



## RAJNANDINI METAL LIMITED

Our Company was incorporated as a private limited company namely "Rajnandini Metal Private Limited" under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from "Rajnandini Metal Private Limited" to "Rajnandini Metal Limited". The Company's Corporate Identification Number is U51109HR2010PLC040255. For further details please refer to chapter titled "History and Certain Other Corporate Matters" beginning on page 109 of this Prospectus.

**Registered office:** 3E/17 B.P. N.I.T Faridabad Haryana-121001 India

**Tel:** 0129-4074043; **Email:** info@rajnandinimetal.com

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

**Contact Person:** Mr. Rahul Kumar Bansal, Company Secretary and Compliance Officer

### OUR PROMOTER: MR. HET RAM AND MRS. MITHLESH SHARMA

THE ISSUE	
<p><b>PUBLIC ISSUE OF 16,44,000 EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH FULLY PAID UP OF RAJNANDINI METAL LIMITED ("RAJNANDINI" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 26 PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF Rs. 16 PER EQUITY SHARE AGGREGATING RS. 427.44 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 84,000 EQUITY SHARES OF RS 26 FULLY PAID UP EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 15,60,000 EQUITY SHARES OF RS. 26 EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.76 % AND 25.39 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.</b></p>	
<p><b>THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 THE ISSUE PRICE IS RS. 26 THE ISSUE PRICE IS 2.6 TIMES THE FACE VALUE</b></p>	
<p><b>THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME).</b> For further details please refer to "Section VIII - Issue Related Information" beginning on Page 200 of the Prospectus</p>	
<p>All potential investors shall participate in the Issue through Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 207 of the Prospectus.</p>	
<p><b>RISK IN RELATION TO THE FIRST ISSUE</b></p>	
<p>This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10/- and the Issue Price is 2.6 times of the face value. The Issue Price (has been determined and justified by the Company and the Lead Manager as stated under chapter titled "Particulars of the Issue-Basis for Issue Price" beginning on page 82 of the Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.</p>	
<p><b>GENERAL RISK</b></p>	
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 13 of the Prospectus</p>	
<p><b>COMPANY'S ABSOLUTE RESPONSIBILITY</b></p>	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in the Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
<p><b>LISTING</b></p>	
<p>The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received an In-principle approval letter dated August 30, 2018 from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").</p>	
<p><b>LEAD MANAGER TO THE ISSUE</b></p>	<p><b>REGISTRAR TO THE ISSUE</b></p>
<div style="display: flex; align-items: center;"> <div> <p><b>CORPORATE CAPITAL VENTURES PVT. LTD.</b> 160 Lower Ground Floor, Vinoba Puri, Lajpat Nagar New Delhi-110024 <b>Tel:</b> +91-011-41704066 <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>Investor Grievance Email :</b> investors@ccvindia.com <b>Contact Person:</b> Mr. Tushar Shukla <b>SEBI Registration No.</b> INM000012276</p> </div> </div>	<div style="display: flex; align-items: center;"> <div> <p><b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 <b>Tel:</b> + 91-22-6263 8200 <b>Contact Person:</b> Mr. Ashok Shetty <b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration No.:</b> INR000001385</p> </div> </div>
<p><b>ISSUE PROGRAMME</b></p>	
<p><b>ISSUE OPENS ON : MONDAY, SEPTEMBER 24, 2018</b></p>	<p><b>ISSUE CLOSES ON : THURSDAY, SEPTEMBER 27, 2018</b></p>



<b>CONTENTS</b>	<b>PAGE NO.</b>
<b>SECTION I – GENERAL</b>	
DEFINITIONS AND ABBREVIATIONS	3
COMPANY RELATED TERMS	3
ISSUE RELATED TERMS	4
CONVENTIONAL AND GENERAL TERMS /ABBREVIATIONS	7
PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA	11
FORWARD LOOKING STATEMENTS	12
<b>SECTION II – RISK FACTOR</b>	13
<b>SECTION III – INTRODUCTION</b>	
SUMMARY OF OUR INDUSTRY OVERVIEW	34
SUMMARY OF OUR BUSINESS OVERVIEW	37
SUMMARY OF OUR FINANCIAL INFORMATION	44
THE ISSUE	50
GENERAL INFORMATION	51
CAPITAL STRUCTURE	57
<b>SECTION IV – PARTICULARS OF THEISSUE</b>	
OBJECTS OF THE ISSUE	75
BASIS FOR ISSUE PRICE	82
STATEMENT OF POSSIBLE TAX BENEFITS	84
<b>SECTION V – ABOUT US</b>	
OUR INDUSTRY OVERVIEW	87
OUR BUSINESS OVERVIEW	94
KEY INDUSTRY REGULATIONS AND POLICIES	104
HISTORY AND CERTAIN CORPORATE MATTERS	109
OUR MANAGEMENT	114
OUR PROMOTERS AND PROMOTER GROUP	128
OUR GROUP ENTITIES	132
RELATED PARY TRANSACTIONS	136
DIVIDEND POLICY	137
<b>SECTION VI – FINANCIAL INFORMATION</b>	
AUDITORS REPORT AND FINANCIAL INFORMATION OF OUR COMPANY	138
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	169
FINANCIAL IDEBTEDNESS	177
<b>SECTION VII – LEGAL AND OTHER INFORMATION</b>	
OUTSTANDINGS LITIGATIONS AND MATERIALDEVELOPMENTS	178
GOVERNMENT AND OTHER STATUTORY APPROVALS	183
OTHER REGULATORY AND STATUTORY DISCLOSURES	186
<b>SECTION VIII – ISSUE RELATED INFORMATION</b>	
TERMS OF ISSUE	200
ISSUE STRUCTURE	205
ISSUE PROCEDURE	207
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	262
<b>SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION</b>	
MAIN PROVISIONS OF ARTICLES OF ASSOCIATION	263
<b>SECTION X – OTHER INFORMATION</b>	
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	341
<b>SECTION XI – DECLARATION</b>	342



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

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



## SECTION – I GENERAL INFORMATION

### DEFINITIONS AND ABBREVIATIONS

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

### COMPANY RELATED TERMS

Terms	Description
Articles of Association / AOA	The Articles of Association of our Company, as amended.
Auditor or Statutory Auditor	The statutory auditor of our company, being SANMARKS & Associates, Chartered Accountants having their office at B-504, 1 <sup>st</sup> Floor, Nehru Ground, Faridabad. <i>For further details please refer “General Information” on page no. 51 of this Prospectus.</i>
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company or a duly constituted committee thereof.
Banker to our Company	Karnataka Bank Limited, SCO -149 Ground and First Floor Sector-21C, Shopping Centre, Faridabad Haryana-121012. <i>For further details please refer “General Information” on page no. 51 of this Prospectus.</i>
Company Secretary and Compliance Officer	Mr. Rahul Kumar Bansal
Director(s)	The director(s) of our, unless otherwise specified.
Equity Shares / Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Entities	As disclosed in “Our Group Entities” beginning on page 132 of this Prospectus.
Key Managerial Personnel / KMP	The personnel listed as Key Managerial Personnel in the chapter titled “Our Management” beginning on page 114 of this Prospectus.
Listing Agreement	The equity listing agreement to be entered into by our Company with the Stock Exchange.
Memorandum of Association / Memorandum / MOA	Memorandum of Association of our Company, as amended from time to time.
Promoters / Our Promoters	Promoters of our Company, being Mr. Het Ram and Mrs. Mithlesh Sharma
Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the promoter group of our Company in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and as disclosed in “Our Promoter and Promoter Group” beginning on page 128 of the Prospectus.
Registered office and Warehouse 1	The Registered Office of our Company situated at 3E/17 B.P. N.I.T Faridabad Haryana-121001 India.
ROC	Registrar of Companies, NCT of Delhi and Haryana.
“Rajnandini” or “the Company” or “we” or “us” or “our” and the “Issuer Company”	Unless the context otherwise indicates, refers to Rajnandini Metal Limited a Company incorporated under the Companies Act 1956.



Warehouse 2	30/14, Gali No. 4 Libaspur Delhi-110042
Warehouse 3	Plot No 75, Khasra No. 44/23, Shahbad, Daulatpur, Delhi-110042

## ISSUE RELATED TERMS

Terms	Description
Allot / Allotment / Allotment of Equity Shares	Unless the Context otherwise requires, the allotment of Equity Shares pursuant to this Issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allottee(s)	Successful applicant(s) to whom Equity Shares are / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus.
Application Form	The Form in terms of which the prospective investor shall apply for the Equity Shares in this Issue.
Application Supported by Blocked Amount / ASBA	Application Supported by Blocked Amount (ASBA) means an application for subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA Applicant	Any prospective investor(s)/applicant(s) in this Issue who apply (ies) through the ASBA Process.
Bankers to the Issue/Public Issue Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Public Issue Account will be opened and in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which the equity shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled "Issue Procedure" beginning on page 207 of the Prospectus.
Controlling Branch	Such branches of the SCSBs which coordinate Applications made under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository Participant /DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account specified by the ASBA Applicants to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the



	successful Applicants.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited.
Prospectus	The Prospectus issued in accordance with section 26 and 32 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Public Issue Account	Account opened with Public Issue Bank/Banker to the Issue Bank(s) for the Issue.
Public Issue Account Agreement / Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue 16,44,000 Equity Shares of face value of Rs. 10/- each fully paid of Rajnandini Metal Limited for cash at a price of Rs. 26/-per Equity Share (including a premium of Rs.16/-per Equity Share) aggregating Rs.427.44 Lakhs.
Issue Agreement	The agreement dated June 19, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The Date on which Issue closes for subscription.
Issue Opening Date	The Date on which Issue opens for subscription.
Issue Price	The price at which the Equity Shares are being issued by our Company under the Prospectus being Rs. 26/- per Equity Share of face value of Rs. 10/- each fully paid.
Issue Proceeds	Proceeds to be raised by our Company through this Issue is Rs. 427.44 Lakhs
LM / Lead Manager / Merchant Banker	Lead Manager to this Issue, being Corporate CapitalVentures Private Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Emerge Platform of NSE.
Market Making Agreement	Market Making Agreement dated July 04, 2018 between our Company, Lead Manager and Market Maker.
Market Maker	Share India Securities 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of 84,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs.26/- per Equity Share aggregating Rs. 21.84 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue excluding the Market Maker Reservation Portion of 15,60,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 26/- Equity Share aggregating Rs. 405.60 Lakhs by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.





	<i>For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 75 of the Prospectus.</i>
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organisation, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organisation validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
QIBs Buyers/Qualified Institutional	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009.
Refund Account(s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited.
Registrar / Registrar to the Issue	Registrar to this Issue being Bigshare Services Private Limited, having its registered office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059
Retail Individual Investors	Individual Applicants, or minors applying through their natural guardians, including HUF (applying through their Karta) and ASBA Applicants, who have applied for an amount less than or equal to Rs. 2,00,000
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
Self-Certified Syndicate Banks (SCSBs)	Shall mean a Banker to an Issue registered with SEBI (Banker to an Issue) Regulations, 1994, as amended from time to time, and which offers the service of making Application/s supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Underwriters	Underwriter to the issue is Corporate CapitalVentures Private Limited.
Underwriting Agreement	The agreement dated June 19, 2018 entered into between Corporate CapitalVentures Private Limited and our Company.



Working Days	<p><b>I. Till Application / Issue closing date:</b> All days other than a Saturday, Sunday and a public holiday;</p> <p><b>II. Post Application / Issue closing date and till the Listing of Equity Shares:</b> All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016</p>
--------------	---

## CONVENTIONAL AND GENERAL TERMS

Terms	Description
A/c	Account
Act	The Companies Act, 1956 and amendments thereto including provisions of Companies Act 2013, wherever notified
AGM	Annual General Meeting
AIF Funds or Alternative Investment	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
Approx.	Approximately
ASBA	Applications Supported by Blocked Amount
AS	Accounting Standard issued by the Institute of Chartered Accountants of India
Assessment Year	Period of twelve months commencing on 1 <sup>st</sup> April every year and ending on 31 <sup>st</sup> March of the next year
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
CC	Cash Credit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIT (A)	Commissioner of Income Tax (Appeals)
CII	Confederation of Indian Industry
CIN	Corporate Identification Number
DIN	Director Identification Number
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
ECB	External Commercial Borrowings
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
EPA	The Environment Protection Act, 1986
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations



	framed thereunder, as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
FIs	Financial Institutions
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investor
FTP	Foreign Trade Policy, 2009
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI / Government	Government of India
GST	Goods and Services Tax
HNI	High Networth Individual
HSC	Higher Secondary Education
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offer
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
IT Act	The Income Tax Act, 1961 as amended from time to time except as stated otherwise
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint Venture
L/C	Letter of Credit
Ltd.	Limited
MBA	Masters of Business Administration
MCA	Ministry Of Corporate Affairs, GOI



Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 amended
MoU	Memorandum of Understanding
Mn	Million
MNC	Multi National Company
Mutual Fund	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A.	Not Applicable
NAV	Net Asset value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up capital, share premium account, and reserves and surplus (excluding revaluation reserves) as reduced by the aggregate of miscellaneous expenditure ( to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
No.	Number
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA Regulations, OCBs are not allowed to invest in India.
OD	Overdraft
p.a.	Per Annum
PAN	Permanent Account Number
Person (s)	A natural person or an artificial person constituted under applicable laws in India or outside India
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time



RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contract (Regulation) Rules, 1957, as amended from time to time.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
Sub-Account	Sub-accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, as amended
SSI	Small Scale Industry
SSI Undertaking	Small Scale Industrial Undertaking
u/s	Under Section
UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With Effect From
WTO	World Trade Organization
YoY	Year over year

*The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made there under. Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Information of the Company”, “Outstanding Litigation and Material Developments” will have the meaning ascribed to such terms in these respective sections. Notwithstanding the following:*

- (i) In the section titled ‘Main Provisions of the Articles of Association’ beginning on page 263 of the Prospectus, defined terms shall have the meaning given to such terms in that section.
- (ii) In the section titled ‘Financial Information’ beginning on page 138 of the Prospectus, defined terms shall have the meaning given to such terms in that section ;and
- (iii) In the Chapter titled “Statement of Possible Tax Benefits” beginning on page 84 of the Prospectus, defined terms shall have the same meaning given to such terms in that chapter.



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in the Prospectus is derived from our audited financial statements for the financial year ended March 31, 2018, 2017, 2016, 2015, 2014, and 2013 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP which are included in the Prospectus, and set out in the section titled 'Financial Information' beginning on page no. 138 of the Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Prospectus should accordingly be limited. Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 13, 94 and 169 respectively, of the Prospectus and elsewhere in the Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP.

