani Organics Limited is a manufacturer, processor, importer, supplier and exporter of water based speciality chemicals used in Paper Industry, Paint Industry, Textile Industry, Carpet Industry, Adhesive Industry, etc. Our Company was incorporated in the year 1987 and is engaged in the business of speciality chemicals for more than 3 (three) decades. We are an "ISO 9001:2015 – Quality Management System" certified company and we have also obtained GOTS (Global Organic Textiles Standards) certification for some of our textile industries chemicals.



Over the years we have developed good standing with our customers from various industries to whom we have supplied speciality chemicals such as Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers. We have dedicated industry based marketing managers who market our products to the specific industry which has been allocated. Our marketing activities are headed by our Directors, with Mr. Rakesh Shah concentrating on our overseas marketing.

We have a dedicated in-house Research & Development and Quality Assurance/Quality Control Team which undertakes rigorous testing and quality management. Our R&D Centre is located at Plot No. N-55, MIDC Tarapur Boisar, Thane,



Maharashtra – 401506. Our dedicated R&D team tests the raw materials procured and the products manufactured. The R&D team is instrumental in maintaining the high quality of our products.

COMPETITION

The chemical industry captures a wide variety of companies that serve to provide products and services that keep the everyday consumer engaged. There are a number of segments within the industry, each of which provides a different form of services to consumers around the world. Thus, Chemical market is highly competitive and fragmented, and we face competition from leading Chemical and Dye Industries, that are expanding their traditional offerings (in India) to include research and development (R&D), product development, and other niche services. We compete with our competitors on a regional or product line basis. Some of our competitors may have greater financial, marketing, sales and other resources than we do. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. We propose to create awareness of our products by participating in award functions, fairs, conferences, etc. Moreover, as we seek to diversify into new geographical areas, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets.

Significant Developments after March 31, 2018 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Draft Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months except as below:

1. Our Company has entered into a leave and licence agreement with our Subsidiary Omega Woven Mills Private Limited from May 04, 2018 renewable each year. The premises taken on leave and licence is used for our Research and Development purposes. If we are unable to renew the agreement after one year or the agreement is cancelled mid-year, it may affect our future results of operations.

Factors affecting our Result of Operation

Except as otherwise stated in this Prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others.

Revenue Generation

We earn our revenue from manufacturing varied speciality chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals such as Textile Auxiliaries, Acrylic Polymers, Binders and Paint Driers.

Since we continuously endeavor to provide quality products to our customers, our revenues have been impacted by such quality products. We have a marketing team allocated for the same, each handled by well trained personnel. We aim at increasing in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development.

Our Financial Expenses

We have term loan and working capital facilities from our bankers. Our profitability is significantly impacted by our financial costs. For the fiscals 2018, 2017 and 2016 our financial expenses were ₹ 209.92 lakhs, ₹ 192.74 lakhs and ₹ 173.24 lakhs respectively. Our financial growth depends on how well we manage and service our debts.

Our ability to successfully implement its strategy and its growth and expansion plans

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to maintain customer satisfaction, macroeconomic factors beyond our control such as decline in global economic conditions, availability of cheaper imported products, competition within India's speciality chemicals industry from players in the organized and unorganized segments, the greater difficulty of growing at



sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations. Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures and may subject us to new or increased risks. We may not be able to efficiently or effectively implement our growth strategies or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business.

Market Conditions and Demand for our Products and Services

Our results of operations depend on the continued existence, success and growth of, and demand for, our various product. Developments in the global and Indian economy influence the decisions of enterprises to determine their pricing strategy, market based factors and quality standards thereby affecting the demand for our products and services.

Our revenues have a mix of domestic and export sales; so consequently, our operating results depend on general economic conditions not only in India but also our export market. With no entry barriers in the industry, the area for exposure and exploitation of the opportunities provides benefits in terms of expansion and revenue to the company.

With the global economy showing varied patterns, Indian economy showing signs of recovery and the Indian Government's focus on financial inclusion, we expect the demand for our products and services to grow.



RESULTS OF OUR STANDALONE OPERATIONS

(₹ in lakhs)

Particulars	For the year ended March 31,							
	2018	% of Total Income	2017	% of Total Income	2016	% of Total Income	2015	% of Total Income
INCOME								
Revenue from Operations	6,529.51	99.56%	5,235.74	98.98%	3,273.26	99.45%	3,759.06	99.82%
Other Income	28.63	0.44%	54.11	1.02%	18.14	0.55%	6.71	0.18%
Total Income (A)	6,558.15	100%	5,289.85	100%	3,291.40	100%	3,765.77	100%
EXPENDITURE								
Changes in Inventory	(344.97)	-5.26%	(39.07)	-0.74%	(147.18)	-2.78%	41.82	0.79%
Cost of Material Consumed	5,750.18	87.68%	4398.20	83.14%	2640.39	80.22%	3,709.24	98.50%
Employee benefit expenses	239.93	3.66%	205.62	3.89%	153.24	4.66%	128.69	3.42%
Finance costs	209.92	3.20%	192.74	3.64%	173.24	5.26%	164.53	4.37%
Depreciation	59.66	3.20%	47.83	0.90%	28.11	0.85%	38.84	1.03%
Other Expenses	406.75	0.91%	344.72	6.52%	363.80	11.05%	231.62	6.15%
Total Expenses (B)	6,321.47	96.39%	5,150.04	97.36%	3,211.61	97.58%	4,314.73	114.58%
Profit before extraordinary items and tax (C)	236.68	4.47%	139.81	2.64%	79.79	1.51%	(548.96)	-10.38%
Extraordinary items :	0.08	0.00%	18.82	0.36%	95.96	1.81%	171.98	3.25%
Profit before tax (D)	236.60	3.61%	120.99	2.29%	(16.16)	-0.49%	(376.97)	-10.01%
<i>Tax expense :</i>								
(i) Current tax	45.79	0.70%	26.66	0.50%	-	0.00%	0.00	0.00%
(ii) Deferred tax	54.30	1.03%	37.82	0.71%	22.73	0.43%	(132.98)	(2.51)%
(iii) MAT credit Entitlement	(45.79)	-0.70%	(26.66)	-0.50%	-	0.00%	0.00	0.00%
Total Tax Expense (E)	54.30	0.83%	37.82	0.71%	22.73	0.69%	(132.98)	(3.53)%
Profit for the year (D-E)	182.30	2.78%	83.17	1.57%	(38.89)	-1.18%	(243.99)	-6.48%



Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operation as a percentage of total income were 99.56%, 98.98% and 99.45% respectively, for the fiscals 2018, 2017 and 2016.

Other Income

Our other income comprises of foreign exchange gain, Octroi Received, Export Incentive, Discount Received and Insurance claim. Other income, as a percentage of total income was 0.44%, 1.02% and 0.55% respectively, for the fiscals 2018, 2017 and 2016.

Expenditure

Our total expenditure primarily consists of Cost of Material Consumed, changes in Inventories, Employee Benefit Expenses, Finance costs, Depreciation & Amortization Expenses and Other Expenses.

Cost of Material Consumed

Cost of Material Consumed is primarily in relation to purchases of various raw materials consisting of butyl, Styrene Acrylic, Acrylamide and water etc. for manufacturing of Specialty Chemicals.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include gratuity, salaries and bonus, directors' remuneration, wages, staff welfare expenses etc.

Finance costs

Finance cost primarily consists of interest payable on loans availed by our company from banks and NBFCs, bank charges, Interest on Cash Credit Facility etc.

Depreciation Expenses

Depreciation Expenses consist of depreciation on the Tangible and Intangible assets of our Company which primarily includes Plant & Machinery, Computer, Furniture and Fixtures, Factory Shed, Office Building, Vehicle etc.

Other Expenses

Other expenses primarily include fuel charges, electricity expense, Terminal Handling & Vassal Charges, packing expenses, carriage inward and outward etc.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.



Fiscal 2018 compared with fiscal 2017

Income

In fiscal 2018, our total income increased by ₹ 1,268.30 lakhs or 23.98%, from ₹ 5,289.85 lakhs in fiscal 2017 to ₹ 6,558.15 lakhs in fiscal 2018. The increase in the year 2018 was due to increase in the revenue from operations as compared to last year.

Other income decreased by ₹ 25.47 lakhs or 47.08%, from ₹ 54.11 lakhs in fiscal 2017 to ₹ 28.63 lakhs in fiscal 2018. The major factor for such decrease was due to decrease in discount received, foreign exchange gain and export incentive.

Cost of material consumed

Cost of material consumed increased by ₹ 1,351.98 lakhs or 30.74%, from ₹ 4,398.20 lakhs in fiscal 2017 to ₹ 5,750.18 lakhs in fiscal 2018 due to increase in cost of purchase of raw material.

Employee Benefit Expenses

Our personnel cost increased by ₹ 34.31 lakhs or 16.69%, from ₹ 205.62 lakhs in fiscal 2017 to ₹ 239.93 lakhs in fiscal 2018. This increase was mainly due to increase in staff welfare expense, salaries and bonus as compared to last fiscal.

Finance Cost

Finance cost during the year increased by ₹ 17.18 lakhs or 8.91%, from ₹ 192.74 lakhs in fiscal 2017 to ₹ 209.92 lakhs in fiscal 2018 due to increase in Interest on cash credit facility and Loan Processing fees.

Depreciation

Depreciation expenses increased by ₹ 11.84 lakhs, or 24.75% from ₹ 47.83 lakhs in fiscal 2017 to ₹ 59.66 lakhs in fiscal 2018. This increase was on account of additions of assets in FY 2017-18 and also due to WDV effect on the existing assets.

Other Expenses

Other expenses increased by ₹ 62.02 lakhs or 17.99% from ₹ 344.72 lakhs in fiscal 2017 to ₹ 406.75 lakhs in fiscal 2018. The increase was majorly due to increase in certain expense like Electricity Charges, Transport charges, Factory expenses, Factory Rent, Terminal Handling & Vassal Charges etc.

Profit before Tax

The increase in the revenue from operations has led to an increase in our Profit before tax by ₹ 115.61 lakhs or 95.55% from ₹ 120.99 lakhs in fiscal 2017 to ₹ 236.60 lakhs in fiscal 2018.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by ₹ 96.02 lakhs or 115.44%, from ₹ 83.17 lakhs in fiscal 2017 to ₹ 179.19 lakhs in fiscal 2018.

Fiscal 2017 compared with fiscal 2016

Income

In fiscal 2017, our total income increased by ₹ 1998.45 lakhs or 60.72%, from ₹ 3,291.40 lakhs in fiscal 2016 to ₹ 5,289.85 lakhs in fiscal 2017. The increase in the year 2017 was due to increase in the revenue from operations and other income as compared to last year.



Other income increased by ₹ 35.97 lakhs or 198.29%, from ₹ 18.14 lakhs in fiscal 2016 to ₹ 54.11 lakhs in fiscal 2017. The major factor for such increase was due to rise in interest foreign exchange gain, export incentive and discount received.