### Industry and Market Data

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

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

### Currency and units of presentation

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

- 'Rupees' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US \$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America.
- EURO or "€" are Euro currency.

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lacs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.



## FORWARD-LOOKING STATEMENTS

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

These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results to differ materially from our expectations include but are not limited to, the following:

- General economic and business conditions in the markets in which our company operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which our company operates
- The performance of the Indian and the Global financial markets;
- Increased competition in the sectors/areas in which our company operates;
- Our ability to successfully implement our growth strategy and expansion plans and to launch and implement business plans for which funds are being raised through this Issue;
- Our ability to upgrade our existing technology & infrastructure;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that our company may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Any adverse outcome in the legal proceedings in which our company is involved.
- Market fluctuations and industry dynamics beyond our control;
- Occurrence of natural disasters or calamities affecting the areas in which we have operations;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Contingent Liabilities, environmental problems and uninsured losses; and
- Changes in government policies and regulatory actions that apply to or affect our business.

For further discussions of factors that could cause our actual results to differ, kindly refer to the Chapters titled “Risk Factors”, “Our Business” and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 13, 94 and 169 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward looking statements speak only of this Prospectus. Our Company, our Directors, the Lead 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 and the Lead Manager will ensure that the investors in India are informed of material developments until such time as grant of listing and trading approvals by the Stock Exchange.

## SECTION II - RISK FACTORS

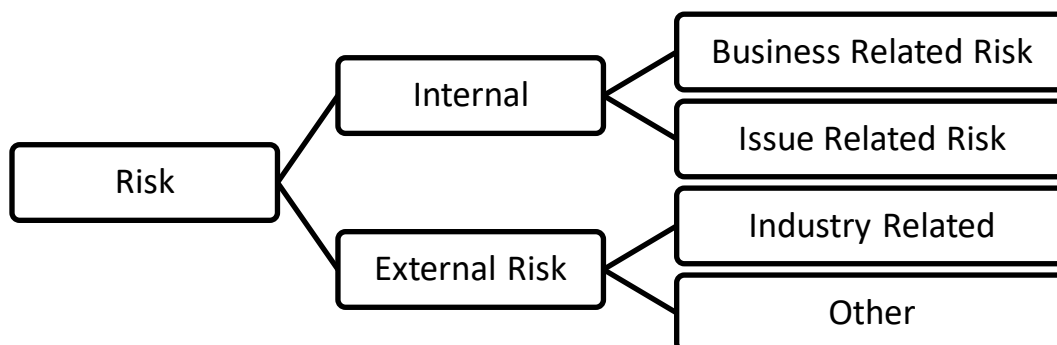
*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 94, “Our Industry” beginning on page 87 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 169 respectively, of this Prospectus as well as other financial information contained herein.*

*The following factors have been considered for determining the materiality of Risk Factors:*

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively;*
- *Some events may not be material at present but may have material impact in future.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. The risk factors are classified as under for the sake of better clarity and increased understanding:*







## INTERNAL RISK FACTORS

### 1. *Our Group Company has certain liabilities under Income Tax Act, 1961.*

Our Group Company i.e. Loveni Marketing & Advertising Private Limited is involved in certain tax liabilities. The Centralized Processing Centre of the Income Tax Department has raised a demand of Rs. 11,140 (Rupees Eleven Thousand One Hundred and Forty) on April 22, 2018 arising out of intimation under Section 143(1)(a) of the Income Tax Act, 1961 which is payable by Loveni Marketing & Advertising Private Limited for the assessment year 2017-2018. For further details regarding the regulatory proceedings, please refer to Chapter titled “Outstanding litigations and material developments” beginning on page 178 of this Prospectus.

Tax Liability against Loveni Marketing & Advertising Private Limited:

Assessment Year	Section Code	Demand Identification Number	Date of Demand Raised	Outstanding Demand
2017-18	143(1)(a)	210820173700281445C	22/04/2018	Rs. 11,140/-

### 2. *There are summons, directions and legal orders under Income Tax Act, 1961.*

- Mr. Het Ram has received a summon dated October 1, 2015 under Section 131 of the Income Tax Act, 1961 in relation to the production of books of accounts of the assessee or other relevant documents as may be deemed necessary in this regard.
- Survey in the Company was carried out on September 30, 2015 under section 133A of the Income Tax Act, pursuant to which the Principal Director of Income Tax (Investigation), Chandigarh directed the Company vide its letter F. No. Pr. DIT / Inv /Chd / Centralisation / 2017-18/867 dated 19.09.2017 for the centralisation of the cases of the assesses connected to the Company as mentioned below to Circle -2 Faridabad from Ward 1(1) Faridabad, with immediate effect.

S. N.	Name of the assessee	PAN	Present jurisdiction	Proposed jurisdiction	Proposed jurisdiction CIT
1.	Mr. Atma Ram Sharma, Prop. M/s Haryana Metal Traders	ATUPS1007L	Ward 1(1) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
2.	Mr. Het Ram, Prop. M/s S.K. Enterprises	AFVPR5490R	Ward 1(3) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
3.	M/s HMS Metal Pvt. Ltd.	AADCH3829C	Ward 1(3) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
4.	Mr. Mohan Sharma	ATUPS1008F	Ward 1(5) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad



- Upon Survey on September 30, 2015, Assistant Director of Income Tax (Inv)-II passed an impounding order under Section 133A(3) (ia) of the Income Tax Act, 1961 to impound the documents / books of accounts / loose papers / laptop / and other relevant papers as found during the survey in the business premises of M/s Rajnandini Metals Private Limited at 3E/17, B.P. NIT, Faridabad.

**3. Our top five customers contribute approximately 77.23% of our revenues for the financial year ended March 31, 2018. Any loss of business from one or more of them may adversely affect our revenues and profitability.**

Our top five clients contribute approximately 77.23% of our revenues for the financial year ended March 31, 2018 details are as follows:

S. No	Name	Amount	Percentage to Sales (%)
1.	M/s Gupta Metal Sheets Limited	4071.66	28.90
2.	M/s Arcotech Limited	2485.65	17.64
3.	M/s Haryana Metal Traders	1678.02	11.91
4.	M/s Astor Mercantile Pvt. Ltd.	1525.43	10.83
5.	M/s Nihon Sales Private Limited	1118.27	7.94
<b>Total</b>		<b>10879.04</b>	<b>77.23</b>

Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

**4. Our Company has not entered into any supply agreement for the continuous supply of products in which we trade and any non availability of same may have an adverse impact on our business.**

As we trade in metal, detailed information of which can be procured from heading “Our Business” on page no. 94 of this Prospectus. These materials are generally purchased from various suppliers and agents with whom the Company has established cordial relationship, however we have not entered into any supply agreement with the suppliers of our products. In the absence of any agreement for supply of the material, situation may arise where the Company has to face the scarcity or non availability of products required by us for smooth functioning of our trading operations.

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

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.



(Rs. In Lakh)

Particulars	For the year ended on March				
	2018	2017	2016	2015	2014
Net Cash Generated from Operating Activities	218.54	208.77	(190.19)	288.02	237.16
Net Cash Generated From Investing Activities	2.16	(26.22)	(7.65)	16.51	7.65
Net Cash Generated from Financing Activities	(210.78)	(190.18)	187.68	(322.66)	(212.16)

**6. *Dependency on few numbers of suppliers for procurement of products in which we trade.***

Our top 10 suppliers contribute 85.39% and 85.55% of our total purchase for financial Year 2018 and 2017 respectively. Substantial dependency on few numbers of suppliers for procurement of stock required for our trading business create uncertainty of supply of stock. In an eventuality where our suppliers are unable to deliver us the required quantity in a time-bound manner it may have a material adverse effect on our business operations and profitability. While we are not significantly dependent on any single supplier, still stock supply and pricing can be volatile due to a number of factors beyond our control, general economic and political conditions, transportation and labor costs and there are inherent uncertainties in estimating such variables. Therefore, we cannot assure you that we will be able to procure adequate supplies of stock in the future, as and when we need them on commercially acceptable terms.

**7. *Our Company has not entered into any long-term contracts with any of its customers and we typically operate on the basis of orders. Inability to maintain regular order flow would adversely impact our revenues and profitability.***

Our Company has had long standing business relationships with various customers. However, we have not entered into any specific contracts with these customers and we cater to them on an order basis. As a result, our customers can terminate their relationships with us without any notice and we may also fail to get new customers, which could materially and adversely impact our business which consequently impact our revenue because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of consistency in quality, price and delivery of the products that our Company supplies. Although we place a strong emphasis on quality, timely delivery of our products and availability of a variety range of our products, in the absence of long term contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

**8. *Mismanagement of our inventory could have an adverse impact on our operations flow, supply to customers and additional cost.***

Being a trading organisation stocking the right amount of inventory is crucial. If we order insufficient stock than our supplies will suffer and our effectiveness will also get affected. On the other hand if we keep extra stock of goods that we trade, there's a chance we'll be stuck with lots of extra stock that will cost us with maintenance expenditure. The time lags present in the supply chain, from supplier to user at every stage, requires us to maintain certain amounts of inventory to use in this lead time. Inventories are maintained as buffers to meet uncertainties in demand, supply and movements of goods. The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To do the same we must be able to accurately estimate customer demand and supply requirements and trade inventory accordingly. If we misjudged expected customer demand it could adversely impact by causing either a shortage of products



or an accumulation of excess inventory. We estimate our sales on the basis of our contemplation of purchase orders and also on the customer specifications. Any disruption in operative conditions of our customers may cause loss of sales; consequently our inventory in stock will depreciate.

**9. *Our performance is majorly dependent on Copper. Any slowdown in sectors using copper as their prime raw material may adversely impact our financial performance.***

One of our several products which we trade is Copper which is used in number of industries viz. Electric Power, Electronics, Energy and Petrochemical, Transportation, Mechanism and Metallurgy etc. Considering the fact that 86.11%, 65.81% and 65.52% of Revenue for financial year 2017-18, 2016-17 and 2015-16 respectively is from trading of Copper, our performance is majorly dependent on industry's demand for Copper. With increased manufacturing activity in above said industries, there would be drive in demand for the copper. Any slowdown in the concerned industries would hamper the demand scenario which may lead to under-utilization of our warehouse capacity owing to reduced sales. With lower capacity utilization, there would be an increase in cost burden ultimately affecting the operational and financial performance of the company adversely.

**10. *Our performance is majorly dependent on concentrated area. Any fall in sales to this area may adversely impact our financial performance.***

As our Company is located in Haryana from where it operates its business activities and also our top 10 customer consist entities from Haryana which has contributed 61.36% of sales in F.Y. 2017-18, therefore our financial performance is majorly dependent on sales in Haryana. Also our Company has generated 96.88%, 88.56% and 79.49% revenue from sales in Haryana only in F.Y. 2017-18, 2016-17 and 2015-16 respectively therefore any fall in demand from our customer in Haryana will adversely affect our financial performance.

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

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

<b>Name of the Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in Rs.)</b>
Mr. Het Ram	24,97,440	Rs. 10.00
Mrs. Mithlesh Sharma	20,02,060	Rs. 10.00

For further details regarding average cost of acquisition of equity shares by our promoters in our Company, please refer to the chapter titled "Capital Structure" beginning on page 57 of this Prospectus.

**12. *We may not be successful in implementing our business strategies.***

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



**13. We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.**

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows. For further details of our Business and Clients, please refer chapter titled “Business Overview” and “Management Discussion & Analysis of Financial Conditions and Result of Operation” beginning on page 94 & 169 of this Prospectus.

**14. There have been some instances of delayed filing of records and returns required to be filed by the Company with Registrar of Companies.**

There have been some instances of delayed filing by the Company in respect of the filings required to be made with Registrar of Companies under the Companies Act. Till date, the Company has not received any notices from any authorities, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods. Any adverse order passed or penalty imposed by regulators on us may adversely affect our business and results of operations. Details of delayed filing of e-form during the last two years have been detailed below:

S. No	E form	Date of Filing Form	SRN	Remark
<b>Financial Year 2011-12</b>				
1	Form 2	19/10/2011	S06392229	Additional fees of Rs. 4500 is paid
<b>Financial Year 2012-13</b>				
2	Form 23AC/ACA	15/10/2013	Q13655147	Additional fees of Rs. 4500 is paid
3	Form 66	28/11/2012	Q03434933	Additional fees of Rs. 1000 is paid
<b>Financial Year 2014-15</b>				
4	Form 23AC/ACA	04/02/2015	Q55237978	Additional Fees of Rs. 6000 is paid
<b>Financial Year 2015-16</b>				
5	FORM AOC -4	06/02/2017	G34943191	Additional fees of Rs. 7200 is paid
6	Form MGT-7	06/02/2017	G34948570	Additional fees of Rs. 7200 is paid
<b>Financial Year 2016-17</b>				
7	FORM AOC -4	27/02/2017	G36771541	Additional fees of Rs. 6000 is paid
8	Form MGT-7	27/02/2017	G36752285	Additional fees of Rs. 3600 is paid
<b>Financial Year 2017-18</b>				
9	Form AOC-4	29/12/2017	G72142409	Additional fees of Rs. 3600 is paid
10	Form MGT-7	09/01/2018	G73001984	Additional fees of Rs. 2400 is paid
11	Form DIR-12	24/04/2018	G8453225	Additional fees of Rs. 1200 is paid

Any further penalty imposed for such non compliance in the future by any regulatory authority could affect our financial condition.



**15. *Our company has not complied with provisions of Schedule III Companies Act, 2013 for preparation of Balance Sheet.***

The Company has not prepared its Financial Statements as per Schedule III of the Companies Act, 2013 for the financial year ended March 31, 2014, 2015 and 2016. However the same has been complied while preparing Restated Financial Statement. For details please see page 138 of this Prospectus. Any penalty imposed for such non compliance in the future by any regulatory authority could affect our financial condition to that extent.

**16. *The Company does not own the premise at which its registered office is located and the same has been taken on rent. Any termination of such rent agreement and/or non-renewal could adversely affect our operations.***

The property on which our registered office is situated is not owned by us and same has been taken on lease for a period of 11 (Eleven) month w.e.f. April 04, 2018 from Mrs. Mithlesh Sharma. Any termination of such rent agreement whether due to any breach or otherwise or non renewal thereof, can adversely affect the business operations. For further details, please refer to chapter titled 'Business Overview' beginning on page 94 of the Prospectus.

**17. *Unsecured loans have been taken by our Promoter group company which can be recalled by the lenders at any time.***

The unsecured loan standing in the financial statement of our Promoter Group Company as on 31st day of March 2017 is Rs. 3,68,30,000. The same loan can be recalled by the respective lenders at any point of time, if any of our Promoter group Company fails in repaying the loan obtained by it, shall cause reputational loss to our Company. For details of 'Our Promoter & Promoter Group' and 'Our Group Entities' please refer page number 128 & 132 of this Prospectus.

**18. *Our operations may be adversely affected by work stoppages or increased demands for wages by our workforce or any other unrest or dispute which affects supply of workforce.***

While we have not experienced any strikes, work stoppages or increased wage demands in any of our warehouses in the past, but we cannot be certain that we will not suffer any disruption to our operations due to strikes, work stoppages or increased wage demands in the future. Further, if our work force unionizes in the future, collective bargaining efforts by labor unions may divert our management's attention and result in increased costs. We may be unable to negotiate acceptable collective wage settlement agreements with those workers who have chosen to be represented by unions, which may lead to union-initiated strikes or work stoppages. Further, under Indian law, we may be held liable for wage payments or benefits and amenities made available to "daily wage" workers. Any requirement to discharge such payment obligations, benefits or amenities or to absorb a significant portion of the "daily wage" workers on our own rolls may adversely affect our business, results of operations and financial condition.

**19. *The Company is dependent on third party transport facility for the delivery of goods that we trade but not having any formal arrangements with the transport service providers and any disruption in their operations or a decrease in the quality of their services or an increase in the transportation costs could adversely affect the Company's operations.***





The Company is dependent on third party transport facility for the delivery of its goods that we trade. Our dependence on third party logistic service providers with no formal arrangement in place to provide transportation facilities for the transfer of goods that we trade to customer. Our business is prone to risk of weather-related problems, strikes or lock-outs by transport service providers and inadequacies in the road infrastructure. In addition, any increase in the charges imposed by the operators of transportation and logistics facilities would significantly impact our costs which consequently affect our results of our operations. Any disruption of any of our transportation routes or facilities may adversely affect our business, financial condition, results of operations and cash flows.

**20. Any inability on our part to procure and sell quality products that we trade and satisfy our customer needs could adversely impact our business, results of operations and financial condition.**

Quality control is a vital element for any industry whether primary, secondary, tertiary or quaternary. Our major customers are from automotive sectors, metal sector and several traders from whom we get repetitive orders and they have set the minimum quality standard which has to be supplied in any case. Further, we being a trader have to fulfill specific product demands of customer. Therefore, any deficiency in the standards of quality we provide may cause us loss of our customer and also cause damage of goodwill. Further any failure to meet customer specifications will result in unsatisfied customer. Any rapid change in our customers' expectation on account of changes in technology or introduction of new product or any other reason and failure on our part to meet their expectation could adversely affect our business, results of operations and financial condition. Any failure on our part to successfully meet customer demand or preference may negatively affect our business, results of operation and financial condition. For further details of our revenue, see "Our Business" on page no. 94 of this Prospectus.

**21. The company has not complied with the requirement of providing for employee benefits in the books of accounts as mandated under Accounting Standard 15 ("AS 15") under "Accounting for Employee Benefits" issued by the Institute of Chartered Accountant of India.**

The Company has completed five years from the date of Incorporation and the Payment of Gratuity Act, 1972 is applicable. We have not made provision for Gratuity Payment as required under The Payment of Gratuity Act 1972. However, our company has made accumulated provision of Rs. 4.25 Lakh as on March 31, 2018. The Compliance of Accounting Standard-15 - Employee Benefits is Mandatory for the Companies. The Company has not complied with the Accounting Standard AS 15 - Employee Benefits.

**22. The capacity of our warehouses is not fully utilized, consecutively, if there is under-utilization in future also in such case this could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.**

The capacities at our warehouses have not been fully utilized, the details of which are as follows:

**Warehouse 1**

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Trading	Storage Capacity (Tonne)	450.00	450.00	450.00
	Utilized Capacity (Tonne)	155.00	190.00	180.00
	% of Utilization	34.44	42.22	40.00



## Warehouse 2

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Trading	Storage Capacity (Tonne)	500.00	500.00	500.00
	Utilized Capacity (Tonne)	90.00	40.00	60.00
	% of Utilization	<b>18.00</b>	<b>8.00</b>	<b>12.00</b>

## Warehouse 3

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Trading	Storage Capacity (Tonne)	650.00	650.00	0
	Utilized Capacity (Tonne)	115.00	25.00	0
	% of Utilization	<b>17.69</b>	<b>3.85</b>	<b>0</b>

We currently do not utilize our total storage capacity and we have decided to increase our product portfolio and to enter more geographical areas based on our estimates of market demand and profitability. In the event of non-materialization of our estimates and expected order flow for our existing and/or future products and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our consolidated financial performance.

23. *Being a trading company we are planning to enhance utilisation of our existing storage capacity by infusing more funds towards working capital but without any firm commitments from customers. There can be no assurance that we will be successful.*

The Company is planning to enhance its utilisation of present storage capacity by infusing more funds towards working capital. For further details please refer 'Object of the Issue' on page no. 75 of this Prospectus. Our planning to effectively utilize available storage capacity will require us to grow a larger customer base. The same is on certain assumptions as to potential for growth in the sectors in which we operate, including identified customers. In the event that our assumptions are not accurate or there is any material change in the various external factors on which our assumptions are made, there can be no assurance that we will be successful in selling our increased stock stored.

24. *Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the services of our key managerial personnel and our ability to attract and retain key managerial personnel and our inability to attract them may affect our operations.*

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoter is unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our key managerial personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Our



Promoters, along with the key managerial personnel, have over the years built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

- 25. *We sell our products in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

India is our primary market and we face competition in our business from local as well as nationwide players in our industry. The products in which we trade are available in market from a large number of players trading same or similar products. Thus, factors affecting our competitive success include, amongst other things, price, demand for our products, its availability, brand recognition and reliability. As a result, to remain competitive in our market, we must continuously strive to reduce our procurement, transportation and distribution costs, improve our operating efficiencies and secure our stock requirements. If we fail to do so, other trades of similar products may be able to sell their products at prices lower than our prices, which would have an adverse effect on our market share and results of operations. Our competitors vary in size, and may have greater financial, marketing personnel and other resources than us and certain of our competitors have a longer history of established business and reputation in the Indian market as compared with us. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

- 26. *Material adverse impact on the performance of our Company if any adverse event occurs in the industries in which our customers operate.***

Our Company primarily supply to the metal and auto industry and we also supply to other organizations who in turn supply to other industry. Our business growth depends on continued demand for our products from users of these industries. Any slowdown in these industries or introduction of regulations that restrict or discourage companies from using our products could result in a decrease in the demand and materially adversely affect our business, financial condition and results of operations.

- 27. *We have duly applied for registration of our Logo but it is still pending for approval. Being unregistered our intellectual property rights may be infringed upon. In case of no registration our brand building efforts may be hampered which might lead to an adverse effect on our business.***



We have made applications on April 05, 2018 for registration of our Logo/trademark under the Trademarks Act, 1999 for getting the same registered. In case of rejection of said applications, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. We have been using our registered Trademark to conduct our business. However, there is no assurance that our trademark will not be infringed upon. Depending on whether we are able to discover any such infringement of our trademark or successfully enforce our legal rights in the jurisdictions where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark. In such circumstances, our reputation and business may be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected. Similarly, we may also infringe the intellectual property rights



of third parties in the use of our trademark in our operations. Although we are not aware of any such infringement by us, there is no assurance that we will not infringe or have not infringed the intellectual property rights of any third party. In the event of any such infringement, we may be subject to our claims or actions and our business, reputation, financial condition and results of operations may be adversely affected.

**28. *Highly Volatile Prices of metal may cause losses if we are unable to maintain appropriate time span between purchase of material and sale the same.***

Being a metal trader we are always prone to losses if we are unable to sell off purchased stock at higher prices. Metal prices are highly volatile and holding of stock for a long period of time may result in downfall of market price of metal and in that case we will have to sell purchased stock of metal at lower prices. Metal price are spread amongst many variables such as prices for iron ore, coking coal, limestone etc. Since these are all separate components which cannot be hedged effectively. Any fluctuation in the international price of the components of our products as aforesaid may affect the price and supply. For further details of our product, see “Our Business” on page no. 94 of this Prospectus.

**29. *Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

Post this Issue, our Promoters and Promoter Group will collectively own substantial portion of our Equity Share Capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that may not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**30. *We have availed of loans and credit facilities from Banks and pursuant to the terms of financing agreements that we have entered into with them we require consents from the respective lenders for undertaking any expansion plan, new projects and investment or consent for a number of corporate actions like Merger, Amalgamation, takeovers etc. and also capital restructuring. Any failure to obtain such consents may result in a default under the terms of the financing agreements.***

The Company has availed credit facility from bank and for that purpose has entered into Financing Agreements. The Financial Agreements entered into by us with the lenders, puts obligation on the Company to obtain consents from the respective lenders for carrying out any Business Expansion Plan, New Project and Investment etc. or for various corporate actions like Merger, amalgamations, takeover etc. Further, our lenders may at anytime ask for repayment of loans taken by us which may adversely affect the operations of the Company. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In case of default in compliance of such restrictive covenant including negative covenants, our lender may close/terminate the financial assistance to our Company resulting into adverse affect our



operations and financial conditions. For further details please refer to the Chapter Titled as “Financial Indebtedness” given in section “Financial Information” on Page No.134.

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

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

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

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

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

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them or their relatives or our Group Entities and benefits deriving from their directorship in our Company. For further details, please refer to the chapters titled “Our Business”, “Our Promoters and Promoter Group” and “Related Party Transactions” beginning on page 94, 128 and 136 respectively of this Prospectus.

**34. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to and this may have a material adverse effect on our business.***

While we believe that we maintain insurance coverage in amounts consistent with industry norms. If any or all of our facilities are damaged in whole or in part and our operations are interrupted for a sustained period, 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 cost of repairing or replacing the damaged facilities. If we suffer a large un-insured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and result of operations may be materially and adversely affected.

**35. *Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.***

We require certain statutory and regulatory approvals, licenses, registrations and permissions, and applications need to be made at the appropriate stages for our business to operate. We have obtained required license for carrying our business activity. Further there can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. As a result, we may not be





able to execute our business plan as planned. An inability to obtain or maintain approvals or licenses required for our operations may adversely affect our operations. Government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are onerous and may require significant expenditure.

Furthermore, approvals, licenses, clearances, and consents covering the same subject matter are often required at State Government levels. If we fail to comply, or a regulator claims that we have not complied, with these conditions, we may not be able to commence or continue with work. Further, we were a private limited company in the name of “Rajnandini Metal Private Limited” subsequently the name of the Company was changed to “Rajnandini Metal Limited”, for further information in connection with conversion of the Company, please see the section entitled “History and Certain Corporate Matters” on page 109 of this Prospectus. Consequently, the Company is in the process for applying for change of name of these approvals. In case of delay or failure to obtain the same, it could affect our business operations. For further information on various approvals or licenses required in connection with our operations, please see the section entitled “Government and other Statutory Approvals” on page 183 of this Prospectus.

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

As of date of Prospectus, the Company employed a work force of 11 full-time employees. While we believe we maintain good relationships with employees, there can be no assurance that the Company will not experience future disruptions to its operations due to disputes or other problems with its work force or contract labor employed by independent contractors.

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

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

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

Being into metal trading business there exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital in last five years are as under which is showing continuous increase:

(Rupees in Lakh)

Particulars	As on March 31				
	2014	2015	2016	2017	2018
<b>A. Current Assets</b>					
(a) Current investments	0	0	0	0	0
(b) Inventories	1542.64	855.52	814.24	601.09	517.88
(c) Trade Receivables	2469.25	2259.54	2288.37	3390.78	2479.98
(d) Cash and Cash Equivalents	38.87	20.73	10.58	2.95	12.87
(e) Short-term loans and advances	22.77	26.72	152.21	55.46	555.17
(f) Other Current Assets	103.27	124.58	133.1	130.76	154.28
<b>Total (A)</b>	<b>4176.8</b>	<b>3287.09</b>	<b>3398.5</b>	<b>4181.04</b>	<b>3720.18</b>





<b>B. Current Liabilities</b>					
(a) Short Term Borrowings	1640.06	1812.45	2213.42	2212.6	2197.56
(b) Trade Payables	2088.75	851.9	556.23	1280.21	792.14
(c) Other current Liabilities	274.41	29.23	2.43	18.12	18.84
(d) Short Term Provisions	17.47	0	10.66	14.96	13.9
<b>Total (B)</b>	<b>4020.69</b>	<b>2693.58</b>	<b>2782.74</b>	<b>3525.89</b>	<b>3022.44</b>
<i>Net Working Capital (A)-(B)</i>	<i>156.11</i>	<i>593.51</i>	<i>615.76</i>	<i>655.15</i>	<i>697.74</i>

A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. The significant amount of working capital and major portion of our working capital is utilized towards inventories and trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

**39. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our capacity to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business there is significant importance to find, hire, train, supervise and manage efficient employees and also to establish such process of business operations which is proficient enough to effectively achieve our growth. Instead of putting keen efforts, as mentioned here, we cannot assure that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use.

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

A principal component of our strategy is to continuously grow by expanding the capacity, size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**41. *Our Object has not been appraised by any Bank or Financial Institution. Any significant deviation in the object could adversely impact our operations and sustainability in absence of any independent monitoring agency.***

We have estimated fund raising to the extent of Rs. 427.44 Lakh to finance the ‘Objects of the Issue’ (including Issue Expenses). The proposed objects for which the funds are being raised have not been appraised by any Bank or Financial Institution and the fund requirements are based primarily on management estimates. There is no guarantee that our estimates will prove to be accurate and any significant deviation in the object cost could adversely impact our operations and sustainability in the absence of any independent monitoring agency. For more information of Objects of Issue please refer page no. 75 of this Prospectus.



**42. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the objects of the Issue as has been stated in the section “Objects of the Issue” on page no. 75 of this Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue this may affect our revenues and results of operations.

We have not identified any alternate source of raising the funds required for our ‘Objects of the Issue’. Any shortfall in raising/meeting the same could adversely affect our growth plans, operations and financial performance. Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds may require us to borrow the funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the Company.