Cost of material consumed

Cost of material consumed increased by ₹ 1,757.80 lakhs or 66.57%, from ₹ 2,640.39 lakhs in fiscal 2016 to ₹ 4,398.20 lakhs in fiscal 2017 due to increase in cost of purchase of raw material.

Employee Benefit Expenses

Our staff cost increased by ₹ 52.38 lakhs or 34.18%, from ₹ 153.24 lakhs in fiscal 2016 to ₹ 205.62 lakhs in fiscal 2017. This increase was mainly due to increase in staff welfare expense, salaries and wages as compared to last fiscal.

Finance Cost

Finance cost during the year increased by ₹ 19.50 lakhs or 11.26%, from ₹ 173.24 lakhs in fiscal 2016 to ₹ 192.74 lakhs in fiscal 2017 due to increase in Interest on Cash Credit Facility and Interest on Term loan.

Depreciation

Depreciation expenses increased by ₹ 19.71 lakhs, or 70.11% from ₹ 28.11 lakhs in fiscal 2016 to ₹ 47.83 lakhs in fiscal 2017. This increase was on account of additions of assets in FY 2016-17 and also due to WDV effect on the existing assets.

Other Expenses

Other expenses decreased by ₹ 19.08 lakhs or 5.24% from ₹ 363.80 lakhs in fiscal 2016 to ₹ 344.72 lakhs in fiscal 2017. The decrease was majorly due to decrease in certain expense like Stores & Spare Consumed, Electricity charges etc.

Profit before Tax

In the fiscal year 2016, there was a loss of ₹ 16.16 lakhs. In the fiscal year 2017 there is a profit of ₹ 120.99 lakhs. The increase in the revenue from operations and other income has led to Profit before tax in fiscal year 2017.

Profit after Tax

In the fiscal year 2016, there was a loss of ₹ 38.89 lakhs. In the fiscal year 2017 there is a profit of ₹ 83.17 lakhs. The increase in the revenue from operations and other income has led to Profit after tax in fiscal year 2017.

Fiscal 2016 compared with fiscal 2015

On February 25, 2015, a major fire broke at the company's factory situated N-44, MIDC, Tarapur, Boisar, Maharashtra resulting in total loss of Plant, Machinery, Stock and Building. In the Month of March 2015 our Company took a property on rent and resumed operations (ad-interim). A Surveyor was appointed to assess the losses incurred and subsequently the insurance claim was settled by the insurance company in the month of October 2015. In the month of November 2015, we resumed our operations at N-44 (our Registered Office / manufacturing facility). For details of the fire incident, refer the Section titled "Risk Factors" on page no. 10 of this Prospectus.

Income

In fiscal 2016, our total income decreased by ₹ 474.37 lakhs or 12.60%, from ₹ 3,765.77 lakhs in fiscal 2015 to ₹ 3,291.40 lakhs in fiscal 2016. The decrease in the year 2016 was due to decrease in the revenue from operation as compared to last year.

Other income increased by ₹ 11.43 lakhs or 170.33%, from ₹ 6.71 lakhs in fiscal 2015 to ₹ 18.14 lakhs in fiscal 2016. The increase in the year 2016 was due to increase in Discount Received and Insurance claim as compared to last year.



Cost of material consumed

Cost of material consumed decreased by ₹ 1,068.85 lakhs or 28.82%, from ₹ 3,709.24 lakhs in fiscal 2015 to ₹ 2,640.39 lakhs in fiscal 2016.

Employee Benefit Expenses

Our employees expenses increased by ₹ 24.55 lakhs or 19.08%, from ₹ 128.69 lakhs in fiscal 2015 to ₹ 153.24 lakhs in fiscal 2016. This increase was mainly due to increase in Salaries and bonus, staff welfare and others.

Finance Cost

Finance cost during the year increased by ₹ 8.71 lakhs or 5.29%, from ₹ 164.53 lakhs in fiscal 2015 to ₹ 173.24 lakhs in fiscal 2016. The increase was due to increase in Interest on Cash Credit Facility and Loan Processing Fees.

Depreciation Expenses

Depreciation expenses decreased by ₹ 10.72 lakhs or 27.61% from ₹ 38.84 lakhs in fiscal 2015 to ₹ 28.11 lakhs in fiscal 2016. This decrease was due to WDV effect on the existing assets and also due to reduction in fixed assets.

Other Expenses

Other expenses increased by ₹ 132.19 lakhs or 57.07% from ₹ 231.62 lakhs in fiscal 2015 to ₹ 363.80 lakhs in fiscal 2016. The increase was due to increase in Power & Fuel (Electricity Charges), Factory Expenses, Packing Expenses Clearing and Forwarding Charges, Factory Rent profit incurred in Fiscal 2016.

Profit before Tax

In the fiscal year 2015, there was a loss of ₹ 376.97 lakhs. In the fiscal year 2016 the loss is reduced to ₹ 16.16 lakhs.

Profit after Tax

In the fiscal year 2015, there was a loss of ₹ 243.99 lakhs. In the fiscal year 2016 the loss is reduced to ₹ 38.89 lakhs.

Cash Flows

(₹ in lakhs)

Particulars	For the Year ended March 31,		
	2018	2017	2016
Net Cash from Operating Activities	90.97	401.47	(157.91)
Net Cash from Investing Activities	(133.45)	(198.20)	(623.44)
Net Cash used in Financing Activities	45.54	(242.28)	869.68
Net Increase / (Decrease) in Cash and Cash equivalents	1.06	(39.01)	88.33

Cash Flows from Operating Activities

Net cash from operating activities in fiscal 2018 was ₹ 90.97 lakhs as compared to the PBT of ₹ 236.60 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2017 was ₹ 401.47 lakhs as compared to the PBT of ₹ 120.99 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2016 was negative ₹ 157.91 lakhs as compared to the PBT of negative ₹ 16.16 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.



Cash Flows from Investment Activities

In fiscal 2018, the net cash invested in Investing Activities was negative ₹ 133.45 lakhs. This was majorly on account of purchase of fixed assets and investment in subsidiary.

In fiscal 2017, the net cash invested in Investing Activities was negative ₹ 198.20 lakhs. This was majorly on account of purchase of fixed assets and investment in Subsidiary.

In fiscal 2016, the net cash invested in Investing Activities was negative ₹ 623.44 lakhs. This was on account of purchase of fixed assets.

Cash Flows from Financing Activities

Net cash from financing activities in fiscal 2018 was ₹ 45.54 lakhs. This was on account of increase in long term borrowings, increase in Short Term Borrowings and increase in Other Long Term Liabilities.

Net cash from financing activities in fiscal 2017 was negative ₹ 242.28 lakhs. This was on account of decrease in long term borrowings, decrease in Short Term Borrowings and decrease in Other Long Term Liabilities.

Net cash from financing activities in fiscal 2016 was ₹ 869.68 lakhs. This was on account of increase in long term borrowings, increase in Short Term Borrowings and increase in Other Long Term Liabilities.

RESULTS OF OUR CONSOLIDATED OPERATIONS

(₹ in lakhs)

Particulars	For the year ended March 31,			
	2018	% of Total Income	2017	% of Total Income
INCOME				
Revenue from Operations	6,529.51	99.56%	5,235.74	98.98%
Other Income	28.63	0.44%	54.11	1.02%
Total Income (A)	6,558.15	100%	5,289.85	100%
EXPENDITURE				
Changes in Inventory	(344.97)	-5.26%	(39.07)	-0.74%
Cost of Material Consumed	5,750.18	87.68%	4398.20	83.14%
Employee benefit expenses	241.93	3.69%	205.62	3.89%
Finance costs	209.93	3.20%	192.77	3.64%
Depreciation	63.79	3.20%	47.83	0.90%
Other Expenses	415.31	0.97%	347.91	6.58%
Total Expenses (B)	6,336.17	96.62%	5,153.25	97.42%
Profit before extraordinary items and tax (C)	221.98	4.20%	136.60	2.58%
Extraordinary items :	1.01	0.02%	18.82	0.36%
Profit before tax (D)	222.99	3.40%	117.78	2.23%
Tax expense :				
(i) Current tax	45.79	0.70%	26.66	0.50%
(ii) Deferred tax	31.64	0.60%	37.82	0.71%
(iii) MAT credit Entitlement	(45.79)	-0.70%	(26.66)	-0.50%
Total Tax Expense (E)	31.64	0.48%	37.82	0.71%
Profit for the year (D-E)	191.35	2.92%	79.96	1.51%

Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.



Revenue from Operations

Our revenue from operation as a percentage of total income was 99.56% and 98.98% respectively, for the fiscals 2018, and 2017.

Other Income

Our other income comprises of foreign exchange gain, Octroi Received, Export Incentive, Discount Received and Insurance claim. Other income, as a percentage of total income was 0.44% and 1.02% respectively, for the fiscals 2018 and 2017.

Expenditure

Our total expenditure primarily consists of Cost of Material Consumed, changes in Inventories, Employee Benefit Expenses, Finance costs, Depreciation & Amortization Expenses and Other Expenses.

Cost of Material Consumed

Cost of Material Consumed is primarily in relation to purchases of various raw materials consisting of butyl, Styrene Acrylic, Acrylamide and water etc. for manufacturing of Specialty Chemicals.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include gratuity, salaries and bonus, directors' remuneration, wages, staff welfare expenses etc.

Finance costs

Finance cost primarily consists of interest payable on loans availed by our company from banks and NBFCs, bank charges, Interest on Cash Credit Facility etc.

Depreciation Expenses

Depreciation Expenses consist of depreciation on the Tangible and Intangible assets of our Company which primarily includes Plant & Machinery, Computer, Furniture and Fixtures, Factory Shed, Office Building, Vehicle etc.

Other Expenses

Other expenses primarily include fuel charges, electricity expense, Terminal Handling & Vassal Charges, packing expenses, carriage inward and outward etc.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Fiscal 2018 compared with fiscal 2017

Income

In fiscal 2018, our total income increased by ₹ 1,268.30 lakhs or 23.98%, from ₹ 5,289.85 lakhs in fiscal 2017 to ₹ 6,558.15 lakhs in fiscal 2018. The increase in the year 2018 was due to increase in the revenue from operations as compared to last year.

Other income decreased by ₹ 25.47 lakhs or 47.08% from ₹ 54.11 lakhs in fiscal 2017 to ₹ 28.63 lakhs in fiscal 2018. The major factor for such decrease was due to decrease in discount received, foreign exchange gain and export incentive.



Cost of material consumed

Cost of material consumed increased by ₹ 1,351.98 lakhs or 30.74%, from ₹ 4,398.20 lakhs in fiscal 2017 to ₹ 5,750.18 lakhs in fiscal 2018 due to increase in cost of purchase of raw material.

Employee Benefit Expenses

Our personnel cost increased by ₹ 36.31 lakhs or 17.66%, from ₹ 205.62 lakhs in fiscal 2017 to ₹ 241.93 lakhs in fiscal 2018. This increase was mainly due to increase in staff welfare expense, salaries and bonus as compared to last fiscal.

Finance Cost

Finance cost during the year increased by ₹ 17.16 lakhs or 8.90%, from ₹ 192.74 lakhs in fiscal 2017 to ₹ 209.93 lakhs in fiscal 2018 due to increase in Interest on cash credit facility and Loan Processing fees.

Depreciation

Depreciation expenses increased by ₹ 15.96 lakhs, or 33.37% from ₹ 47.83 lakhs in fiscal 2017 to ₹ 63.79 lakhs in fiscal 2018. This increase was on account of additions of assets in FY 2017-18 and also due to WDV effect on the existing assets.

Other Expenses

Other expenses increased by ₹ 67.40 lakhs or 19.37% from ₹ 347.91 lakhs in fiscal 2017 to ₹ 415.31 lakhs in fiscal 2018. The increase was majorly due to increase in certain expense like Electricity Charges, Transport charges, Factory expenses, Factory Rent, Terminal Handling & Vassal Charges etc.

Profit before Tax

The increase in the revenue from operations has led to an increase in our Profit before tax by ₹ 85.38 lakhs or 62.51% from ₹ 136.60 lakhs in fiscal 2017 to ₹ 221.98 lakhs in fiscal 2018.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by ₹ 111.38 lakhs or 139.29%, from ₹ 79.96 lakhs in fiscal 2017 to ₹ 191.35 lakhs in fiscal 2018.

Consolidated Cash Flows

(₹ in lakhs)

Particulars	For the Year ended March 31,	
	2018	2017
Net Cash from Operating Activities	46.70	399.89
Net Cash from Investing Activities	(189.90)	(199.45)
Net Cash used in Financing Activities	146.01	(238.66)
Net Increase / (Decrease) in Cash and Cash equivalents	2.82	(38.22)

Cash Flows from Operating Activities

Net cash from operating activities in fiscal 2018 was ₹ 46.70 lakhs as compared to the PBT of ₹ 191.35 lakhs for the same period. This difference is primarily on account of pre-incorporation profit / loss, depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2017 was ₹ 399.89 lakhs as compared to the PBT of ₹ 79.96 lakhs for the same period. This difference is primarily on account of pre-incorporation profit / loss, depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.



Cash Flows from Investment Activities

In fiscal 2018, the net cash invested in Investing Activities was negative ₹ 189.90 lakhs. This was majorly on account of purchase of fixed assets.

In fiscal 2017, the net cash invested in Investing Activities was negative ₹ 199.45 lakhs. This was majorly on account of purchase of fixed assets.

Cash Flows from Financing Activities

Net cash from financing activities in fiscal 2018 was ₹ 146.01 lakhs. This was on account of increase in long term borrowings, increase in Short Term Borrowings and increase in Other Long Term Liabilities.

Net cash from financing activities in fiscal 2017 was negative ₹ 238.66 lakhs. This was on account of decrease in long term borrowings, decrease in Short Term Borrowings and decrease in Other Long Term Liabilities.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on page nos. 139 and 188 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Result of Operations”, beginning on page nos. 10 and 188 respectively of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4. Future relationship between Costs and Income

Other than as described in the chapter titled “Risk Factors” beginning on page no. 10 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Increases in revenues are by and large linked to increases in introduction of new products and volume of business activity carried out by the Company.

6. Total turnover of each major industry segment in which our Company operates.

Our Company is engaged in the business of manufacturing speciality chemicals. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 75 of this Prospectus.

7. Status of any publicly announced new products or business segments

Please refer to the chapter titled “Our Business” beginning on page no. 82 of this Prospectus.



8. The extent to which the business is seasonal.

Our business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

The revenues from our top 5 and top 10 customers constituted approximately 39.00% and 54.57% respectively for fiscal 2018. For further details, please refer chapter “*Our Business*” beginning on page no. 82 of this Prospectus.

10. Competitive Conditions

Our Company faces competition from players in the global market as well as domestic market. We expect competition to intensify due to possible changes in government policy in relation to exports and further compliance standards for the products manufactured by us, existing competitors globally and locally further expanding their operations and further many small and medium-sized companies and entities engaged in manufacturing of chemicals. This we believe may impact our financial condition and operations.



FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on March 31, 2018 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

Nature of Borrowing	Amount (₹ in lakhs)
Secured Borrowings	1451.49
Unsecured Borrowings	153.30
Total	1604.79

Details of Secured Loans

(₹ in lakhs)

Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount outstanding as at March 31, 2018	Interest/ Commission (in % p.a.)	Security	Tenor/ Repayment Schedule
Union Bank of India	Term Loan	February 24, 2016	260.00	182.62	8.50% (MCLR) + 4.40% (F.R.) = 12.90%*	Note 1	Repayable in 84 equal monthly instalments of ₹ 3.10 lakhs
	Cash Credit	March 26, 2018	975.00	1204.30**	8.50% (MCLR) + 3.90% (F.R.) = 12.40%	Note 1	Repayable on demand
	Cash Credit (Sublimit of Letter of Credit)		300.00				

* The sanction letter was revised on March 26, 2018 and the interest rates were revised.

** Since Our Company has availed the loan from the same bank and has an exclusive Banking Arrangement with Union Bank of India, no separate account has been opened and consequently no bifurcation is possible.

Note 1:

a. Primary Security:-

For Term Loan -

1. Hypothecation of Plant and Machinery purchased by availing the loan.

For Cash Credit

1. Hypothecation of Stock and book debts.

b. Common Collateral Security:-

1. Factory land and building – Plot no. N-44, MIDC Tarapur, Boisar, Dist., Thane
2. Office Premises at 801, 8th Floor 351 ICON, W.E. Highway, Andheri East, Mumbai
3. Fixed Deposit of ₹ 8.20 lakhs.
4. LIC policies worth ₹ 0.62 lakhs.
5. Plot No. N-55, MIDC, Tarapur Industrial Estate, owned by Omega Woven Mills Pvt. Limited (Subsidiary of Ambani Organics Limited)

c. Common Guarantees

1. Personal Guarantees of Mr. Rakesh Shah and Mrs. Apooni Shah and corporate guarantee of Omega Woven Mills Private Limited

Further the Bank has sanctioned various Non-Fund based limits, excluding the abovementioned Cash Credit and Term Loan. The details of the Non-Fund Based sanctions as per the above mentioned loan documentation is mentioned below:



(₹ in Lakhs)

Sr. No.	Name of Lender	Type	Amount Sanctioned	Amount Utilised
1	Union Bank of India	Inland Letter of Credit / Import Letter of Credit and Buyer's Credit	1,225.00	42.67*

* Buyer's Credit is a non fund based facility. However due to crystallization of liability payable to the bank it has been shown as a borrowing.

In addition to the above on behalf of our Company, Our Promoters have availed vehicle loans on having aggregate sanction value and outstanding value as on March 31, 2018 of ₹ 28.85 lakhs and ₹ 21.90 lakhs respectively.

RESTRICTIVE / NEGATIVE COVENANTS

The above loan agreements includes various restrictive covenants in relation to certain actions to be undertaken by our Company and for which prior written approval of the Bank(s) is required. The major restrictive covenants (which require prior approval) are mentioned below:

1. Our Company shall not pay any consideration by way of commission, brokerage, fees or in any other form to the guarantors for giving any personal guarantee.
2. Our Company shall not avail any loan from any Bank or financial institution without the prior written consent.
3. Our Company shall not create or allow to exist any encumbrance or security over assets specifically charged with the bank, without any prior written consent.
4. Not to sell / transfer any property or collateral security during the subsistence of the loan.
5. Our Company shall not amend any provision of major documents in such a manner which will adversely affect the rights under the facility.
6. The absence of any material adverse change in the condition of the Company.
7. Our Company shall not divert any funds to any purpose as the end use of the funds is restricted. Further, diversion of funds for any other purpose will be considered as default.

Unsecured Loans

(₹ in Lakhs)

Particulars	Amount outstanding as on March 31, 2018
Loans from NBFC*	52.39
Loans from Corporate**	44.56
Loans from Directors**	56.35

* These Loans availed from NBFC carry interest rates between 15%-16%.

** These were repayable on demand and do not carry any fixed interest rates.



SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters, Subsidiaries. Our Board, in its meeting held on April 09, 2018 determined that all litigations pertaining to the Company, its Directors/Promoters/and Subsidiaries which are in the nature of criminal, statutory/regulatory and taxation related are deemed material by the board. Further the board considers all other litigation pertaining to the company, its directors/promoters/subsidiaries which are above a claim amount equal to or exceeding ₹ 1, 00, 000 as material.

B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoter during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company; or (vi) material frauds committed against our Company in the last five years.

C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on April 09, 2018, determined that all outstanding dues owed by the Company to small scale undertaking and other creditors exceeding ₹ 1,00,000 are considered as material by our board and the same will be disclosed in the annual report of the company. The board is authorized to display the details of such creditors on the website of our Company i.e. www.ambaniorganics.com.

CONTINGENT LIABILITIES OF OUR COMPANY

(₹ in lakhs)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
Commitments, Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets.	-	20.00	20.00	-	-
LC discounted but not yet matured (In Euros)	-	-	32,558.4		

LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

2. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL



3. Other Pending Litigations

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal matters

a. Criminal Complaint No. 1314/2014 dated May 07, 2014 filed by the Company against M/S Fortune Paints Private Limited & others ("Accused")

The Company has filed Criminal Complaint No. 1314/2014 against the Accused (who is a client of the Company), under Section 138 and 141 of the Negotiable Instruments Act, 1881, on May 07, 2014 before the Hon'ble First Class Magistrate's 3rd Court, Palghar ("**the Court**"), for dishonor of a cheque, dated December 19, 2013, issued by the Accused for a sum of ₹ 62,025/- in consideration of the supply of the material to the Accused. While the Company issued a legal notice to the Accused demanding payment, the Accused failed to pay the aforementioned amount demanded thereunder. Consequently, the Company filed the aforesaid Complaint bearing No. 1314/14 with the Court inter-alia praying that the Court shall take cognizance of the Complaint and issue process against the Accused as per the law. This matter is currently pending before the Hon'ble First Class Magistrate, Palghar, Thane.

b. Criminal Complaint No. 1315/14 filed by the Company against M/S Jeyam Packaging Industries Ltd. & others ("Accused")

The Company has filed Criminal Complaint No. 1315/14 against the Accused, (who is client of the Company), under Section 138 of the Negotiable Instruments Act, 1881 before the Hon'ble First Class Magistrate, 3rd Court at Palghar ("**the Court**") on May 07, 2014 for failure to make payment of two dishonoured Cheques both dated February 24, 2014 issued by the Accused to the Company for an aggregated sum of ₹ 2,74,476/- (Rupees Two Lakhs Seventy Four Thousand Four Hundred and Seventy Six only) ("**the Cheque Amount**") in consideration of the supply of Paints Binder and Thickener to the Accused within the prescribed period. While the Company issued a legal notice to the Accused demanding payment, the Accused failed to pay the aforementioned amount demanded thereunder. Consequently, the Company filed the aforesaid Complaint bearing No. 1315/14 with the Court inter-alia praying that the Court shall direct the Accused to pay the Cheque Amount covered under the aforesaid cheque in accordance with Section 357 of the Cr. P. C. This matter is currently pending.

c. Criminal Complaint No. 643/ss of 2010 filed by the Company against Gulmarga Chemicals Private Limited ("Accused")

The Company has filed a Criminal Complaint No. 643/ss of 2010 against the Accused (who is a client of the Company) under Section 138 of the Negotiable Instruments Act, 1881 before the Hon'ble 10th Court of Metropolitan Magistrate, Andheri, Mumbai ("**the Court**") on February 05, 2010 for dishonor of the two cheques dated September 22, 2009 and October 15, 2009 issued by the Accused for ₹ 1,65,611/- and ₹ 2,83,943/- respectively in consideration for the supply of emulsion, deformer and Thickener provided by the Company to the Accused. While the Company issued a legal notice to the Accused demanding payment, the Accused failed to pay the aforementioned amount demanded thereunder. Consequently, the Company filed a complaint with the Court inter-alia praying that the Court shall take cognizance of the Complaint and issue process against the Accused as per the law. This matter is currently pending.