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

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only if Issue size exceeds Rs. 10,000 Lakh. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013 the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

**44. *Any negative publicity or defect in product quality may cause the Company substantial costs which in turn could adversely affect our goodwill and our sales could be diminished.***

Like any other business our business also relies on our product quality which enables us to gain customer trust. In this scenario it is very crucial for us to always maintain positive image of the Company. Any unfavorable publicity regarding our Company, brand, or facility we provide or any other unpredicted events could affect our reputation and our results from operations. Further, defective products may result in a claim against us for damages. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

**45. *There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. Any shortfall in raising the same could adversely affect our growth plans, operations and financial performance.***

We meet our capital requirements through our bank finance, owned funds and internal accruals. There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation



schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 75 of this Prospectus.

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

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company in consultation with the LM. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the section titled “Risk Factors – Prominent Notes” on page 13 of this Prospectus.

**47. *Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

**48. *Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoter, Directors and the Promoter Group aggregating Rs. 5272.67 Lakh for the last financial year ended March 31, 2018. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. *For details, please refer to “Annexure XII - Related Party Transactions” under section titled “Financial Statements” on page no. 155 of this Prospectus.*

**49. *Dividend declaration by the Company in the future will depend upon earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that



our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

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

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

**51. *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, Equity Shares at a particular point in time.***

Following the Issue, we will be subject to a daily "circuit breaker" imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**52. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to our Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.



**53. *We have created charges on our Moveable properties in the favor of our lenders for securing the Financing or credit facility.***

We have availed credit facilities from the banks and for that purpose we have created charge on our movable properties. The total amounts outstanding and payable by us as secured loans are Rs. 2212.72 Lakhs as on March 31, 2018. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, It may result in the enforcement of securities created us in the favor of lenders, which in turn could have significant adverse affect on business, financial condition or results of operations. For further information on charges created on the properties please refer to Chapter Titled as the “Financial Indebtedness” on page 177 of this Prospectus.

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

The Issue Price of our Equity Shares has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled “Basis for Issue Price” beginning on page 82 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

**55. *Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 75 of this Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The deployment of funds as stated in the “Objects of the Issue” beginning on page 75 of this Prospectus is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures included under the “Objects of the Issue” are based on our own estimates. There has been no independent appraisal of the project. We have not entered into any definitive agreements to utilize a portion of the Issue.

## **EXTERNAL RISK FACTORS**

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

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any





significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

**57. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include Service tax, STT, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

**60. *Natural calamities could have a negative impact on the Indian economy and cause our Company's usiness to suffer.***

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

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such





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

**PROMINENT NOTES:**

- a. The Public Issue of 16,44,000 Equity Shares of face value of Rs. 10 each fully paid up for cash at a price of Rs. 26/- per Equity Share (including a premium of Rs. 16 per Equity Share) aggregating Rs. 427.44 Lakhs ("the Issue"). Issue of Equity Shares will constitute 26.76% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled "The Issue" on page 50 of this Prospectus.
- b. The net worth of our Company was Rs. 802.89 Lakhs, Rs. 708.63 Lakhs and Rs. 653.42 Lakhs as of March 31, 2018 March 31, 2017 and March 31, 2016 respectively. The book value of each Equity Share was Rs. 17.84, Rs. 15.75 and Rs. 14.52 as of March 31, 2018 March 31, 2017 and March 31, 2016 respectively as per the audited restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 138 of this Prospectus.
- c. The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Het Ram	24,97,440	10.00
Mrs. Mithlesh Sharma	20,02,060	10.00

- d. For details of Related Party Transactions entered into by our Company, please refer to the chapter titled "Related Party Transactions" beginning on page 136 of this Prospectus.
- e. Except as disclosed in the chapter titled "Capital Structure", "Our Promoters and Promoter Group" and "Our Management" beginning on pages 57, 128 and 114 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.
- f. Except as disclosed in the chapter titled "Capital Structure" beginning on page 57 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
- g. Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled "General Information" beginning on page 51 of this Prospectus.
- h. Investors are advised to refer to chapter titled "Basis for Issue Price" on page 82 of this Prospectus.
- i. Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.
- j. There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent Directors of our Company and their relatives have financed



the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Prospectus.

- k. Except as stated in the chapter titled “*Our Group Entities*” beginning on page 132 and chapter titled “*Related Party Transactions*” beginning on page 136 of this Prospectus, our Group Entities have no business interest or other interest in our Company.
- l. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 205 of this Prospectus.
- m. Our Company was incorporated as a private limited company namely “Rajnandini Metal Pvt. Limited” under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Rajnandini Metal Pvt. Limited” to “Rajnandini Metal Limited”. The Company’s Corporate Identification Number is U51109HR2010040255. For further details please refer to chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 109 of this Prospectus.



## SECTION III – INTRODUCTION

### SUMMARY OF INDUSTRY OVERVIEW

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

#### OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

##### Global Scenario

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is 0.1 percentage point faster than projected in the fall and ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward by 0.2 percentage point to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

The U.S. tax policy changes are expected to stimulate activity, with the short-term impact in the United States mostly driven by the investment response to the corporate income tax cuts. The effect on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. Due to the temporary nature of some of its provisions, the tax policy package is projected to lower growth for a few years from 2022 onwards. The effects of the package on output in the United States and its trading partners contribute about half of the cumulative revision to global growth over 2018–19.

Risks to the global growth forecast appear broadly balanced in the near term, but remain skewed to the downside over the medium term. On the upside, the cyclical rebound could prove stronger in the near term as the pickup in activity and easier financial conditions in force each other. On the downside, rich asset valuations and very compressed term premiums raise the possibility of a financial market correction, which could dampen growth and confidence. A possible trigger is a faster-than-expected increase in advanced economy core inflation and interest rates as demand accelerates. If global sentiment remains strong and inflation muted, then financial conditions could remain loose into the medium term, leading to a buildup of financial vulnerabilities in advanced and emerging market economies alike. Inward-looking policies, geopolitical tensions, and political uncertainty in some countries also pose downside risks.

The current cyclical upswing provides an ideal opportunity for reforms. Shared priorities across all economies include implementing structural reforms to boost potential output and making growth more inclusive. In an environment of financial market optimism, ensuring financial resilience is imperative. Weak inflation suggests that slack remains in many advanced economies and monetary policy should continue to remain accommodative. However, the improved growth momentum means that fiscal policy should increasingly be designed with an eye on medium-term goals—ensuring fiscal sustainability and bolstering potential output. Multilateral cooperation remains vital for securing the global recovery.

##### Global Growth Forecast to Rise Further in 2018 and 2019

Global growth for 2017 is now estimated at 3.7 percent, 0.1 percentage point higher than projected in the fall. Upside growth surprises were particularly pronounced in Europe and Asia but broad based, with outturns for both the advanced and the emerging market and developing economy groups exceeding the fall forecasts by 0.1 percentage point.

The stronger momentum experienced in 2017 is expected to carry into 2018 and 2019, with global growth revised up to 3.9 percent for both years (0.2 percentage point higher relative to the fall forecasts).

For the two-year forecast horizon, the upward revisions to the global outlook result mainly from advanced economies, where growth is now expected to exceed 2 percent in 2018 and 2019. This forecast reflects the expectation that favorable global financial conditions and strong sentiment will help maintain the recent acceleration in demand, especially in investment, with a noticeable impact on growth in economies with large exports. In addition, the U.S. tax reform and associated fiscal stimulus are expected to temporarily raise U.S. growth, with favorable demand spillovers for U.S. trading partners—especially Canada and Mexico—during this period. The expected global macroeconomic effects account for around one-half of the cumulative upward revision to the global growth forecast for 2018 and 2019, with a range of uncertainty around this baseline projection.

(Source: <http://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018> )

## **Overview of Indian Economy**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) 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 Organisation (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> )

## **Government Initiatives**

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors. India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital



India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs 3,000 crores (US\$ 460 million) up to March 2020.
- In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs 18,203 crore.
- The Ministry of Power, Government of India has partnered with the Ministry of Skill Development & Entrepreneurship to provide training to the manpower in six states in an effort to speed up the implementation of SAUBHAGYA (Pradhan Mantri Sahaj Bijli Har Ghar Yojna).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

In February 2018, The Union Cabinet Committee has approved setting up of National Urban Housing



## SUMMARY OF BUSINESS OVERVIEW

Our Company was incorporated as a private limited company namely “Rajnandini Metal Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018.

With our promoter’s experience of over 15 years in the sphere of trading of Scrap of ferrous and non ferrous metal, Copper wires, Copper ingot, Copper rod, Aluminum, Brass, zinc ingot and various other metals, we understand current market trends and demand that has enabled us to cater various industries such as manufacturing units, industries, automobile & engineering industry. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

The Company is in business of trading of scrap of all types of ferrous and Non ferrous Metals such as Copper Wires, ingot scrap, and other related items used in various electrical and industrial applications.

We work as a crucial business interface, networking between manufacturers / processors / yards and consumers / traders across the country. We pursue business based on quality contacts, information and service. We operate as an important intermediary in the Metals Supply Chain whereby we purchase materials such as Annealed/Un-Annealed Copper Wires, Copper Wires, Brass Scrap, Aluminium ingot, Zinc ingot etc. from various suppliers and supply the same to customers in the Metal Business. Our Company’s business model is based on B2B model wherein the Company sells the scrap to the business enterprises who further transform the scrap in to finished product as per their requirements.

Our Product Portfolio offers a diversified product range which includes variety of grades, thickness, widths and standards of all types of ferrous and Non ferrous Metals according to customer specifications. We have been conscious in addressing environmental and safety concerns and our stocking facilities.

### PLACE OF BUSINESS OF THE COMPANY

The Company is in the business of trading of all types of ferrous and Non - ferrous Metals. We operate our trading activities from our registered office and three warehouses. Details of which are as following:



S. No.	Place of Business	Location of the property	Storage Capacity (Tonne)
1	Warehouse 1	Shahbad, Daulatpur, Delhi	450
2	Warehouse 2	N.I.T, Faridabad	500
3	Warehouse 3 and Registered office	Libaspur Delhi	650





*Note: For detailed information of above mentioned places of business please refer “Land & Properties” in section “Our Business” on page no. 94 of this Prospectus.*





## OUR PRODUCT LINE

Our product range covers base / primary metals, secondary metals & alloys, minor metals, ferrous-alloys, all ferrous & non-ferrous scraps, recyclable plastic scraps, finished & semi-finished metals and steel products, and alloying additives for smelters and foundries.

<b>COPPER SCRAP</b>	
	<p><b>Mill Berry Copper Wire</b> It consist of clean, untinned, uncoated, unalloyed copper wire and cable, not smaller than No. 16 B &amp; S wire gauge, free of burnt wire which is brittle. Hydraulically briquetted copper subject to agreement</p>
	<p><b>Copper Rod</b> It consists of copper wire rod minimum 99% copper. Copper rod drawing stock produced from electrolytic tough-pitch or oxygen-free coppers and is suitable for further fabrication into electrical conductors. The rod shall be fabricated from copper of such quality and purity.</p>
	<p><b>Copper Birch Cliff</b> It consist of miscellaneous, unalloyed copper scrap having a nominal 96% copper content (minimum 94%) as determined by electrolytic assay. Should be free of the following: Excessively leaded, tinned, soldered copper scrap; brasses and bronzes; excessive oil content,</p>
	<p><b>Copper Candy</b> It consist of clean, unalloyed, uncoated copper clippings, punchings, bus bars, commutators segments, and wire not less than 1/16 of an inch thick, free of burnt wire which is brittle; but may include clean copper tubing</p>
	<p><b>Copper Berry</b> It consist of clean, untinned, uncoated, unalloyed copper wire and cable, not smaller than No. 16 B &amp; S wire gauge, free of burnt wire which is brittle</p>

<b>ALUMINUM SCRAP</b>	
	<p><b>Aluminum ingot</b></p> <p>It consist of aluminum scrap which has been sweated or melted into a form or shape such as an ingot, sow or slab for convenience in shipping; to be free from corrosion, dross or any non-aluminum inclusions. Should be sold subject to sample or analysis.</p>
	<p><b>Aluminum Tread</b></p> <p>It consist of clean old alloy aluminum sheet of two or more alloys, free of foil, Venetian blinds, castings, hair wire, screen wire, food or beverage containers, radiators shells, airplane sheet, bottle caps, plastic, dirt, and other non-metallic items. Oil and grease not to total more than 1%. Up to 10% Tale permitted.</p>
	<p><b>Aluminum Taint Tabor</b></p> <p>It consist of clean old alloy aluminum sheet of two or more alloys, free of foil, Venetian blinds, castings, hair wire, screen wire, food or beverage containers, radiators shells, airplane sheet, bottle caps, plastic, dirt, and other non-metallic items. Oil and grease not to total more than 1%. Up to 10% Tale permitted.</p>
<b>BRASS SCRAP</b>	
	<p><b>Brass Honey</b></p> <p>It consists of mixed yellow brass solids, including brass castings, rolled brass, rod brass, tubing and miscellaneous yellow brasses, including plated brass. Must be free of manganese-bronze, unsweated radiators or radiator parts, iron, and excessively dirty and corroded materials. Must also be free of any type of munitions including, but not limited to, bullet casings.</p>
	<p><b>Brass Scrap</b></p> <p>It consist of red brass scrap, valves, machinery bearings and other machinery parts, including miscellaneous castings made of copper, tin, zinc, and/or lead. Shall be free of semi-red brass castings (78% to 81% copper); railroad car boxes and other similar high-lead alloys; cocks and faucets; closed water meters; gates; pot pieces; ingots and burned brass; Aluminium, silicon, and manganese bronzes; iron and non-metallics. No piece to measure more than 12” over any one part or weigh over 100 lbs. Heavier pieces acceptable upon mutual agreement between buyer and seller.</p>



<b>ZINC INGOT</b>	
	<p><b>Zinc ingots</b> Consist of new or unused clean, plated zinc base die castings, free from corrosion.</p>
	<p><b>COPPER INGOT</b> Since we have started trading Copper Ingots, we are in demand for our work. These copper ingots resemble large bricks that are cast from re-melted cathode or refined scrap. This product is used in tube mills and is used to operate small melting furnaces. These copper ingots are known for being an excellent conductor of heat. It is mainly used for making ingots for being malleable and ductile.</p>

## **OUR STRENGTHS**

### ***Experienced management and a well trained employee base***

Our management and employee team combines expertise and experience to outline plans for the future development of the company. Mr. Het Ram Sharma, our Promoter and Managing Director has significant industry experience and has been instrumental in the consistent growth of our company. He is supported by an experienced team of professionals. We believe that the knowledge and experience of our promoter and management enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

### ***Existing client relationship***

We believe in constantly addressing the customer needs for variety of our products. Our existing client relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have a strong existing client relationships which generates multiple repeat orders. We believe that our existing relationship with our clients represents a competitive advantage in achieving stable growth, gaining new clients and increasing our business.