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL



(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL



LITIGATION INVOLVING OUR PROMOTERS

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR SUBSIDIARIES

A. LITIGATION AGAINST OUR SUBSIDIARIES

1. Litigation involving Criminal matters

NIL



2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR SUBSIDIARIES

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.



Material Fraud against our Company in the last 5 (five) years

There has been no material fraud committed against our Company in the last 5 (five) years.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Draft Prospectus for the Company for default or outstanding defaults.

Non-Payment of Statutory Dues

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company.

Amounts owed to small scale undertakings and other creditors

As of March 31, 2018, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

Particulars	Number of creditors	Amount Involved (in ₹ Lakhs)
Micro, Small and Medium Enterprises	0	0
Material Creditors	97	1,913.74
Other Creditors	131	26.30
Total	228	1,940.04

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on March 31, 2018 are also available on www.ambaniorganics.com.

It is clarified that 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, would be doing so at its own risk.

Material developments occurring after last balance sheet date

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.



GOVERNMENT AND OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities.

I. Approvals for the Issue

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act 2013, by a resolution passed at its meeting held on April 09, 2018 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Sections 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on April 12, 2018.
3. In-principle approval dated June 20, 2018 from NSE Emerge for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number ("ISIN") is INE00L501018.

II. Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated July 8, 1985 issued by the Registrar of Companies, Maharashtra ("RoC") in the name of "Speciality Coatings Private Limited".
2. A fresh Certificate of Incorporation consequent upon change of name from "Speciality Coatings Private Limited" to "Ambani Organics Private Limited" was issued on December 8, 1987 by the RoC.
3. A fresh Certificate of Incorporation consequent upon change of name from "Ambani Organics Private Limited" to "Ambani Organics Limited" was issued on March 7, 2018 by the RoC.
4. The Corporate Identity Number (CIN) of the Company is U24220MH1985PLC036774.

III. GENERAL APPROVALS

1. Our Company has obtained ISO 9001:2015 dated May 25, 2017 bearing No. 1250516060K, issued by Quality Research Organization, for manufacturer and exporter of Binders, Paint Emulsions, Adhesives, Construction Chemicals, Acrylic Co-Polymers and Synthetic Resins. This Certificate is valid up to May 24, 2018.
2. Our Company has obtained Small Scale Manufacturer-Exporter registration-cum-membership Certificate dated January 11, 2017 bearing Registration No. – CHEM/SSM/A-40/2016-17/18527, issued by Basic Chemicals, Cosmetics & Dyes Export Promotion Council, Ministry of Commerce & Industry). This Certificate is valid up to March 31, 2021.
3. Our Company has obtained Certificate of Importer-Exporter Code (IEC) dated April 28, 2006 bearing IEC Number – 0306006715, issued by Ministry of Commerce and Industry, Govt. of India. This Certificate is valid until cancelled.



4. Our Company has obtained Udyog Aadhar Memorandum bearing Aadhaar Number – 268185448759 and UAN – MH17B0004251 dated November 2, 2015, issued by Ministry of Micro, Small & Medium Enterprises (MSME).

IV. TAX RELATED APPROVALS

Approvals obtained by the Company

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)*	Income Tax Department, Government of India	AAECA6247N	July 8, 1985	Valid until cancelled
2.	Tax Deduction Account Number (TAN)**	Income Tax Department, Government of India	PNEA07504A	-	Valid until cancelled
3.	Central Excise Registration Certificate*	Commissioner of Central Excise	AAECA6247NXM001	March 10, 2006	Valid until cancelled
4.	Certificate of Provisional Registration under Central Goods and Services Tax Act, 2017*	Government of India	27AAECA6247N1ZA	September 22, 2017	Valid until cancelled
5.	Certificate of Enrolment under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975***	Sales Tax Department, Govt. of Maharashtra	99443180312P	April 20, 2018 w.e.f. April 1, 2013	Valid until cancelled

*This approval has been obtained by the Company in its previous name “Ambani Organics Private Limited”. The Company is yet to apply to the concerned authorities for reflecting change of name to “Ambani Organics Limited”.

** This approval has been obtained by the Company in its previous name “Ambani Organics Private Limited”. The Company is yet to apply to the concerned authorities for reflecting change of name to “Ambani Organics Limited”. Further, the Company does not have the original TAN in it’s records as the same was destroyed in a fire occurred in the Company’s factory located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra - 401506 in the year 2015.

***The Company has obtained Certificate of Registration bearing no. 27780021247P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975. The Company does not have the aforesaid Certificate in it’s records as the same was destroyed in a fire occurred in the Company’s factory located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506 in the year 2015.

The Company has obtained Certificate of Registration bearing no. 27780021247P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975. The Company does not have the aforesaid Certificate in it’s records as the same was destroyed in a fire occurred in the Company’s factory located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506 in the year 2015.

BUSINESS RELATED APPROVALS

Approvals obtained by the Company

Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
1.	N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra - 401506	License to work a Factory issued under Factories Act, 1948 bearing License No. – 10225 issued by Directorate of Industrial Safety and Health	July 14, 2016	December 31, 2018
		Consent for the activation of 125×2 KVA Generator Sets bearing Outward No. – 1/3565/175/2015 issued by Electrical Inspector, Thane	November 11, 2015	Valid until cancelled
		Consent to Operate under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Hazardous & Other Wastes	May 17, 2017	July 31, 2022



		(Management and Tran boundary Movement) Rules, 2016 bearing Consent No. – RO-THANE/CONSENT/1705000653/TR-I issued by Maharashtra Pollution Control Board* The said Consent is for the manufacture of: 1) Acrylic Polymer upto a limit of 250 MT/M 2) Textiles Auxiliaries upto a limit of 200 MT/M 3) Binders upto a limit of 350 MT/M		
		License under the Petroleum Rules, 2002 to import and store Petroleum otherwise than in bulk bearing License No. P/WC/MH/16/701 (P381348) issued by Petroleum & Explosives Safety Organization (PESO). The said License is for the Importation and Storage of Petroleum Class B upto a limit of 48.00 KL.	May 16, 2017	December 31, 2026
2.	N-43 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506	License to work a Factory issued under Factories Act, 1948 bearing License No. – 10001474 issued by Industrial Safety and Health, Vasai**	March 29, 2018	December 31, 2020
		Consent to Operate under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Hazardous & Other Wastes (Management and Tran boundary Movement) Rules, 2016 bearing Consent No. – MPCB/ROT/UAN No. 0000030118/R&A/GEN- 170900810 issued by Maharashtra Pollution Control Board The said Consent is for the manufacture of: 1) Hexagonal Wire Mesh/Rolls upto a limit of 20 MT/M 2) Coated Front Resin upto a limit of 15,000 Kg/M 3) Prepared Driers upto a limit of 70,000 Kg/M 4) Liquid Stabilizer upto a limit of 20,000 Kg/M 5) Industrial Adhesive upto a limit of 50,000 Kg/M 6) Sodium Sulphate upto a limit of 500 Kg/M 7) Sodium Nitrate upto a limit of 500 Kg/M	September 21, 2017	July 31, 2022
3.	801, 351-Icon, Next to NatrajRustomjee, W.E. Highway, Andheri (E), Mumbai – 400069	Registration Certificate of Establishment under Maharashtra Shops and Establishment Act, 1948 bearing No. 762273341/Commercial II issued by Inspector under the Maharashtra Shops and Establishments Act, 1948	October 11, 2017	September 24, 2018

* The Company does not have the Consent to Establish issued by the Maharashtra Pollution Control board in it's records as the same was destroyed in a fire occurred in the Company's factory located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra - 401506 in the year 2015.

**This License has been issued to Om Maruti Glasswool and Wirenetting Products Private Limited as they are the Licensee of the Plot bearing No. N-43 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506. However, pursuant to an Agreement for use of facility dated May 05, 2018, Om Maruti Glasswool and Wirenetting Products Private Limited agreed to allow the Company to use the plant, machinery, infrastructure and other facilities for the purpose of carrying out Company's manufacturing activities.



V. LABOUR RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
1.	Registration under the Employees Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organization	MH/212229	October 15, 2009	Valid until cancelled
2.	Registration under the Employee State Insurance Act, 1948	Employees' State Insurance Corporation	3500040615000 0304	June 27, 2017	Valid until cancelled

VI. APPLICATIONS MADE

1. The Company has made an application dated February 12, 2018 to obtain a Fire NOC issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 for the Company's units located at N-44 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506; and
2. The Company has made an application to obtain renewal of License to work a Factory issued under Factories Act, 1948 bearing License No. – 10225 for its premises located at N-44 and N-55, Navapur Road, MIDC, Tarapur, Boisar, Palghar, Palgarh, Maharashtra – 401506.

VII. APPLICATIONS YET TO BE MADE

The Company is currently in the process of making the applications with the respective authorities to obtain the Fire NOC issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 for the Company's units located at N-55 MIDC, Tarapur, Boisar, Thane, Maharashtra – 401506;



SECTION VIII – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors have vide resolution dated April 09, 2018 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held with shorter notice on April 12, 2018 in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholder by their consent letter dated April 09, 2018. The no. of Equity Shares offered by the Selling Shareholder is as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1	Mr. Rakesh Shah	1,00,000
	Total	1,00,000

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that he has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by him under the Offer for Sale.

The Company has obtained approval from NSE vide letter dated June 20, 2018 to use the name of NSE in this Issue Document for listing of equity shares on the EMERGE platform of the NSE. NSE is the designated stock exchange.