### ***Quality Assurance and Standards***

Our Company believes in maintaining the highest quality for our product offerings. We are dedicated towards quality of our products. We adhere to quality standards as prescribed by our customers. We generate repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables us to maintain and enhance our brand image in the market.

### ***Expertise and vast industry experience***

Our Promoters are experienced in our line of business. Also our company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike. A lot of care is taken in choosing the right people for the right job and creating a strong employee base.



### ***Innovative Ideas***

Our Company is focusing on expanding our existing range of products in line with this vision our strategy is to add new products to the existing product range and comes out with new business ideas.

### **PLANT & MACHINERY**

We are not into manufacturing of any type of goods and only do trading of various types ferrous and Non ferrous Metals therefore our Company does not own any plant and machinery/equipments.

### **COLLABORATIONS**

We have not entered into any technical or other collaboration.

### **RAW MATERIAL**

Our Company does not carry any manufacturing activity and only operates in trading business. Therefore no Raw Material is required to be procured for our business operations. But as a trader our Company does procure from various suppliers the stock of the products which it trades, for further details of our products please refer “Our Business” on page no. 94 of this Prospectus.

### **HUMAN RESOURCE**

Our team, committed to offer and supply quality Copper Scrap, Aluminum Scrap, is managed by highly experienced professionals who possess sound experience of industry and undertake all assignments to carry out on time. Our employees are not members of any unions and we have not entered into any collective bargaining agreements with them. We have not experienced any work stoppages or action by or with our employees and we consider our relationship with our employees to be good.

### **FINANCIAL ACHIEVEMENTS OF THE COMPANY**

*Amount in Rs. Lakhs*

Particulars	As on March 31 <sup>st</sup>			
	2018	2017	2016	2015
Share Capital	450.00	450.00	450.00	450.00
Reserves & Surplus	352.89	258.63	203.42	171.79
Net Worth	802.89	708.63	653.42	621.79
Total Income	14115.52	12730.96	13654.76	10983.81
PAT	94.26	55.21	31.62	55.41

### **PRODUCT WISE REVENUE BREAKUP**

*Amount in Rs. Lakhs*

Product	2017-18	%	2016-17	%	2015-16	%	2014-15	%
Copper	12130.60	86.11	8354.25	65.81	8935.91	65.52	8461.49	77.15
Brass	1810.83	12.85	3868.12	30.47	2407.36	17.65	1846.59	16.84
Aluminium	0.00	0.00	60.35	0.48	2201.12	16.14	481.21	4.39
Nickel	0.00	0.00	318.45	2.51	0.00	0.00	0.00	0.00
Zinc	124.24	0.88	85.23	0.67	85.87	0.63	46.26	0.42
Dust	0.00	0.00	0.23	0.00	0.34	0.00	0.00	0.00
Steel	0.00	0.00	0.00	0.00	1.12	0.01	132.41	1.21
Iron	0.00	0.00	3.97	0.03	1.75	0.01	0.00	0.00
Plastic	21.75	0.15	4.75	0.04	5.05	0.04	0.00	0.00
<b>Total</b>	<b>14087.42</b>	<b>100.00</b>	<b>12695.35</b>	<b>100.00</b>	<b>13638.52</b>	<b>100.00</b>	<b>10967.96</b>	<b>100.00</b>



## GEOGRAPHICAL BREAKUP

Amount in Rs. Lakhs

State	2017-18	%	2016-17	%	2015-16	%
Delhi	69.28	0.49	77.22	0.61	1,078.00	7.90
Gujarat	22.65	0.16	973.89	7.67	925.34	6.78
Gurgaon	0.00	0.00	0.00	0.00	175.12	1.28
Haryana	13,648.41	96.88	11,243.17	88.56	10,841.57	79.49
Himachal Pradesh	35.63	0.25	0.00	0.00	0.00	0.00
Madhya Pradesh	0.00	0.00	0.00	0.00	111.23	0.82
Mumbai	0.00	0.00	0.00	0.00	30.72	0.23
Punjab	0.00	0.00	91.69	0.72	73.71	0.54
Rajasthan	130.05	0.92	0.00	0.00	71.60	0.53
Uttar Pradesh	181.41	1.29	309.35	2.44	331.23	2.43
<b>Total</b>	<b>14,087.42</b>	<b>100.00</b>	<b>12,695.35</b>	<b>100.00</b>	<b>13,638.52</b>	<b>100.00</b>

## List of Top Ten Customers

Amount in Rs. Lakhs

Name	2017-18	%	2016-17	%	2015-16	%
A.N. Enterprises	770.23	5.47	145.28	1.14	0.00	0.00
Arcotech Ltd.	2485.65	17.64	1683.75	13.26	893.73	6.55
Astor Mercantile Pvt. Ltd.	1525.43	10.83	0.00	0.00	0.00	0.00
B.L Foundry Pvt. Ltd.	0.00	0.00	0.00	0.00	1032.05	7.57
Bharat Metal Industries	0.00	0.00	34.54	0.27	0.00	0.00
Consolidated Coin Co. Pvt. Ltd.	428.43	3.04	0.00	0.00	954.53	7.00
Gupta Metal Sheets Ltd	4071.66	28.90	7129.68	56.16	6370.95	46.71
Haryana Metal Traders	1678.02	11.91	33.22	0.26	0.00	0.00
HMS Metal Pvt. Ltd.	408.83	2.90	0.00	0.00	834.88	6.12
Kamal Industry	603.51	4.28	0.00	0.00	0.00	0.00
Luxmi Trading & Manufacturing Co.	0.00	0.00	225.30	1.77	0.00	0.00
Nihon Sales Pvt. Ltd.	1118.27	7.94	1879.53	14.80	1069.62	7.84
Skyward Rolling & Alloys Ltd	0.00	0.00	0.00	0.00	691.44	5.07
Super Auto (India) Limited	0.00	0.00	0.00	0.00	267.67	1.96
T.R Industries	0.00	0.00	232.91	1.83	0.00	0.00
Trinetra Aluminium Alloys	0.00	0.00	0.00	0.00	151.21	1.11
V.K Enterprises	0.00	0.00	67.34	0.53	0.00	0.00
Wyan Industries Pvt Ltd	322.49	2.29	777.80	6.13	264.49	1.94
<b>Total Sale to Top 10 Customers During FY</b>	<b>13412.53</b>	<b>95.21</b>	<b>12209.34</b>	<b>96.17</b>	<b>12530.57</b>	<b>91.88</b>
<b>Total Sale During FY</b>	<b>14087.42</b>	<b>100.00</b>	<b>12695.36</b>	<b>100.00</b>	<b>13638.52</b>	<b>100.00</b>

## OUR BUSINESS STRATEGY

- Enhance customer base by entering new geographies.
- Leveraging our Market skills and Relationships.
- Focus on quality.

## MARKETING

We have some reputed companies in this industry as our customers. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through




their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large sales potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

## **INSURANCE**

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

## **INTELLECTUAL PROPERTY**

Our Company has applied for the following registrations under the Trade Mark Act 1999 and Trade Mark Rules 2003. The Status of our applications is as under:

<b>S. No</b>	<b>Logo</b>	<b>Date of Application</b>	<b>Application no.</b>	<b>Class</b>	<b>Status</b>
1.		April 05, 2018	3796895	6	Application under Objection





## SUMMARY OF OUR FINANCIAL INFORMATION

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

(Rs. in Lakhs)

Particulars	Note No.	As At	As at March 31,					
		2018	2017	2016	2015	2014	2013	
<b>I Equity and Liabilities</b>								
<b>1 Shareholders' Funds</b>								
(a) Share Capital	2.1	450.00	450.00	450.00	450.00	450.00	450.00	450.00
(b) Reserves & Surplus	2.2	352.89	258.63	203.42	171.79	116.38	75.64	
(c) Money received against share warrants		-	-	-	-	-	-	
		<b>802.89</b>	<b>708.63</b>	<b>653.42</b>	<b>621.79</b>	<b>566.38</b>	<b>525.64</b>	
<b>2 Share application money pending allotment</b>		-	-	-	-	-	-	
<b>3 Non-Current Liabilities</b>								
(a) Long-term borrowings	2.3	-	15.17	-	-	1.27	8.00	
(b) Deferred Tax Liabilities (Net)	2.27	0.04	0.93	1.02	1.20	2.01	1.49	
(c) Other Long Term Liabilities	2.4	-	-	-	-	-	-	
(d) Long Term Provisions	2.5	12.87	-	-	-	-	-	
		<b>12.87</b>	<b>16.10</b>	<b>1.02</b>	<b>1.20</b>	<b>3.28</b>	<b>9.49</b>	
<b>4 Current Liabilities</b>								
(a) Short Term Borrowings	2.6	2,197.56	2,212.60	2,213.42	1,812.45	1,640.06	1,802.69	
(b) Trade Payables	2.7	792.14	1,280.21	556.23	851.90	2,088.75	1,414.51	
(c) Other current Liabilities	2.8	18.84	18.12	2.43	29.23	274.41	62.25	
(d) Short Term Provisions	2.9	13.90	14.96	10.66	-	17.47	16.27	
		<b>3,022.44</b>	<b>3,525.89</b>	<b>2,782.74</b>	<b>2,693.58</b>	<b>4,020.69</b>	<b>3,295.72</b>	



	<b>Total</b>		<b>3,838.20</b>	<b>4,250.62</b>	<b>3,437.18</b>	<b>3,316.57</b>	<b>4,590.35</b>	<b>3,830.85</b>
<b>II</b>	<b>Assets</b>							
<b>1</b>	<b>Non-Current Assets</b>							
	(a) Fixed Assets							
	(i) Tangible Assets	<b>2.10</b>	57.49	69.58	38.43	28.38	41.95	45.25
	(ii) Intangible Assets		-	-	-	-	-	-
	(iii) Capital Work In Progress		-	-	-	-	-	-
	(b) Non - Current Investments	<b>2.11</b>	-	-	-	-	-	-
	(c) Long Term Loans and Advances	<b>2.12</b>	56.31	-	0.25	1.10	371.58	288.44
	(d) Deferred Tax Assets (Net)	<b>2.27</b>	4.21	-	-	-	-	-
	(e) Other Non Current Assets	<b>2.13</b>	-	-	-	-	-	-
			<b>118.02</b>	<b>69.58</b>	<b>38.68</b>	<b>29.48</b>	<b>413.53</b>	<b>333.69</b>
<b>2</b>	<b>Current Assets</b>							
	(a) Current investments		-	-	-	-	-	-
	(b) Inventories	<b>2.14</b>	517.88	601.09	814.24	855.52	1,542.64	426.44
	(c) Trade Receivables	<b>2.15</b>	2,479.98	3,390.78	2,288.37	2,259.54	2,469.25	2,928.43
	(d) Cash and Cash Equivalents	<b>2.16</b>	12.87	2.95	10.58	20.73	38.87	6.22
	(e) Short-term loans and advances	<b>2.17</b>	555.17	55.46	152.21	26.72	22.77	32.69
	(f) Other Current Assets	<b>2.18</b>	154.28	130.76	133.10	124.58	103.27	103.37
			<b>3,720.18</b>	<b>4,181.04</b>	<b>3,398.50</b>	<b>3,287.09</b>	<b>4,176.80</b>	<b>3,497.15</b>
	<b>Total</b>		<b>3,838.20</b>	<b>4,250.62</b>	<b>3,437.18</b>	<b>3,316.57</b>	<b>4,590.35</b>	<b>3,830.85</b>



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

(Rs. in Lakhs)

Particulars	Notes No.	For the year ended					
		March 31 , 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
<b>I Revenue:</b>							
Revenue from operations (net)	<b>2.19</b>	14,087.42	12,695.36	13,638.52	10,967.96	10,421.05	8,997.18
Other income	<b>2.20</b>	28.10	35.60	16.24	15.85	16.07	13.58
<b>Total revenue</b>		<b>14,115.52</b>	<b>12,730.96</b>	<b>13,654.76</b>	<b>10,983.81</b>	<b>10,437.12</b>	<b>9,010.76</b>
<b>II Expenses:</b>							
Purchases of Stock-in-Trade	<b>2.21</b>	13,555.97	12,039.64	12,853.17	9,884.97	11,114.31	8,527.89
Changes in inventories of Stock in Trade	<b>2.22</b>	83.21	213.15	41.28	687.12	(1,116.20)	84.84
Employee benefit expenses	<b>2.23</b>	56.05	47.16	45.49	28.70	35.02	53.11
Finance costs	<b>2.24</b>	182.01	218.25	212.02	230.70	271.48	207.39
Depreciation and amortization expense	<b>2.10</b>	13.10	12.87	8.39	7.34	5.37	4.73
Other expenses	<b>2.25</b>	84.17	119.81	428.41	84.92	68.40	75.43
<b>Total Expenses</b>		<b>13,974.51</b>	<b>12,650.88</b>	<b>13,588.76</b>	<b>10,923.75</b>	<b>10,378.38</b>	<b>8,953.39</b>
<b>III Profit/(loss) before exceptional, extraordinary items &amp; tax (I-II)</b>		<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
<b>IV Exceptional Items</b>	<b>2.26</b>	-	-	-	-	-	-
<b>V Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>		<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
<b>VI Extra-ordinary Items</b>		-	-	-	-	-	-



<b>VII</b>	<b>Profit/(loss) before tax (V-VI)</b>		<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
<b>VIII</b>	<b>Tax expense :</b>							
	(i) Current tax		51.90	24.96	20.65	5.45	17.47	16.27
	(ii) Deferred Tax		(5.15)	(0.09)	(0.17)	(0.80)	0.52	2.03
	(iii) Provision for taxation - Earlier Years		-	-	13.90	-	-	-
<b>IX</b>	<b>Profit/(loss) For the year (VII-VIII)</b>		<b>94.26</b>	<b>55.21</b>	<b>31.62</b>	<b>55.41</b>	<b>40.74</b>	<b>39.07</b>
<b>X</b>	<b>Earning per equity share in Rs.:</b>							
	(1) Basic		<b>2.09</b>	<b>1.23</b>	<b>0.70</b>	<b>1.23</b>	<b>0.91</b>	<b>0.87</b>
	(2) Diluted		<b>2.09</b>	<b>1.23</b>	<b>0.70</b>	<b>1.23</b>	<b>0.91</b>	<b>0.87</b>