Prohibition by SEBI, the RBI or Governmental Authorities

We confirm that there is no prohibition on our Company, the Selling Shareholder, its Directors, Promoters and entities forming part of our Promoter Group from accessing the capital market or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Company, our Promoters, relatives of Promoters (as defined under Companies Act, 2013), our Directors, our Group Companies, nor the Selling Shareholder have been identified as wilful defaulters by the RBI or other authorities. The Selling Shareholder confirms that he has not been a Wilful Defaulter.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Association with Securities Market

We confirm that none of our Directors or the entities that our Directors are associated with are engaged in the Securities Market related business in any manner and no action has been initiated against our Directors or any of the entities that our Directors are involved as promoters and / or Directors, by SEBI at any time except as stated under the chapters titled “Risk Factors”, “Our Promoters and Promoter Group” and “Outstanding Litigations and Material Developments” beginning on page nos. 10, 132 and 203 respectively, of this Prospectus.

Eligibility for the Issue

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed ten crores rupees, 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 EMERGE Platform of NSE).



We confirm that:

- 1) 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 more than 15% of the total Issue Size. For further details pertaining to the said underwriting please see “General Information- Underwriting” on page no. 51 of this Prospectus.
- 2) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be refunded / unblocked forthwith. If such money is not repaid / unblocked, then our Company and every officer in default shall be liable to repay / unblock such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- 3) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- 4) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and the 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. 52 of this Prospectus.

We further confirm that we shall be complying with all other requirements as laid down for such 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 the SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

- 5) Our Company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.
- 6) Our Company has a website: www.ambaniorganics.com.
- 7) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to NSE for listing on EMERGE platform of SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE):-

- 1) Our Company was incorporated as “Speciality Coatings Private Limited” on July 08, 1985, under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 36774. The name of the Company was changed to Ambani Organics Private Limited vide a special resolution passed on July 08, 1987. A fresh certificate of incorporation subsequent to the name change was issued on December 08, 1987, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was changed to Ambani Organics Limited by a special resolution passed on December 30, 2017. A fresh certificate of incorporation consequent to the conversion of was granted to our Company on March 07, 2018, by the Registrar of Companies, Mumbai..
- 2) As on the date of this Prospectus, our Company has a paid up capital of ₹ 381.07 Lakhs (₹ 3.81 crores) and the Post Issue Capital will be of ₹ 507.87 Lakhs (₹ 5.07 crores) which is less than ₹ 25 crores.
- 3) Our Company has track record of distributable profits in terms of Sec. 123 of Companies Act, 2013 for more than three years.



- 4) Our Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2018.
- 5) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 6) There is no winding up petition against our Company, which has been admitted by the court or a liquidator has not been appointed of competent jurisdiction against our Company.
- 7) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.
- 8) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of Promoters, Group Company, Companies promoted by the Promoters of our Company.

Disclosure

The Company, the Directors, the Selling Shareholder, our Promoters, Promoter Group and Subsidiary Companies have confirmed that they have not been identified as wilful defaulters by the RBI or any other Governmental Authority.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO 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, ARYAMAN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 27, 2018.

AS PER REGULATION 106(O) OF THE SEBI ICDR REGULATIONS, ONLY THE PROSPECTUS HAS TO BE FILED WITH SEBI ALONGWITH A DUE DILIGENCE CERTIFICATE AS PER FORM A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS BY THE LEAD MANAGER. WE, THE LEAD MANAGER TO THE ABOVE MENTIONED ISSUE, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**



- A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
- B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
- C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 (SECTION 40 OF COMPANIES ACT, 2013) AND THAT SUCH MONEYS SHALL BE RELEASED BY



THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, 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 COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY, AND
 - B. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE 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 COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR (PLEASE SEE “ANNEXURE A” FOR FURTHER DETAILS).
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY STATUTORY AUDITORS PURSUANT TO ITS REPORT DATED JUNE 19, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF



TIME, WITH THE LEAD MERCHANT BANKERS ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26, 28 and 30 of the Companies Act, 2013.

THE PROMOTER(S) / DIRECTOR(S) OF AMBANI ORGANICS LIMITED CONFIRM THAT NO INFORMATION / MATERIAL LIKELY TO HAVE A BEARING ON THE DECISION OF INVESTORS IN RESPECT OF THE SHARES ISSUED IN TERMS OF THIS OFFER DOCUMENT HAS BEEN SUPPRESSED WITHHELD AND / OR INCORPORATED IN THE MANNER THAT WOULD AMOUNT TO MIS-STATEMENT / MISREPRESENTATION AND IN THE EVENT OF ITS TRANSPERING AT ANY POINT IN TIME TILL ALLOTMENT / REFUND, AS THE CASE MAY BE, THAT ANY INFORMATION / MATERIAL HAS BEEN SUPPRESSED / WITHHELD AND / OR AMOUNTS TO A MIS-STATEMENT/ MISREPRESENTATION, THE PROMOTERS / DIRECTORS UNDERTAKE TO REFUND THE ENTIRE APPLICATION MONIES TO ALL SUBSCRIBERS WITHIN 7 DAYS THEREAFTER WITHOUT PREJUDICE TO THE PROVISIONS OF SECTION 34 OF THE COMPANIES ACT 2013.

Disclaimer Clause of the EMERGE Platform of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/108 dated June 20, 2018 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer from our Company, the Selling Shareholder and the Lead Manager

Our Company, its Directors, the Selling Shareholder and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information 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 for Issue Management entered into among the Lead Manager, our Company and the Selling Shareholder dated April 20, 2018, the Underwriting Agreement dated April 20, 2018 entered into among the Underwriter and our Company, the Selling Shareholder and the Market Making Agreement dated April 20, 2018, entered into among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres or elsewhere.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriter and their respective directors, officers, agents, affiliates and representatives



that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not issue, 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 Selling Shareholder, the Underwriter 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.

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, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an offer to sell or 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 himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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.

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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Filing

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106 (O) (1). However, a copy of the Prospectus shall be filed with SEBI at Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

A copy of the Prospectus, along with the documents required to be filed under Section 26 and 28 of the Companies Act, 2013 will be delivered to the RoC situated at Everest, 100, Marine Drive, Mumbai – 400 002.

Listing

Application shall be made to EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its EMERGE Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the EMERGE Platform is not granted by NSE, our Company and the Selling Shareholder shall forthwith repay, without interest, all moneys received from the



applicants in pursuance of the Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within eight days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company and the Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

Our Company has obtained approval from NSE vide letter dated June 20, 2018 to use the name of NSE in this Issue document for listing of equity shares on EMERGE Platform of NSE.

Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing	
1	Garv Industries Limited	3.20	10.00	25/04/2018	10.00	-10.00%	1.23%	N.A.	N.A.	N.A.	N.A.
2	Giriraj Civil Developers	9.00	100.00	02/04/2018	101.00	1.00%	4.96%	N.A.	N.A.	N.A.	N.A.
3	Yasho Industries Limited	28.99	100.00	02/04/2018	106.00	6.00%	5.78%	N.A.	N.A.	N.A.	N.A.
4	Karda Constructions Limited	77.40	180.00	02/04/2018	136.00	4.03%	5.78%	N.A.	N.A.	N.A.	N.A.
5	Uravi T and Wedge Lamps Limited	15.00	100.00	28/3/2018	102.50	3.00%	5.72%	5.00%	6.48%	N.A.	N.A.
6	Advitya Trade India Limited	4.31	15.00	26/3/2018	15.01	75.33%	4.34%	11.00%	6.71%	N.A.	N.A.
7	Shreeshay Engineers Limited	5.40	15.00	21/03/2018	15.25	20.00%	3.86%	20.00%	6.49%	N.A.	N.A.
8	CKP Leisure Ltd.	11.54	30.00	06/03/2018	27.00	6.67%	0.74%	-29.17%	3.70%	N.A.	N.A.
9	Banka BioLoo Ltd	12.63	115.00	27/02/2018	114.00	-7.83%	-4.17%	-17.39%	1.27%	N.A.	N.A.
10	Medico Remedies Limited	10.99	100.00	08/02/2018	100.00	-3.00%	-3.21%	-2.50%	2.63%	N.A.	N.A.

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day			Nos. of IPOs trading at premium - 30 th calendar day from listing day			Nos. of IPOs trading at discount - 180 th calendar day from listing day			Nos. of IPOs trading at premium - 180 th calendar day from listing day		
			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%
2018-19	4 ⁽¹⁾	118.59	-	-	1	-	-	3	-	-	-	-	-	-
2017-18	16	318.24	1	1	4	1	1	8	-	1	1	-	-	4
2016-17	10	147.26	-	1	-	1	-	8	-	1	-	2	3	4
2015-16	3	15.90	-	-	-	-	-	3	-	-	-	1	1	1

⁽¹⁾ Details indicated in 2018-19 are for the IPOs completed as on date.



Notes:

- a) *Since the listing date of Garv Industries Limited, Giriraj Civil Developers, Yasho Industries Limited and Karda Constructions Limited was April 25, 2018, April 02, 2018, April 02, 2018 and April 02, 2018, respectively, information related to closing price and benchmark index as on the 90th calendar day and 180th calendar day from the listing date is not available.*
- b) *Since the listing date of Uravi T and Wedge Lamps Limited, Advitya Trade India Limited, Shreeshay Engineers Limited, CKP Leisure Limited., Banka BioLoo Limited., and Medico Remedies Limited, was March 28, 2018, March 26, 2018, March 21, 2018, March 06, 2018, February 27, 2018 and February 08, 2017, respectively information related to closing price and benchmark index as on the 180th calendar day from the listing date is not available.*
- c) *The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.*
- d) *In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
- e) *Source: www.bseindia.com and www.nseindia.com BSE Sensex and Nifty Fifty as the Benchmark Indices.*

Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – www.afsl.co.in.

Consents

Consents in writing of: (a) the Selling Shareholder, the Directors, the Company Secretary and Compliance Officer, the Chief Financial Officer, the Statutory Auditors and Bankers to the Company; and (b) the Lead Manager to the Issue, Registrar to the Issue, the Legal Advisors to the Issue, Banker to the Issue, Share Escrow Agent, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26, 28 and other applicable provisions 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, 2013 and the SEBI (ICDR) Regulations, Shambhu Gupta & Co., Chartered Accountants, Statutory Auditors of our Company, have provided their written consent to the inclusion of their report on Restated Financial Statements dated June 19, 2018 and Statement of Tax Benefits dated May 02, 2018, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

Expert Opinion

Our Company has received written consent from its Statutory Auditor namely, Shambhu Gupta & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated June 19, 2018 and Statement of Tax Benefits dated May 02, 2018, issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

ISSUE RELATED EXPENSES

The expenses of this Issue include, among others, underwriting and management fees, Market Making Fees, selling commissions, SCSB’s commission/ fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees is given below: Same as object of the Issue



Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and reimbursements of Market Making fees (1 st year), and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	43.30	75.42%	4.80%
2	Brokerage and Selling Commission, Underwriting Commission, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	3.61	6.29%	0.40%
3	Advertisement, Printing & Stationery, Marketing Expenses, etc.	4.00	6.97%	0.44%
4	Listing Fees, Market Regulatory & Other Expenses	6.50	11.32%	0.72%
Total		57.41	100.00%	6.36%

⁽¹⁾ Selling commission payable to SCSBs, members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs, would be of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

⁽²⁾ SCSBs will be entitled to a processing fee of ₹ 10 (plus applicable GST) per valid Bid cum Application Form, for processing the Bid cum Application Form procured by the members of the Syndicate (including their sub-Syndicate Members), the Registered Brokers, CRTAs or CDPs and submitted to the SCSBs for blocking of funds.

⁽³⁾ Registered Brokers will be entitled to a commission of ₹ 10 (plus applicable GST) per valid Bid cum Application Form directly procured by the Registered Brokers from Retail Individual Investors and Non-Institutional Bidders and submitted to the SCSBs for processing.

⁽⁴⁾ The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

Fees, Brokerage and Selling Commission Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting commission and selling commission) is as stated in the MOUs dated April 20, 2018, the Underwriting Agreement dated April 20, 2018 and the Market Making Agreement dated April 20, 2018 among our Company, the Selling Shareholder and the Lead Manager and other parties, a copy of which will be made available for inspection at our Registered Office.

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 Agreement between the Company and the Registrar to the Issue dated January 17, 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.

CAPITAL ISSUE DURING THE LAST FIVE YEARS

Previous Public and Rights Issues

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

Previous Issues of Equity Shares otherwise than for Cash

Except as stated in the chapter titled “Capital Structure” beginning on page no. 54 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.



Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Subsidiary Companies / Group Companies / Associates is listed on any Stock Exchange and hence there is no Capital Issue. Further, we do not have any Group Companies / Associates as on date of this Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS

Issuer Company

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

Listed Group Companies / Subsidiaries / Associate Companies

None of our Group Companies / Associates are listed on any Stock Exchange and have not made any rights and public issues in the past ten (10) years. Further, we do not have any Group Companies / Associates as on date of this Prospectus.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

The Company has no outstanding debentures or bonds and redeemable preference shares and other instruments as on the date of Prospectus.

Stock Market Data for our Equity Shares

This being an initial public offer of the Company, the Equity Shares of the Company are not listed on any stock exchange.

DISPOSAL OF INVESTOR GRIEVANCES

Mechanism for Redressal of Investor Grievances

The Company and the Selling Shareholder has appointed Universal Capital Securities Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.



Our Board by a resolution on April 09, 2018 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sharad Kothari	Non-Executive Non-Independent Director	Chairman
Mrs. Apooni Shah	Chairman & Whole Time Director	Member
Mr. Rakesh Shah	Managing Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page no. 119 of this Prospectus.

The Company has also appointed Ms. Honey Magia as the Company Secretary and Compliance Officer for this Issue and she may be contacted at the Registered Office of our Company.

Name: Ms. Honey Magia

Address: N-44 MIDC, Tarapur Boisar, Thane– 401 506, Maharashtra.

Corporate Office: 801, 8th Floor, 351 ICON, Next to Nataraj Rustomjee, Western Express Highway, Andheri East, Mumbai – 400 069, Maharashtra

Tel No: +91 – 22 – 2683 3778

Fax No.: +91 – 22 – 2683 3778

Email: info@ambaniorganics.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of the Draft Prospectus and hence there are no pending investor complaints as on the date of the Draft Prospectus.

Disposal of Investor Grievances by Listed Companies under the same Management as the Company

No company under the same management as the Company has made any public issue (including any rights issues to the public) during the last three years and hence there are no pending investor grievances.

Change in Auditors

Our Company has changed the Statutory Auditors, appointed M/s. Shambhu Dayal & Co., Chartered Accountants in place of M/s. Kavita Birla & Co., Chartered Accountants vide Resolution passed in the AGM dated September 30, 2017.

Capitalisation of Reserves or Profits

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 54 of this Prospectus, our Company has not capitalised our reserves or profits during the last five years.

Revaluation of Assets

We have not revalued our assets in the last 5 years.



SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered and transferred pursuant to this Issue 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 Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

Authority for the Issue

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on April 09, 2018 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra-Ordinary General Meeting held on April 12, 2018 in accordance with the provisions of Section 62 (1)(C) of the Companies Act, 2013.

The Issue for Sale has been authorised by the Selling Shareholder by his consent letter dated April 09, 2018. The No. of Equity Shares offered by the Selling Shareholder is as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1	Mr. Rakesh Shah	1,00,000
Total		1,00,000

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

Offer for Sale

The Issue comprises of a Fresh Issue and an Offer for Sale by the Selling Shareholder. The fees and expenses relating to the Issue shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholder in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholder may, at the outset, be borne by our Company on behalf of the Selling Shareholder, and the Selling Shareholder agrees that he will reimburse our Company all such expenses.

Ranking of Equity Shares

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects including dividend 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. 278 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, the Memorandum and Articles of Association, and recommended by the Board of Directors and 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. In respect of the Offer for Sale, all dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been issued and allotted Equity Shares in such Issue for the



entire year. For further details, please refer the chapter titled "Dividend Policy" and "Main Provisions of Article of Association" beginning on page nos. 138 and 278 of this Prospectus.

Face Value and Issue Price

The Equity Shares having a face value of ₹ 10 each are being offered in terms of this Prospectus at the price of ₹ 66.00 per Equity Share. The Issue Price is decided by our Company and the Selling Shareholder, in consultation with the Lead Manager and is justified under the section titled "Basis of Issue Price" beginning on page no. 70 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also 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 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;
- ✓ Right of free transferability; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, the Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please refer the section titled "Main Provisions of Articles of Association " beginning on page no. 278 of this Prospectus.

Minimum Application Value; Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated April 13, 2018 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated April 12, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

Trading of the Equity Shares will happen in the minimum contract size of 2,000 (Two Thousand) Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Share subject to a minimum allotment of 2,000 (Two Thousand) 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 the monies collected shall be refunded within 6 Working days of closure of Issue.



Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 (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:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

Our Company and the Selling Shareholder, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

If our Company and/or the Selling Shareholder withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue of the Equity Shares, our Company shall file a fresh Draft Offer Document. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	July 06, 2018
Issue Closing Date	July 10, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	on or before July 13, 2018
Initiation of Refunds	on or before July 16, 2018
Credit of Equity Shares to demat accounts of Allottees	on or before July 17, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	on or before July 18, 2018



The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholder or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a. m. and 5.00 p. m. (IST)** during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted only between **10.00 a. m. and 3.00 p. m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 106P(1) of the ICDR Regulations, the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

If we do not receive the subscription of 100% of the Issue through this offer document including devolvment of Underwriters within sixty days from the date of closure of the Issue, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest prescribed under the applicable provisions of the Companies Act, 2013.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares. 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 EMERGE platform of NSE.

Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer the section titled “*Main Provisions of the Articles of Association*” beginning on page no. 278 of this Prospectus.



New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Option to receive Equity Shares in Dematerialized Form

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form.

As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the EMERGE Platform of NSE.

Migration to Main Board

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the EMERGE Platform of the NSE 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 NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of BSE from the SME Exchange 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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- 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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the EMERGE Platform of NSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the EMERGE Platform of NSE.

For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker, please refer the chapter titled "*General Information - Details of the Market Making Arrangement for this Issue*" beginning on page no. 52 of this Prospectus.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States 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.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, a Company whose post issue/Offer face value capital does not exceed ten crore rupees, shall issue/Offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Issue, please refer the chapters titled "*Basic Terms of the Issue*" and "*Issue Procedure*" beginning on page nos. 68 and 232 respectively, of this Prospectus.

Issue Structure:

Public Issue of 13,68,000 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ 66.00 per Equity Share (including a Share premium of ₹ 66.00 per Equity Share) aggregating to ₹ 902.88 lakhs ("the Issue") by Ambani Organics Limited ("AOL" or the "Company").

The Issue comprises a Net Issue to Public of 13,68,000 Equity Shares of ₹ 10 each ("the Net Issue"), and a reservation of 72,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion"). The Issue and the Net Issue will constitute 26.94% and 25.52%, respectively of the post Issue paid up equity share capital of the company. The Issue is being made through the Fixed Price Process:

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	12,96,000 Equity Shares	72,000 Equity Shares
Percentage of Issue Size available for allocation	94.74% of the Issue Size	5.26% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares each. For further details please refer to the " <i>Basis of Allotment</i> " on page no. 232 of this Prospectus.	Firm Allotment
Minimum Application Size	<i>For QIB and NII:</i> Such number of Equity Shares in multiples of 2,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000 <i>For Retail Individuals:</i> 2,000 Equity Shares	72,000 Equity Shares
Maximum Application Size	<i>For QIB and NII:</i> Such number of Equity Shares in multiples of 2,000 Equity Shares such that the Application Size does not exceed 12,96,000 Equity Shares. <i>For Retail Individuals:</i> Such number of Equity Shares in multiples of 2,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000	72,000 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	2,000 Equity Shares	2,000 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	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter	



- 1) 50% of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹ 2.00 lakhs and the balance for higher amount Applications.
- 2) In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- 3) Applicants will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder name, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
- 4) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer Price (in ₹)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.



ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”), included below under “**Part B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act 2013, to the extent applicable to a public issue. The General Information Document would be made available with the Lead Manager and would also be made available on the websites of the Stock Exchanges and the Lead Manager before opening of Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company, the Selling Shareholder and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and shall not be liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Please note that all the Applicants can participate in the Issue only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants are required to submit ASBA Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by NSE Ltd to act as intermediaries for submitting Application Forms are provided on <http://www.nseindia.com>. For details on their designated branches for submitting Application Forms, please see the above mentioned NSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

PART A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 106(M)(1) of Chapter XB of the SEBI (ICDR) Regulations, 2009 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the



details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. 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 dematerialised segment of the Stock Exchanges.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour ⁽¹⁾
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

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank.

Who Can Apply?

1. Indian nationals resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorised to invest in equity shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applications portion;
9. VCFs registered with SEBI;



10. FVCIs registered with SEBI;
11. Eligible QFIs;
12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions)
13. Multilateral and bilateral development financial institutions;
14. State Industrial Development Corporations;
15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;
17. Insurance companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
19. Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
20. Limited liability partnerships;
21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
22. Nominated Investor and Market Maker
23. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India
24. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. 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.

Applications not to be made by:

1. Minors (except through their Legal Guardians)
2. Partnership firms or their nominations
3. Overseas Corporate Bodies

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 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 ₹ 2,00,000 and in multiples of 2,000 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.**

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Information for the Applicants

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Issue Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre- Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c) Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

Availability of the Prospectus and the Application Forms:

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

Participation by associates and affiliates of the Lead Manager

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis.



Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

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.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Applications by Eligible NRIs

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by FPI and FIIs

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 client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in color).

Applications by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company, the Selling Shareholder 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 this, our Company and the Selling Shareholder reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company and the Selling



Shareholder 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, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (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.

Applications by Provident Funds / Pension Funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications by Banking Companies

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholder 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.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:



- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- 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 along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, 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.
- 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.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company, the Selling Shareholder and the Lead Manager may deem fit.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable 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.