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

(Rs. in Lakhs)

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>						
<b>Profit/ (Loss) before tax</b>	<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
Adjustments for:						
Depreciation & amortization	13.10	12.87	8.39	7.34	5.37	4.73
Interest Expense	182.01	218.25	212.02	230.70	271.48	207.39
Loss on Sale of Fixed Assets		0.89				
Deffered Expense w/off						1.48
Interest Received	(3.18)	(18.69)	(10.80)	(10.27)	(9.72)	(5.10)
<b>Operating profit before working capital changes</b>	<b>332.94</b>	<b>293.40</b>	<b>275.61</b>	<b>287.83</b>	<b>325.87</b>	<b>265.87</b>
Movements in working capital :						
Increase/(decrease) in trade payables	(488.38)	724.29	(295.67)	(1,236.85)	650.84	546.10
Increase/(decrease) in current assets, loans and advances	(607.53)	99.34	(137.72)	339.78	(73.13)	(343.55)
Increase/(decrease) in other current liabilities	39.39	5.97	(10.32)	5.88	8.07	2.75
Decrease/(increase) in trade receivable	910.81	(1,102.41)	(28.82)	209.70	459.18	(813.51)
Decrease/(increase) in inventories	83.21	213.14	41.28	687.13	(1,116.20)	84.84
<b>Cash generated/used from operations</b>	<b>270.44</b>	<b>233.73</b>	<b>(155.64)</b>	<b>293.47</b>	<b>254.63</b>	<b>(257.50)</b>
Income tax Refund/ (paid) during the year	51.90	24.96	34.55	5.45	17.47	16.27
<b>Net cash from operating activities</b>	<b>218.54</b>	<b>208.77</b>	<b>(190.19)</b>	<b>288.02</b>	<b>237.16</b>	<b>(273.77)</b>
	A					
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>						
Purchase of Fixed assets	(1.02)	(44.91)	(18.45)	-	(2.07)	(13.84)



Sale proceeds of Fixed Assets				-	6.24		
Interest Received		3.18	18.69	10.80	10.27	9.72	5.10
<b>Net cash from investing activities (B)</b>	<b>B</b>	<b>2.16</b>	<b>(26.22)</b>	<b>(7.65)</b>	<b>16.51</b>	<b>7.65</b>	<b>(8.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>							
Proceeds from Borrowings			28.06	399.70	-	59.32	309.89
Repayment of Loans & Advances		(28.77)			(91.96)		
Issue of Share Capital		-	-	-	-	-	175.00
Interest paid		(182.01)	(218.25)	(212.02)	(230.70)	(271.48)	(207.39)
<b>Net cash from financing activities (C)</b>	<b>C</b>	<b>(210.78)</b>	<b>(190.18)</b>	<b>187.68</b>	<b>(322.66)</b>	<b>(212.16)</b>	<b>277.50</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>D</b>	<b>9.92</b>	<b>(7.63)</b>	<b>(10.16)</b>	<b>(18.14)</b>	<b>32.65</b>	<b>(5.01)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>2.95</b>	<b>10.58</b>	<b>20.73</b>	<b>38.87</b>	<b>6.22</b>	<b>11.23</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>12.87</b>	<b>2.95</b>	<b>10.58</b>	<b>20.73</b>	<b>38.87</b>	<b>6.22</b>





## THE ISSUE

Particular	Number of Equity Shares
Equity Shares Offered	16,44,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 26/- per Equity Share Rs. 427.44 Lakh.
<b>Fresh Issue Consisting of</b>	
Issue Reserved for Market Makers	84,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 26/- per Equity Share aggregating Rs. 21.84 Lakh.
Net Issue to the Public*	15,60,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 26/- per Equity Share aggregating Rs. 405.60 Lakh.
	<b>Of Which</b>
	7,80,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 26/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs.
	7,80,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. 26/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	45,00,000 Equity Shares
Equity Shares outstanding after the Issue	61,44,000 Equity Shares
Objects of the Issue	See the chapter titled “Objects of the Issue” on page 75 of this Prospectus.

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

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

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

### **Notes**

*This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section titled ‘Issue Structure’ beginning on page no. 205 of this Prospectus.*



## GENERAL INFORMATION

Our Company was incorporated as a private limited company namely “Rajnandini Metal Private Limited” under the Companies Act, 1956 vide Certificate of Incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no. 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a Special Resolution passed by the members of our Company at Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Rajnandini Metal Private Limited” to “Rajnandini Metal Limited”. The Company’s Corporate Identification Number is U51109HR2010PLC040255.

### Brief Information on Company and Issue

<b>Registered Office</b>	3E/17 B.P. N.I.T Faridabad, Haryana-121001 India Tel: 0129-4074043; 0129-4074046 Email: info@rajnandinimetal.com Website: <a href="http://www.rajnandinimetal.com">www.rajnandinimetal.com</a>		
<b>Date of Incorporation</b>	March 18, 2010		
<b>CIN</b>	U51109HR2010PLC040255		
<b>Company Category</b>	Company limited by Shares		
<b>Registrar of Company</b>	National Capital Territory of Delhi & Haryana		
<b>Address of the ROC</b>	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019 Tel No.: +91-11-26235707; Fax No.: +91-11-26235702 E Mail: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a>		
<b>Company Secretary and Compliance Officer</b>	Mr. Rahul Kumar Bansal 3E/17 B.P. N.I.T Faridabad, Haryana-121001 India Tel: 0129-4074043; 0129-4074046 Email: cs@rajnandinimetal.com		
<b>Chief Financial Officer</b>	Mr. Manoj Kumar Jangir 3E/17 B.P. N.I.T Faridabad , Haryana-121001 India Tel: 0129-4074043; 0129-4074046 Email: cfo@rajnandinimetal.com		
<b>Designated Stock Exchange</b>	National Stock Exchange of India Limited (EMERGE Platform)		
<b>Issue Programme</b>	Issue Opens On:	Monday, September 24, 2018	Issue Closes On: Thursday, September 27, 2018

**Note:** Investors can contact the Compliance Officer and /or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allocation, credit of allotted shares in the respective beneficiary account or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the designated branch of the relevant SCSB where the Application Form was submitted. For details in relation to the changes in the name of our Company, please refer to the chapter titled, “Our History and Certain Other Corporate Matters” beginning on page 109 of this Prospectus.



## Details of Key Market Intermediaries pertaining to this issue and Our Company

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Corporate Capital Ventures Private Limited</b>            SEBI Registration No.: INM000012276            Address: 160, Lower Ground Floor, Vinoba Puri, Lajpat Nagar – II, New Delhi – 110024            Tel No.: +91–11–41704066;            Fax No.: +91–11–29832706            Email: <a href="mailto:investors@ccvindia.com">investors@ccvindia.com</a>            Website: <a href="http://www.ccvindia.com">www.ccvindia.com</a>            Contact Person: Mr. Tushar Shukla</p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>            SEBI Registration No.: INR000001385            Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059            Tel: 022-6263 8200            Fax: 022-62638299            E-mail: ipo@bigshareonline.com            Website: www.bigshareonline.com            Contact Person: Mr. Ashok Shetty</p>
PRINCIPAL BANKERS TO THE COMPANY	ADVISORS TO THE COMPANY
<p><b>KARNATAKA BANK LIMITED</b>            Address: SCO -149 Ground and First Floor, Sector-21C, Shopping Centre, Faridabad, Haryana-121012            Tel No.: 0129-2438942/ 0129-2439254            Email: faridabad@ktkbank.com            Website: www.karnatakabank.com            Contact Person: Mr. Satyanrayana Sarma K</p>	<p><b>APPARENT ADVISORS LLP</b>            G-36, 1<sup>st</sup> Floor,            Outer Circle, Connaught Place,            New Delhi-110001            Tel: +91- 9560054705            Email: <a href="mailto:info@apparentadvisors.com">info@apparentadvisors.com</a>            Contact Person: Mrs. Jaya Arora</p>
AUDITORS OF THE COMPANY	PEER REVIEW AUDITOR OF THE COMPANY
<p><b>SANMARKS&amp; ASSOCIATES</b>            Chartered Accountants            ICAI FRN:003343N            Address: B-504, 1<sup>st</sup> Floor, Nehru Ground, N.I.T. Faridabad-121001            Tel:0129-2419373            Contact Person: Mr. Santosh Kumar Agrawal            Membership No.091127            Email: skagrawalbfd@yahoo.co.in</p>	<p><b>SANMARKS&amp; ASSOCIATES</b>            Chartered Accountants            ICAI FRN:003343N            Address: B-504, 1<sup>st</sup> Floor, Nehru Ground, N.I.T. Faridabad-121001            Tel:0129-2419373            Contact Person: Mr. Santosh Kumar Agrawal            Membership No.091127            Email: skagrawalbfd@yahoo.co.in</p>
MARKET MAKER	LEGAL ADVISOR TO THE COMPANY
<p><b>SHARE INDIA SECURITIES LIMITED</b>            SEBI Registration No: INB231079832            Address: 14, Dayanand Vihar, Near Karkardooma Metro Station, Delhi-110092            Tel: 011-43011004            Contact Person: Mr. Vikas Agarwal            Email: vikas_cs@shareindia.com</p>	<p><b>FAIR &amp; JUST LEGAL SOLUTIONS LLP</b>            The- I-thum Tower-B, Unit No1114-A            Plot N, A-40, Block-A,            Industrials Area, Sector-62,            Noida-201301, Uttar Pradesh            Tel:+91 120 4562328   +91 9717105904            Email: <a href="mailto:Sharad.tyagi@fjls.in">Sharad.tyagi@fjls.in</a>            Contact Person: Mr. Sharad Tyagi</p>
BANKERS TO THE ISSUE AND REFUND BANKER	
<p><b>ICICI Bank Limited</b>            SEBI Registration Number- INBI000000004            Address: Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020            Tel No.: 022- 66818923/924/932            Fax No: 022- 22611138            Email: <a href="mailto:shweta.surana@icicibank.com">shweta.surana@icicibank.com</a>            Website: <a href="http://www.icicibank.com">www.icicibank.com</a>            Contact Person: Ms. Shweta Surana</p>	



## BOARD OF DIRECTORS OF OUR COMPANY

S. N.	Name	DIN	Designation
1.	Mr. Het Ram	02925990	Managing Director
2.	Ms. Mithlesh Sharma	06810394	Executive Director
3.	Mr. Surender Sharma	08074623	Non- Executive and Independent Director
4.	Mr. Shiv Kumar	08139268	Non- Executive and Independent Director

*For further details of our Directors, please refer chapter titled “Our Management” beginning on page 114 of this Prospectus.*

## DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company will obtain the consent of Market Maker and will enter into a tripartite agreement along with the Lead Manager and Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making before opening of the Issue. Share India Securities Limited, registered with SME segment of NSE will act as the Market Makers and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for such period as may be notified by amendment to SEBI (ICDR), Regulations. The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

- 1) The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 2) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 84000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 84000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 4) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.



- 5) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 6) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 7) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Stock Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 9) The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).
- 10) 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 condition that the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
- 11) Risk containment measures and monitoring for Market Makers: NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- 12) Punitive Action in case of default by Market Makers: NSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 13) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.



14) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at SME platform.

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

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

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

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

#### **NOMINATED INVESTOR**

There are no Nominated Investors for this issue.

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

Being only one Lead Manager to the Issue, therefore there is no Inter-Se Allocation of Responsibilities.

#### **CREDITRATING**

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

#### **IPO GRADING**

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





## APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of SEBI (ICDR) Regulations the requirement of Monitoring Agency is not mandatory if the issue size is below Rs 10,000 Lakhs. Since this Issue Size is only of Rs. 427.44 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

## EXPERT OPINION

Except the report of the Statutory Auditor on statement of tax benefits included in this Prospectus, our Company has not obtained any other expert opinion.

## DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

## ISSUE PROGRAMME

<b>ISSUE OPENS ON</b>	MONDAY, SEPTEMBER 24, 2018
<b>ISSUE CLOSES ON</b>	THURSDAY, SEPTEMBER 27, 2018

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays).

## UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated June 19, 2018 pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

<b>Name, Address, Telephone, Fax, and Email of the Underwriter</b>	<b>Indicative Number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (Rs. in lakh)</b>	<b>Percentage of the Total Issue Size Underwritten</b>
<b>Corporate Capital Ventures Private Ltd.</b> Address: 160, Basement, Vinoba Puri, Lajpat Nagar II, New Delhi- 110024 Tel. No.: +91-11-41704066 Email: <a href="mailto:info@ccvindia.com">info@ccvindia.com</a>	16,44,000	427.44	100%

*In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full.*



## CAPITAL STRUCTURE

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

*(Rs. in Lakh, except number of shares)*

S.N.	Particulars	Aggregate Nominal Value	Aggregate value at the Issue Price
<b>A.</b>	<b>Authorized share capital</b>		
	65,00,000 Equity Shares face value of Rs.10 Each	650.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid Up Share Capital Before The Issue</b>	450.00	-
	45,00,000 Fully paid up Equity Shares of Face Rs.10 each		
<b>C.</b>	<b>Present Issue In Terms of Prospectus</b>		
	16,44,000 Equity Shares of face value of Rs.10 each at a price of Rs.26 per Equity Share	164.40	427.44
	<i>Which comprises of</i>		
	84,000 Equity Shares of face value of Rs.10 each at a price of Rs.26 per Equity Share reserved as Market Maker Portion	8.4	21.84
	Net Issue to Public of 15,60,000 Equity Shares of face value of Rs.10 each at a price of Rs.26 per Equity Share to the Public	156.00	405.60
	<i>Of Which</i>		
	7,80,000 Equity Shares of face value of Rs.10 each at a price of Rs.26 per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	78.00	202.80
	7,80,000 Equity Shares of face value of Rs.10 each at a price of Rs.26 per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	78.00	202.80
<b>D.</b>	<b>Issued, Subscribed and Paid Up Share Capital After The Issue</b>		
	61,44,000 Equity Shares of face value of Rs.10 each	614.40	
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		263.04

**Note:** The Issue has been authorized pursuant to a resolution of our Board dated February 26, 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 March 20, 2018.

The Company has only one class of share capital i.e. Equity Shares of face value of Rs.10/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.