General Instructions

Do's:

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);



- 10) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 11) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- 12) Ensure that the Demographic Details are updated, true and correct in all respects;
- 13) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 14) Ensure that the category and the investor status is indicated;
- 15) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 16) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 17) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 18) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- 19) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 20) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 21) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 22) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;



- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- 10) Do not submit the General Index Register number instead of the PAN;
- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 13) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 14) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- 15) Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

Payment instructions

The entire Issue price of ₹ 66.00 per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instruction to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the application, as the case may be.



Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w. e. f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of the Underwriting Agreement and the RoC Filing

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on April 20, 2018.
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page no 46 of this Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26, 28 and all other provision applicable as per Companies Act.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar 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 SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar 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, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

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”**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.



Undertaking by our Company

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;
- 5) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 6) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 7) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
- 8) No further Issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Bid monies are refunded /unblocked in ASBA Account on account of non-listing, under-subscription etc;
- 9) Adequate arrangements shall be made to collect all Application Forms and

Undertakings by the Selling Shareholder

The Selling Shareholder severally undertakes that:

- 1) it shall deposit its Equity Shares offered in the Issue in an escrow account opened with the Registrar to the Issue at least one Working Day prior to the Bid/ Issue Opening Date;
- 2) it shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- 3) it shall take all steps and provide all assistance to our Company and the Lead Manager, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Issue Closing Date of the Issue, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder;
- 4) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of the Equity Shares held by it except the Equity Shares being offered in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;
- 5) it shall ensure that the Equity Shares being offered by it in the Issue, shall be transferred to the successful Bidders within the time specified under applicable law; and

it shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.



Utilization of Issue Proceeds

The Board of Directors of our Company 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 Fresh Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Fresh Issue.

Our Company shall not have recourse to the Fresh Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



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 Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

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 Red Herring Prospectus (“RHP”) / Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders/Applicants should carefully read the entire RHP / 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 RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein 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, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/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, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/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, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.



For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least five Working Days before the Bid/ 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.

Bidders/Applicants should refer to the RHP/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 Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

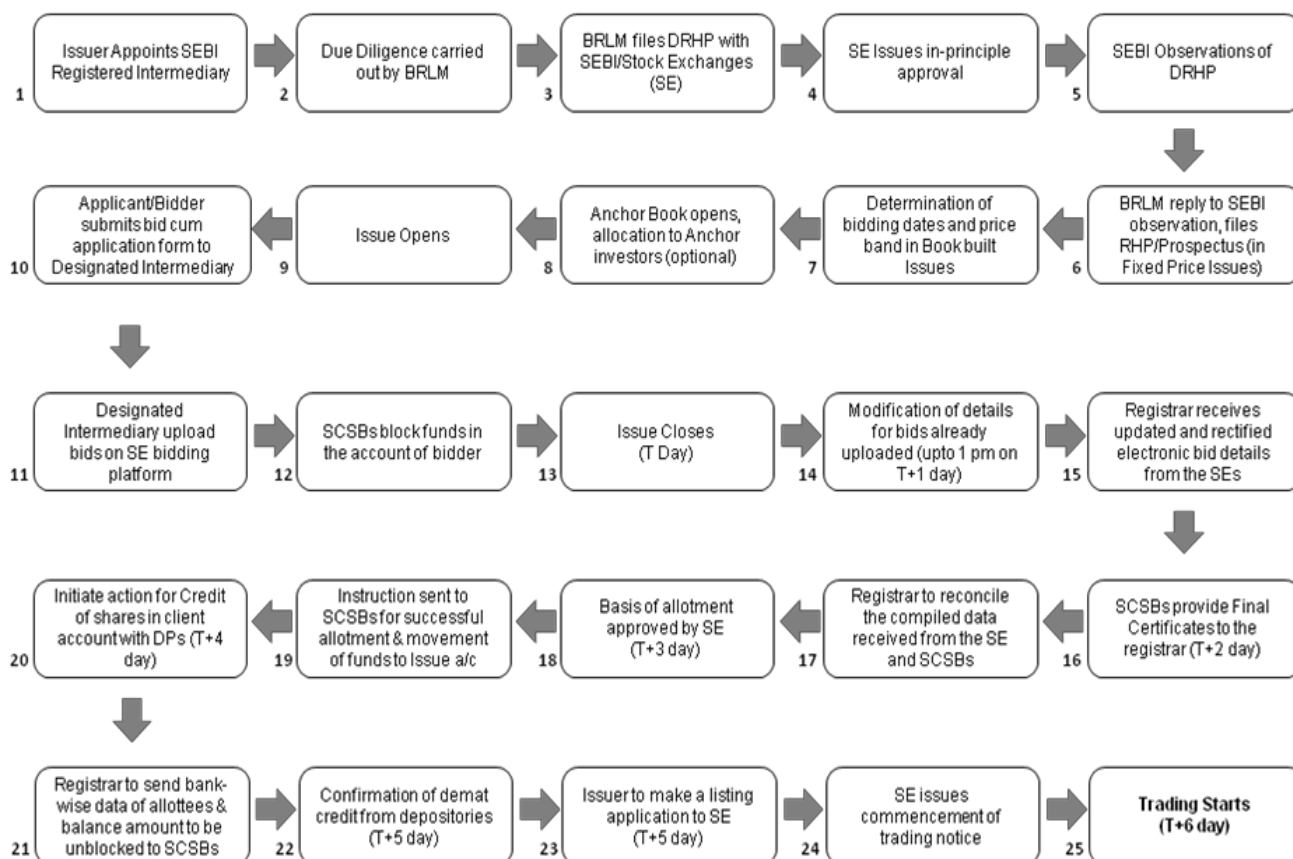
In case of a Book Built Issue, the Issuer may close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/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:

- i. Step 7 : Determination of Issue Date and Price
- ii. Step 10: Applicant submits Bid cum Application Form with Designated Branch of SCSB.



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/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 Bidder/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;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);



- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (“NIIs”) category;
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- 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.
- 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 websites of the Stock Exchanges. 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 websites of the Stock Exchanges 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 RHP/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 websites of the Stock Exchanges. 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.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour ⁽¹⁾
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, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP/ 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:



TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Address : Contact Details: CIN No	
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN :
		Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Mr. / Ms.
		Address
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile
		2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS		☐ NSDL ☐ CDSL		
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID				
4. BID OPTIONS (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" (Price in multiples of ₹ 1/- only) (In Figures)		
		Bid Price	Retail Discount	Net Price
Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1
(OR) Option 2				
(OR) Option 3				
		5. CATEGORY		6. INVESTOR STATUS
		☐ Retail Individual Bidder		
		☐ Non-Institutional Bidder		
		☐ QIB		
6. INVESTOR STATUS ☐ Individual(s) - IND ☐ Hindu Undivided Family* - HUF ☐ Bodies Corporate - CO ☐ Banks & Financial Institutions - FI ☐ Mutual Funds - MF ☐ Non-Resident Indians - NRI (Non-Repatriation basis) ☐ National Investment Fund - NIF ☐ Insurance Funds - IF ☐ Insurance Companies - IC ☐ Venture Capital Funds - VCF ☐ Alternative Investment Funds - AIF ☐ Others (Please specify) - OTH				

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐	
Amount paid (₹ in figures)		(₹ in words)	
ASBA Bank A/c No.			
Bank Name & Branch			

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("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.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the line	
	1) 2) 3)	
Date :		

TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No.
DPID / CLID		PAN of Sole / First Bidder	

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
	No. of Equity Shares				
	Bid Price				
	Amount Paid (₹)				
	ASBA Bank A/c No.				
Bank & Branch					
					Acknowledgement Slip for Bidder
					Bid cum Application Form No.

TEAR HERE



4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER / APPLICANT

- a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/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 Bidders/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.
- c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/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 Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

- a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/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 Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/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 Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Bids/Applications by Bidders 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: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Bidders/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 Bidders/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/RHP 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, the Selling Shareholder in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- 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, Bidders may refer to the RHP/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 ₹ 2,00,000.
- b) In case the Bid Amount exceeds ₹ 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 ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 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 ₹ 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 RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off 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 ₹ 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 ₹ 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 Bidder including QIB Bidder 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:
- 1) 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.
 - 2) 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:
- 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.
 - 2) 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.
 - 3) 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.
 - 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) 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, 2009, 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 RHP/Prospectus.
- c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.
- d) The SEBI ICDR Regulations, 2009, 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 RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Bidders/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. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- c) Bidders/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.
- d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.



4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) 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 RHP/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.
- b) Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.
- c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for Anchor Investors:

- a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- b) Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a co-operative 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.
- c) 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.
- d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.
- e) 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)

- a) Bidders may submit the Bid cum Application Form either
 - 1) in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or
 - 2) 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
 - 3) in physical mode to any Designated Intermediary.
- b) 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.
- c) 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;
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) 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/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

- g) 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.
- h) 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.
- i) 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.
- j) 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.
- k) 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.
- l) 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.
- m) 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.
- n) 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

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each 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.
- b) 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.
- c) 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)

- a) The Discount is stated in absolute rupee terms.
- b) 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 RHP/Prospectus.



- c) 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

- a) Only the First Bidder/ Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) The signature has to be correctly affixed in the authorisation/undertaking box in the 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.
- d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a) 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.
- b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
- 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.
 - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
 - 3) In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders/Applicants should contact the relevant Syndicate Member.
 - 4) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker
 - 5) In case of Bids submitted to the RTA, the Bidders/Applicants should contact the relevant RTA.
 - 6) In case of Bids submitted to the DP, the Bidders/Applicants should contact the relevant DP.
 - 7) Bidder/Applicant may contact our Company Secretary and Compliance Officer or BRLM(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 –
- 1) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
 - 2) name and address of the Designated Intermediary, where the Bid was submitted; or
 - 3) In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.



- d) In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Bid/ Issue Period, any Bidder/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.
- b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/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.

A sample revision form is reproduced below:



COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Address : Contact Details : CTN No	

LOGO TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN :

Bid cum
Application
Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ 2. PAN OF SOLE / FIRST BIDDER _____ 3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

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)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓/tick)
Option 1												
(OR) Option 2												
(OR) Option 3												
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓/tick)
Option 1												
(OR) Option 2												
(OR) Option 3												

6. PAYMENT DETAILS												
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____										PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐		
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 REVISION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("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 REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST BIDDER _____ Date : _____	7B. 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 issue 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____
--	---	---

TEAR HERE

LOGO	XYZ LIMITED	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No. _____
	BID REVISION FORM - INITIAL PUBLIC ISSUE - R		

DPID / CLID	_____	PAN of Sole / First Bidder _____
Additional Amount Paid (₹) _____ Bank & Branch _____		Stamp & Signature of SCSB Branch _____
ASBA Bank A/c No. _____		
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 Broker / SCSB / DP / RTA _____	Name of Sole / First Bidder _____
	No. of Equity Shares	_____	_____		_____
	Bid Price	_____	_____		_____
	Additional Amount Paid (₹)	_____	_____		_____
	ASBA Bank A/c No. _____ Bank & Branch _____				Acknowledgement Slip for Bidder
				Bid cum Application Form No. _____	

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:



4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/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'

- a) Apart from mentioning the revised options in the Revision Form, the Bidder/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 Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/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.
- b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 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.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/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.
- e) 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

- a) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders/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.
- b) Bidder/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 Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/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 Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- d) 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

Bidders/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 BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/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 draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholder in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- 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 ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 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:
 - 1) 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 Bidder/Applicant and may be rejected.
 - 2) 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:
 - 1) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
 - 2) 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.