## NOTES TO THE CAPITAL STRUCTURE:

### 1. Details of Increase in Authorized Share Capital:

Since incorporation of our Company, the authorized Share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders Meeting	AGM/ EGM
From	To		
Rs. 2,00,000 consist 20,000 Equity Shares face value of Rs. 10 Each		On Incorporation	
Rs. 2,00,000 consist 20,000 Equity Shares face value of Rs. 10 Each	Rs. 2,50,00,000 consist of 25,00,000 Equity Shares face value of Rs. 10 Each	November 15, 2010	EGM
Rs. 2,50,00,000 consist of 25,00,000 Equity Shares face value of Rs. 10 Each	Rs. 2,75,00,000 consist of 27,50,000 Equity Shares face value of Rs. 10 Each	April 01, 2011	EGM
Rs. 2,75,00,000 consist of 27,50,000 Equity Shares face value of Rs. 10 Each	Rs 4,50,00,000 consist of 45,00,000 Equity Shares face value of Rs. 10 Each	November 01, 2012	EGM
Rs 4,50,00,000 consist of 45,00,000 Equity Shares face value of Rs. 10 Each	Rs. 5,00,00,000 consist of 50,00,000 Equity Shares face value of Rs. 10 Each	March 01, 2018	EGM
Rs. 5,00,00,000 consist of 50,00,000 Equity Shares face value of Rs. 10 Each	Rs. 6,50,00,000 consist of 65,00,000 Equity Shares face value of Rs. 10 Each	March 20, 2018	EGM

### 2. History of Equity Share Capital

S. N.	Date of Allotment/ Fully Paid up	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price	Nature of Consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
1	On Incorporation	10,000	10	10	Cash	Subscription <sup>(1)</sup>	10,000	1,00,000
2	March 07, 2011	59,000	10	10	Cash	Allotment <sup>(2)</sup>	10,69,000	1,06,90,000
3	March 07, 2011	10,00,000	10	10	Cash	Allotment <sup>(3)</sup>		
4	March 12, 2011	14,31,000	10	10	Cash	Allotment <sup>(4)</sup>	25,00,000	2,50,00,000
5	April 07, 2011	2,440	10	10	Non- Cash	Allotment <sup>(5)</sup>	25,02,440	2,50,24,400
6	October 14, 2011	2,47,560	10	10	Cash	Allotment <sup>(6)</sup>	27,50,000	2,75,00,000
7	November 6, 2012	10,00,000	10	10	Cash	Allotment <sup>(7)</sup>	45,00,000	4,50,00,000
8	November 6, 2012	7,50,000	10	10	Cash	Allotment <sup>(8)</sup>		

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

S.No	Name of Person	No. of Shares Allotted
1	Mr. Het Ram	5,000
2	Mr. Mohan Sharma	5,000
	<b>Total</b>	<b>10,000</b>



- (2) The Company allotted 59,000 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1	Mr. Het Ram	59,000
	<b>Total</b>	<b>59,000</b>

- (3) The Company allotted 10,00,000 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1.	Mr. Mohan Sharma	10,00,000
	<b>Total</b>	<b>10,00,000</b>

- (4) The Company allotted 14,31,000 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1.	Mr. Het Ram	14,31,000
	<b>Total</b>	<b>14,31,000</b>

- (5) The Company allotted 2,440 Equity Shares at the face value of Rs.10/- each fully paid up in lieu of Purchase of Business of Mr. Het Ram in the name M/s S.K. Enterprises as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1	Mr. Het Ram	2,440
	<b>Total</b>	<b>2,440</b>

- (6) The Company allotted 2,47,560 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1	Mr. Mohan Sharma	2,47,560
	<b>Total</b>	<b>2,47,560</b>

- (7) The Company allotted 10,00,000 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1	Mr. Het Ram	10,00,000
	<b>Total</b>	<b>10,00,000</b>

- (8) The Company allotted 7,50,000 Equity Shares at the face value of Rs. 10/- fully paid up each at a price of Rs. 10/- as per the details given below:

S.No	Name of Person	No. of Shares Allotted
1	Mr. Mohan Sharma	7,50,000
	<b>Total</b>	<b>7,50,000</b>



### 3. Issue of Equity Shares for consideration other than cash:

Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Nature of Consideration
Het Ram	2440	10	10	April 07, 2011	Allotment pursuant to acquisition of all the Assets and Liabilities of M/s S.K. Enterprises.	Other than cash
<b>Total</b>	<b>2440</b>					

4. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or under section 230-234 of the Companies Act, 2013.

5. We have not issued any Equity Shares in last one year at price below Issue Price.

### 6. Details of shareholding of Promoters and Promoter Group

#### A. Mr. Het Ram

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre- Issue Shareholding %	Post- Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged	Lock-In (years)
On Incorporation	5000	10	10	Subscriber to MOA	0.11	0.08	Nil	Nil	3
March 07, 2011	59,000	10	10	Allotment	1.42	1.04	Nil	Nil	3
March 12, 2011	14,31,000	10	10	Allotment	33.22	24.33	Nil	Nil	3
April 07, 2011	2,440	10	10	Allotment pursuant to acquisition of all the Assets and Liabilities of M/s S.K. Enterprises.	33.28	24.37	Nil	Nil	1
November 6, 2012	10,00,000	10	10	Allotment	55.50	40.65	Nil	Nil	1
<b>Total</b>	<b>24,97,440</b>								



## B. Mrs. Mithlesh Sharma

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged	Lock – In
April 01, 2016	5,000	10	10	Transfer from Mr. Mohan Sharma	0.11	0.08	Nil	Nil	1
April 01, 2016	10,00,000	10	10	Transfer from Mr. Mohan Sharma	22.33	16.36	Nil	Nil	1
April 01, 2016	2,47,560	10	10	Transfer from Mr. Mohan Sharma	27.83	20.39	Nil	Nil	1
April 01, 2016	7,50,000	10	10	Transfer from Mr. Mohan Sharma	44.50	32.59	Nil	Nil	1
February 26, 2018	(100)	10	10	Transfer to Mr. Atma Ram Sharma	44.50	32.59	Nil	Nil	NA
February 26, 2018	(100)	10	10	Transfer to Mrs. Rajbala	44.50	32.59	Nil	Nil	NA
February 26, 2018	(100)	10	10	Transfer to Mrs. Nandini Sharma	44.49	32.59	Nil	Nil	NA
February 26, 2018	(100)	10	10	Transfer to Mr. Narpal Singh	44.49	32.59	Nil	Nil	NA
February 26, 2018	(100)	10	10	Transfer to Mr. Manoj Kumar Jangir	44.49	32.59	Nil	Nil	NA
<b>Total</b>	<b>20,02,060</b>								

## 7. Shareholding of our Promoters and Promoter Group

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

Name of share holder	Pre Issue		Post Issue	
	No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>				
Mr. Het Ram	2497440.00	55.4987	2497440.00	40.6484
Mrs. Mithlesh Sharma	2002060.00	44.4902	2002060.00	32.5856
<b>Total - A</b>	<b>4499500.00</b>	<b>99.9889</b>	<b>4499500.00</b>	<b>73.2340</b>
<b>Promoter Group</b>				
Mr. Atma Ram Sharma	100.00	0.0022	100.00	0.0016
Mrs. Rajbala	100.00	0.0022	100.00	0.0016
Mrs. Nandini	100.00	0.0022	100.00	0.0016
<b>Total – B</b>	<b>300.00</b>	<b>0.0067</b>	<b>300.00</b>	<b>0.0049</b>
Total Promoters and Promoter Group (A+B)	<b>4499800.00</b>	<b>99.9956</b>	<b>4499800.00</b>	<b>73.2389</b>
<b>Public</b>				
Mr. Narpal Singh	100.00	0.0022	100.00	0.0016
Mr. Manoj Kumar Jangir	100.00	0.0022	100.00	0.0016
Other	0.00	0.0000	1644000.00	26.7578
<b>Total-C</b>	<b>200.00</b>	<b>0.0044</b>	<b>1644200.00</b>	<b>26.7611</b>
<b>Grand Total (A+B+C)</b>	<b>4500000.00</b>	<b>100.0000</b>	<b>6144000.00</b>	<b>100.0000</b>





## 8. Promoters' Contribution

Pursuant to Regulation 32 of the SEBI (ICDR) Regulations, 2009, an aggregate of 20% of the fully diluted post-Issue paid up capital of our Company held by the Promoters shall be locked in for a period of 3 (three) years and Promoter's shareholding in excess of 20% shall be locked-in for a period of 1 (one) year from the date of Allotment of Equity Shares in the Issue. The Equity Shares which are being locked in for 3 (three) years from the date of Allotment are as follows:

Date of Allotment/ Acquisition	Nature of Consideration (Cash/Other than Cash)	No. of Equity Share Allotted/Acquired/Transferred	Face Value (Rs.)	Issue/ acquisition Price (Rs.)	% of Pre Issue capital	% of Post Issue capital
<b>Mr. Het Ram</b>						
Incorporation	Subscriber to MOA	5000	10	10	0.11	0.08
07-03-2011	Allotment	59,000	10	10	1.42	1.04
12-03-2011	Allotment	14,31,000	10	10	33.22	24.33
<b>Total</b>		<b>14,95,000</b>				

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 Company has obtained specific written consent from the Promoters for inclusion of the Equity Shares held by them in the minimum Promoters' contribution subject to lock-in. Further, the Promoters have given an undertaking to the effect that they shall not sell/transfer/dispose of in any manner, Equity Shares forming part of the minimum Promoters' contribution from the date of filing this Prospectus till the date of commencement of lock-in as per the SEBI (ICDR) Regulations, 2009.

Equity Shares held by the Promoters and offered as minimum Promoters' contribution are free from pledge.

All the Equity Shares which have been locked in are eligible for computation of Promoters' contribution under Regulation 33 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

- The entire share capital outstanding as on the date of filing of Prospectus except minimum Promoters' contribution which has been locked in for three years as shown above would be locked in for one year from the date of allotment in the Issue.
- In terms with Regulation 36 (b) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if the Promoters' contribution in the proposed issue exceeds the required minimum contribution (of 20% of the post issue capital), such excess contribution shall also be locked in for a period of one year.
- The Promoters have given their consent for lock in as stated above. The entire pre-issue capital, other than the minimum Promoters contribution, which is locked in for three years shall be locked in for a period of one year. The lock-in shall start from the date of allotment in the Issue and the last date of the lock-in shall be reckoned as three years from the date of allotment in the Issue.
- In terms of Regulation 39 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Equity Shares held by promoters and locked-in may be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution, subject to the following:
  - a. if the Equity Shares are locked-in in terms of clause (a) of regulation 36, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and pledge of Equity Shares is one of the terms of sanction of the loan;
  - b. if the Equity Shares are locked-in in terms of clause (b) of regulation 36 and the pledge of Equity Shares is one of the terms of sanction of the loan.



- In terms of Regulation 40 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the Equity Shares held by promoters and locked-in as per regulation 36 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer and the Equity Share held by persons other than promoters and locked-in as per regulation 37 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

**9. Buy-back and Standby arrangements**

The Company, its Promoters and Promoters Group, its Directors and the Lead Manager have not entered into any buy back arrangements for purchase of the Equity Shares of the Company from any person.

10. An over-subscription to the extent of ten percent of the issue can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot.
11. All the Equity Shares offered through the issue shall be fully paid-up or may be forfeited for non-payment of calls within twelve months from the date of allotment of securities.
12. The unsubscribed portion in any reserved category may be added to any other reserved category.
13. In case of under-subscription in the issue, spill-over to the extent of under subscription shall be permitted from the reserved category.
14. **Equity Shares locked-in for one year**  
In addition to 24.33% of the post-Issue capital of our Company which shall be locked-in for three years as the Minimum Promoters' Contribution, the balance Pre-Issue Paid-up Equity Share Capital of our Company i.e. 30,05,000 Equity Shares will be locked-in for a period of one year from the date of allotment in the proposed Initial Public Offer.
15. Any over-subscription to the extent of 10% of the net offer to public can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot.
16. The unsubscribed portion in any reserved category may be added to any other reserved category. The unsubscribed portion, if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
17. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.



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

**i. Summary of Shareholding Pattern**

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total shares held (b)	No.	As a % of total shares held (b)	
								Class : Equity	Class : Y	Total								
(A)	Promoter & Promoter Group	5	4499800	0	0	4499800	100	4499800	0	4499800	100	0	100	0	0	0	0	4499800
(B)	Public										0	0	0	0	0	0	0	
(C)	Non Promoter-Non Public	2	200	0	0	200	0	0	0	200	0	0	0	0	0	0	0	200
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	NA	0	0	0	0	0	0	0	0	0	0	0
		7	4500000	0	0	4500000		4500000	0	4500000	100	0	100	0	0	0	0	4500000



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

S N	Category & Name of the shareholders (I)	P A N ( I I ) *	N o. of sh ar eh ol de r (I II )	No of fully paid-up equity shares held (IV)	P ar tl y pa id - u p e q ui ty sh ar es he ld (V )	No of sha res un der ly ing De po s i t o r y R e c e i p t s (VI )	Total nos. shares held (VII) = (IV)+(V) +(VI)	Shareholding % calcula ted as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Under lying Outst andin g conve rtible securi ties (Inclu ding Warr ants) (X)	Sharehold ing , as a % assuming full conversio n of convertib le securities (as a % of diluted share capital) (XI)=(VII )+(X) as a % of (A+B+C2 )	Number of Locked in shares (XII)		Number of shares pledged or otherwi se encumb ered (XIII)		Number of equity shares held in demater ialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	N o. (a )	As a % of total shar es held (b)	N o. ( a )		As a % of total shar es held (b)
									Class: Equity	Cl as s: Y	Total								
1	Indian																		
(a)	Individuals/ H.U.F																		
1	Het Ram		1	2497440	0	0	2497440	55.50	2497440	0	2497440	55.50	0	55.50	0	0	0	0	2497440
2	Mithlesh Sharma		1	2002060	0	0	2002060	44.49	2002060	0	2002060	44.49	0	44.49	0	0	0	0	2002060
3	Atma Ram Sharma		1	100	0	0	100	0.00	100	0	100	0	0	0	0	0	0	0	100
4	Rajbala		1	100	0	0	100	0.00	100	0	100	0	0	0	0	0	0	0	100
5	Nandini Sharma		1	100	0	0	100	0.00	100	0	100	0	0	0	0	0	0	0	100
(b)	Central/S tate Governm ent(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



(c)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)	5	4499800	0	0	4499800	100.00	4499800	0	4499800	100	0	100	0	0	0	0	4499800
2	Foreign																	
(a)	Individuals (NRI/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	FPI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter & Promoter Group (A)=(A)(1)+(A)(2)	5	4499800	0	0	4499800	100.00	4499800	0	4499800	100	0	100	0	0	0	0	4499800

iii. Shareholding Pattern of our Public Shareholder

S N	Category & Name of the shareholders (I)	P A N ( I I I )	No. of shareholder (III)	No of fully paid- up equi- ty shares held (IV )	Partly paid- up equi- ty shares held (V)	No of shares under- lying Depos- itory Recei- pts (VI)	Total nos. shares held (VII) = (IV)+(V )+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VI I)+(X) as a % of (A+B+C 2	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)	As a % of total shares held (Not applica- ble)(b)	Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No. (a)				As % of total shares held (b)
									Class X	Class Y	Total								
1	Institutions																		
(a)	Mutual Fund/UTI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0		-	
(b)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0		-	
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0		-	
(d)	Foreign Venture Capital	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0		-	



	Investors																		
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
(f)	Financial Institutions Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
(h)	Provident Funds/Pension Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
	Sub- Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2	Central Government/ State Government(s)/President of India		0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	-
	Sub- Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3	Non-Institutions																		
(a)	Individuals –		2	200	0	200	0	0	0	0	0	0	0	0	0	0	0	0	200
	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.																		