- 3) 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

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 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).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. 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

- a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- b) 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

- a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- b) 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.
- c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) 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.
- g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.



- k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and 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.
- l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful 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)

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 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 Bidders/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	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	- 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 - To the Designated Branches of the SCSBs where the ASBA Account is maintained

- a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.



- b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP 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 Bidder/Applicant.
- c) 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, 2009. 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.

5.1 SUBMISSION OF BIDS

- a) During the Bid/ Issue Period, Bidders/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.
- b) In case of Bidders/Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. 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.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ 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.

5.3 BUILD UP OF THE BOOK

- a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

- a) 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.
- b) 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.



5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLMs 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) BRLMs 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. Bidders/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:-

- a) 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);
- b) Bids/Applications by OCBs; and
- c) 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;
- d) 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;
- e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- f) Bids/Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in this Draft Red Herring Prospectus);
- g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) 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;
- i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- k) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;



- l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- m) 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;
- n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- o) Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
- p) Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the RHP;
- q) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- r) Bid cum Application Forms/Application Forms are not delivered by the Bidders/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 RHP/ Prospectus and the Bid cum Application Forms;
- s) 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;
- t) 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;
- u) Where no confirmation is received from SCSB for blocking of funds;
- v) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- w) Bids/Applications submitted to a BRLM 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;
- x) Bids/Applications not uploaded on the terminals of the Stock Exchanges; and
- y) 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

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/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 RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) 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, Bidders/Applicants may refer to the RHP/ Prospectus.
- d) 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 ₹ 20 to ₹ 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., ₹ 22.00 in the above example. The Issuer and the Selling Shareholder, in consultation with the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 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.

e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("**Alternate Book Building Process**").

The Issuer may specify the Floor Price in the RHP/ 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 websites of the Stock Exchanges 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, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/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.

7.1 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:

- a) 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).
- b) 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.

7.2 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.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP/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:

- a) 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;
- b) 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)

- a) 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 Selling Shareholder and the BRLMs, subject to compliance with the following requirements:



- 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;
- 2) 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
- 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 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 ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.
- b) 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 BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) **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.
- d) **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, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) 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;
- c) 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;
- d) 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;
- e) 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

- f) 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 RHP/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. Bidders/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 Bidders/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 Bidders/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 all the Stock Exchanges are 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(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 RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 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 ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.



If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/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 RHP/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 any offer for sale 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.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 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 Bidders/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:

- a) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC 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;

- b) **Direct Credit** - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- c) **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 RHP/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 Bidders/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.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Red Herring Prospectus/ Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Issue / Escrow Collection Bank(s) / Collecting	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened, and



Term	Description
Banker	as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant up on submission of the Bid(except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/ Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language news paper at the place where the Registered Office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the Registered Office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/ Issue Period	Except in the case of Anchor Investors(if applicable),the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s) / Book Running Lead Manager(s) / Lead Manager / LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in



Term	Description
	relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer and the Selling Shareholder in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money



Term	Description
	through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Selling Shareholder, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA



Term	Description
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public issue of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder.
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The Issue Price may be decided by the Issuer and the Selling Shareholder in consultation with the Book Running Lead Manager(s)
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer and the Selling Shareholder in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the Registered Office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer and the Selling Shareholder in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus / RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three working days before the Bid/ Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue /RTO	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category / Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹ 200,000 (including



Term	Description
	HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, “Working Days” shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.



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 government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued the Consolidated FDI Policy circular of 2017, ("FDI Policy"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

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.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional investors" (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder 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 X – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Table F in Schedule I of the Companies Act, 2013 and the SEBI Regulations, the main provisions of the Articles of Association of our Company are detailed below:

These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Extra-ordinary General Meeting of the Company held on December 30, 2017.

Share capital and variation of rights

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
4. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - (a) Equity share capital:
 - (i) with voting rights; and / or
 - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
 - (b) Preference share capital
6. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide –
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
(3) In respect of any 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 for a share to one of several joint holders shall be sufficient delivery to all such holders.
7. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
8. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.



9. The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
10. (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
- (2) The rate or amount of the commission shall not exceed the Rate of rate or amount prescribed in the Rules.
- (3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
11. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
- (2) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
13. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
14. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –
- (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- (b) employees under any scheme of employees' stock option; or
- (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

Lien

15. (1) The Company shall have a first and paramount lien –
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:
- Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.



(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
17. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) 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.
18. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
20. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Calls on shares

21. (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (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 fixed times.
- (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
- (4) A call may be revoked or postponed at the discretion of the Board.
22. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.



24. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
25. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
26. The Board –
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
27. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
28. All calls shall be made on a uniform basis on all shares falling under the same class.
- Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
29. 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 forfeiture of such shares as herein provided.
30. The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transfer of shares

31. (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
32. The Board may, subject to the right of appeal conferred by the Act decline to register –
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien.
33. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –
- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act:



(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.

35. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transmission of shares

36. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

38. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

39. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, 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 meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

40. The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any



other securities including debentures of the Company.

Forfeiture of shares

41. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
42. The notice aforesaid shall:
 - (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
43. 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 the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
44. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
46. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
47. (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

(2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
48. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.

(3) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
49. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited 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;

(2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal



thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(3) The transferee shall thereupon be registered as the holder of the share; and

(4) The transferee 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 in reference to the forfeiture, sale, re-allotment or disposal of the share.

50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and 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.
51. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
53. The provisions of these Articles as to forfeiture shall apply in 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 share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
54. The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Alteration of capital

55. Subject to the provisions of the Act, the Company may, by ordinary resolution –

- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:

Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

56. Where shares are converted into stock:

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- (b) holders of stock shall, according to the amount of stock held by them, have the same rights privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of



the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.

57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
- (a) its share capital; and/or
 - (b) any capital redemption reserve account; and/or
 - (c) any securities premium account; and/or
 - (d) any other reserve in the nature of share capital.

Joint Holders

58. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
 - (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they 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.
 - (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
 - (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 the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
 - (e) (i) Any one of 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 then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
 - (f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

Capitalisation of profits

59. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the



members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards :

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

(3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall -

(a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

(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 or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General meetings

62. All general meetings other than annual general meeting shall be called extraordinary general meeting.

63. The Board may, whenever it thinks fit, call an extraordinary general meeting.

Proceedings at general meetings

64. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

(3) The quorum for a general meeting shall be as provided in the Act.

65. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.



66. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
67. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
68. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
69. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –
- (a) is, or could reasonably be regarded, as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the Company.
- (3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- (4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
70. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- (a) be kept at the Registered Office of the Company; and
- (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- (2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:
- Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
71. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

Adjournment of meeting

72. (1) The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



(3) 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.

(4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

73. Subject to any rights or restrictions for the time being attached to any class or classes of shares –
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
74. (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
75. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
76. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
77. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
78. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
79. A member is not prohibited from exercising his voting 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 the preceding Article.
80. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

Proxy

81. (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, otherwise for that meeting.
- (2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
82. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
83. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:



Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

84. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
85. (1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
- (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
86. (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
- (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
- (b) in connection with the business of the Company.
87. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
88. (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
89. (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. 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 the Act.
- (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
90. (1) 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, be filled by the Board of Directors at a meeting of the Board.
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.



Powers of Board

91. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

Proceedings of the Board

92. (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided in the Act.
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
93. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
94. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
95. (1) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
96. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
97. (1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
98. (1) A Committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members



present.

(3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

99. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
100. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

101. (a) Subject to the provisions of the Act,—

A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Registers

102. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
103. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register, if any; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

The Seal

104. (1) The Board shall provide for the safe custody of the seal.

(2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

105. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by



the Board but the Company in general meeting may declare a lesser dividend.

106. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
107. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
108. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
109. (1) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- (2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
110. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
111. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
112. No dividend shall bear interest against the Company.
113. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

Accounts

114. (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection



of directors in accordance with the applicable provisions of the Act and the Rules.

(2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

Winding up

115. Subject to the applicable provisions of the Act and the Rules made thereunder –

(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity and Insurance

116. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

(b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

General Power

117. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.



SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

A. Material Contracts

1. Memorandum of Understanding dated April 20, 2018 between our Company, the Selling Shareholder and the Lead Manager and Addendum thereof dated June 21, 2018.
2. Agreement dated January 17, 2018 between our Company and the Registrar to the Issue.
3. Escrow Agreement June 06, 2018 between our Company, the Selling Shareholder, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated April 20, 2018 between our Company, the Lead Manager and the Market Maker and Addendum thereof dated June 21, 2018.
5. Underwriting Agreement dated April 20, 2018 between our Company, the Selling Shareholder, the Lead Manager and the Market Maker and Addendum thereof dated June 21, 2018.
6. Share Escrow Agreement dated June 06, 2018 between the Selling Shareholder, our Company, the Lead Manager and the Escrow Agent.
7. Tripartite agreement between the NSDL, our Company and the Registrar dated April 13, 2018.
8. Tripartite agreement between the CDSL, our Company and the Registrar dated April 12, 2018.

B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Ambani Organics Limited
3. Resolution of the Board of Directors meeting dated April 09, 2018 authorizing the Issue.
4. Shareholders' resolution passed at the Extra-Ordinary General Meeting held on shorter notice dated April 12, 2018 authorizing the Issue.
5. Statutory Auditor's report for Standalone and Consolidated Restated Financials dated June 19, 2018 included in this Prospectus.
6. The Statement of Tax Benefits dated May 02, 2018 from our Statutory Auditor.
7. Consent of our Directors, CFO, CS, CEO, the Selling Shareholder, Statutory Auditor, Banker to the Company, Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriters, Banker to the Issue, Share Escrow Agent as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated June 27, 2018 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.



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9. Approval from NSE vide letter dated June 20, 2018 to use the name of NSE in this Offer Document for listing of Equity Shares on the EMERGE Platform of the NSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as amended or rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

Sd/-

Mrs. Apooni Shah

Chairman & Whole-time Director

Sd/-

Mr. Rakesh Shah

Managing Director

Sd/-

Mr. Sharad Kothari

Non-Executive Non-Independent Director

Sd/-

Mr. Dilipkumar Mehta

Non-Executive Non-Independent Director

Sd/-

Mr. Sanjay Mehta

Non-Executive Independent Director

Sd/-

Dr. Prakash Mahanwar

Non-Executive Independent Director

SIGNED BY THE CHIEF FINANCIAL OFFICER

SIGNED BY THE CHIEF EXECUTIVE OFFICER

Sd/-

Mr. Bhavesh Pandya

Chief Financial Officer

Sd/-

Mr. Paresh Shah

Chief Executive Officer

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Sd/-

Ms. Honey Magia

Company Secretary & Compliance Officer

Date: June 27, 2018

Place: Mumbai



DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Mr. Rakesh Shah