	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.					0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trust		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub- Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		2	200	0	200	0	0	0	0	0	0	0	0	0	0	0	200



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

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

Note:

- PAN Number of the shareholders will be provided by our company prior to the Listing of Equity Shares on the Stock Exchange.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.
- In terms of SEBI Circular bearing no. CIR/ISD/3/2011 dated June 17, 2011 and SEBI Circular bearing no. SEBI/CIR/ISD/05/2011 dated September 30, 2011, Our Company shall ensure that the equity shares held by the Promoter/Members of the Promoter Group shall be dematerialized prior to filing of Prospectus with ROC.



19. Our Company will file shareholding pattern of our Company in, the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such equity shares.
20. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Prospectus.
21. Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Prospectus.
22. There are no safety net arrangements for this public issue.
23. As on the date of filing of the Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
24. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
25. As per RBI regulations, OCBs are not allowed to participate in this Issue.
26. Equity Shares held by top ten shareholders.

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

S. N.	Name of the Shareholder*	No. of Shares	% of pre-Issue Capital
1.	Mr. Het Ram	24,97,440	55.50
2.	Mrs. Mithlesh Sharma	20,02,060	44.49
3.	Mr. Atma Ram Sharma	100	0.00
4.	Mrs. Rajbala	100	0.00
5.	Mrs. Nandini	100	0.00
6.	Mr. Narpat Singh	100	0.00
7.	Mr. Manoj Kumar Jangir	100	0.00
	<b>Total</b>	<b>45,00,000</b>	<b>100.00</b>

\* Our Company has only seven shareholders as on the date of filing of this Prospectus.

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

S. N	Name of the Shareholder*	No. of Shares	% of pre-Issue Capital
1.	Mr. Het Ram	24,97,440	55.50
2.	Mrs. Mithlesh Sharma	20,02,060	44.49



3.	Mr. Atma Ram Sharma	100	0.00
4.	Mrs. Rajbala	100	0.00
5.	Mrs. Nandini	100	0.00
6.	Mr. Narpat Singh	100	0.00
7.	Mr. Manoj Kumar Jangir	100	0.00
	<b>Total</b>	45,00,000	<b>100.00</b>

\* Our Company has only seven shareholders as on 10 days prior to the date of filing of this Prospectus

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

S. N	Name of the Shareholder*	No. of Shares	% of then existing Capital
1.	Mr. Het Ram	24,97,440	55.50
2.	Mrs. Mithlesh Sharma	20,02,560	44.50
	<b>Total</b>	<b>45,00,000</b>	<b>100.00</b>

\* Our Company has only two shareholders two years prior to the date of filing of this Prospectus.

27. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Prospectus.
28. Neither, we nor our Promoters, Directors and the Lead Manager to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
29. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Offer.
30. As on the date of this Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
31. Our Company has not raised any bridge loan against the proceeds of the Issue.
32. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
33. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
34. The Lead Manager i.e. Corporate Capital Ventures Private Limited .and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.
35. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.



- 36.** Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
- 37.** None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
- 38.** An over-subscription to the extent of 10% of the total 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 Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 39.** Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
- 40.** In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.
- 41.** The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
- 42.** The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net Issue to the public portion.
- 43.** At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
- 44.** Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
- 45.** As on the date of this Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
- 46.** There are no Equity Shares against which depository receipts have been issued.
- 47.** Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of this Prospectus.
- 48.** We have 7(Seven) Shareholders as on the date of filing of this Prospectus.
- 49.** There are no safety net arrangements for this Public issue.
- 50.** Our Promoters and Promoter Group will not participate in this Issue





- 51.** This Issue is being made through Fixed Price method
- 52.** Except as disclosed in this Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of this Prospectus.
- 53.** No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
- 54.** We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.
- 55.** In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.
- 56.** As per RBI regulations, OCB's are not allowed to participate in the Issue.
- 57.** Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. 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 NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
- 58.** Our Company has not allotted any Equity Shares pursuant to any scheme approved under section 391 to 394 of the Companies Act, 1956 and/or under Section 230 to 234 of the Companies Act, 2013.
- 59.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares have been listed. Further, our Company may propose to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise.
- 60.** Details of Allotment made in the last two years preceding the date of the Prospectus:
- 61.** Other than as disclosed in note 1 (xi) and (xii) above, we have not issued any Equity Shares in the last two years preceding the date of the Prospectus



## SECTION – IV - OBJECTS OF THE ISSUE

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

### The objects of the Issue are:-

1. To meet out the Working Capital requirements of the Company;
2. General Corporate Purposes and
3. Issue Expenses

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

### Fund Requirements

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

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

S. N.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	350.00
2	General Corporate Purposes	42.44
3	Issue Expenses	35.00
	<b>Total</b>	<b>427.44</b>

*\* As on September 05, 2018 the Company has incurred a sum of Rs.6.25 lakh towards issue expenses.*

**The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.**

**The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.**

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any,



available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

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

**Details of Utilization of Issue Proceeds**

**1. Working Capital Requirements:**

(Rs. In Lakhs)

Particulars	2016-17 (Audited)	2017-18 (Audited)	2018-19 (Estimated)
<b>Current Assets</b>			
Inventories	601.09	517.88	880.00
Trade Receivables	3390.78	2479.98	3187.75
Cash & Cash Equivalents	2.95	12.87	15.60
Short Term Loans and Advances	55.46	555.17	526.80
Other Current Assets	130.76	154.28	135.00
<b>Total (A)</b>	<b>4181.04</b>	<b>3720.18</b>	<b>4745.15</b>
<b>Current Liabilities</b>			
Short Term Borrowings	2212.6	2197.56	2400.00
Trade Payables	1280.21	792.14	956.66
Other Current Liabilities	18.12	18.84	4.22
Short Term Provisions	14.96	13.9	60.99
<b>Total (B)</b>	<b>3525.89</b>	<b>3022.44</b>	<b>3421.87</b>
<b>Net Working Capital (A) - (B)</b>	<b>655.15</b>	<b>697.74</b>	<b>1323.28</b>
<b>Sources of Working Capital</b>			
<b>Internal sources</b>	<b>655.15</b>	<b>697.74</b>	<b>973.28</b>
<b>Issue Proceeds</b>	<b>-</b>	<b>-</b>	<b>350.00</b>

**Basis of Estimation**

(in days)

Particulars	Basis	FY 2017	FY 2018	FY 2019 (Estimated)
Receivables	Debtor Collection Period	82	76	61
Payables (including non fund based limit)	Credit Period	28	28	19



The total working capital requirements for the FY 2017-18 is estimated to be Rs 697.74 lakhs and for the FY 2018-19 is projected to be Rs.1323.28 lakhs. The incremental working capital requirement for the year ended March 31, 2019 will be Rs. 625.54 Lakhs, which will be met through the Net Proceeds to the extent of Rs. 350 Lakhs and the balance portion will be met through Internal Accruals/Share Capital/ Borrowings.

## 2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. 42.44 lakhs for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

## 3. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 35.00 Lakh.

*(Rs. In Lakh)*

Expenses	Expenses (Rs. in Lakh)	Expenses(% of total Issue expenses)	Expenses(% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers etc.	22.00	62.86	5.15
Regulatory fees and Other Expenses	8.00	22.86	1.87
Marketing and Advertising Expenses	5.00	14.29	1.17
<b>Total estimated Issue expenses</b>	<b>35.00</b>	<b>100.00</b>	<b>8.19</b>

## MEANS OF FINANCE

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. 350 lakhs and internal accruals as provided for below:

*(Rs. in Lakh)*

Particulars	Amount Required	IPO Proceeds	Internal Accruals
Working Capital Requirements of the Company	1323.28	350.00	973.28

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



### APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

### SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(Rs. in Lakh)

S. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2018-19)
1.	Working Capital Requirement	350.00	350.00
2.	General Corporate Purpose	42.44	42.44
3.	Issue Expenses	35.00	35.00
Total		<b>427.44</b>	<b>427.44</b>

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

### DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated September 05, 2018 from M/s. SANMARKS & Associates, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 6.25 Lakh. Details of the deployment of funds as on September 05 2018, as per the certificate are as follows:

(Rs. in Lakh)

Particulars	Total Funds required	Amount incurred till June 05, 2018	Source of Fund	Balance deployment during FY 2018-19
Working Capital Requirement	350.00	0.00	-	350.00
General Corporate Purpose	42.44	0.00	-	42.44
*Issue Expenses	35.00	6.25	Internal Accruals	28.75
<b>Total</b>	<b>427.44</b>	<b>6.25</b>		<b>421.19</b>

\* M/s SANMARKS & Associates, Chartered Accountants being statutory auditor of the Company have vide certificate dated September 05, 2018, confirmed that as on September 05, 2018 the Company has incurred a sum of Rs.6.25 Lakh towards issue expenses.

### INTERIM USE OF FUNDS

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



### **BRIDGE FINANCING FACILITIES**

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

### **MONITORING UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

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

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

### **VARIATION IN OBJECTS**

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

### **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled 'Our Promoters & Promoters Group' and 'Our Management' as mentioned on page nos. 128 and 114 of this Prospectus.





## **BASIC TERMS OF THE ISSUE**

### **Authority for the Present Issue**

The Issue has been authorized by a resolution of the Board passed at their meeting held on February 26, 2018, and by shareholders through a special resolution passed pursuant to section 62 (1) (c) of the Companies Act, 2013 in the Extra Ordinary General Meeting held on March 20, 2018.

### **Terms of the Issue**

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

### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of the Company including rights in respect of dividend. The allottees in receipt of allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see “Main Provisions of the Articles of Association” on page 263 of this Prospectus.

### **Face Value and Issue Price**

The face value of the Equity Shares is Rs. 10/- each. The Issue Price of Equity Shares is Rs. 26/- per Equity Share and is 2.6 times the face value. At any given point of time there shall be only one denomination for the Equity Shares.

### **Terms of Payment:**

In accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, the minimum application size in terms of number of specified securities shall not be less than Rs. 10,4,000/- (Rupees One Lakh Four Thousand Only) per application.

### **Market Lot and Trading Lot**

The Equity Shares shall be allotted in dematerialized form in terms of provision of the Companies Act 2013, however the applicant shall have the option to get their shares rematerialize. As per the SEBI (ICDR) Regulations, 2009, the trading of the Equity Shares shall only be in dematerialized form for all investors.



### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If our Company does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of Underwriters within sixty days from the date of closure of the issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under applicable provisions of the Companies Act.

Further, in accordance with Regulation 106R of SEBI (ICDR) Regulations, 2009, our Company shall ensure that the number of prospective allottees to whom the Equity shares are allotted will not be less than 50. For further details, please refer to section titled "Terms of the Issue" beginning on page no. 200 of the Prospectus.



## BASIS FOR ISSUE PRICE

The Issue Price of Rs. 26 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 26 per Equity Share and is 2.6 times the face value.

### QUALITATIVE FACTORS

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

- Proven track record in the metal trading business;
- Strong functional knowledge and expertise across industry sectors;
- Competitive organization providing the best connecting solutions.
- Leveraging the experience of our Promoter;
- Experienced management team and a motivated and efficient work force;

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business*' beginning on page 94 of this Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2015-16, 2016-17 and 2017-18 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20

Year ended	EPS (Rs.)	Weight
March 31, 2016	0.70	1
March 31, 2017	1.23	2
March 31, 2018	2.09	3
<b>Weighted Average</b>	<b>1.57</b>	

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

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 26 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2017-18	12.41
P/E ratio based on Weighted Average EPS	16.52



### 3. Weighted Average Return on Net worth (RoNW) in the last three years are as follows:

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

Year ended	RoNW (%)	Weight
March 31, 2016	4.84	1
March 31, 2017	7.79	2
March 31, 2018	11.74	3
<b>Weighted Average</b>	<b>9.27</b>	

\*Net worth has been computed by aggregating share capital, reserves and surplus and adjusting for revaluation reserves, as per the Company’s restated audited financial statements.

*Note: The weighted average return on Net worth has been computed on the basis of the adjusted profits and losses of the respective years drawn after considering the impact of accounting policy changes and material adjustments/ regroupings pertaining to earlier years.*

### 4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2018 is 10.46%

### 5. Net Asset Value (NAV)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2018	17.84
Net Asset Value per Equity Share after the Issue	20.02
Issue Price per equity share	26.00

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

### 6. Comparison with Industry peers

We are primarily engaged in trading of all types of ferrous and non ferrous metals such as copper wires, ingot, scrap, power cables and other related items used in various electrical and industrial applications.

Currently there are no listed companies in peer group company which are strictly comparable to us with respect to the Industry in which we operate and the size of our company.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs 26 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors on page 13 and Financials of the company as set out in the Financial Statements included in the Prospectus on page 138 to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs 10 per share and the Issue Price is 2.6 times of the face value i.e. Rs 26 per share.



## STATEMENT OF TAX BENEFITS

To,

The Board of Directors  
Rajnandini Metal Limited  
3E/17, B.P., NIT, Faridabad, 121001, India

Dear Sirs,

**Subject: Statement of Possible Special Tax Benefits available to Rajnandini Metal 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 Rajnandini Metal Limited, states the possible special tax benefits available to Rajnandini Metal 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 fulfill.

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 issue 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 Darft 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 SANMARKS & ASSOCIATES,**

**Chartered Accountants**

(Firm Registration No.0003343N)

**Santosh Kumar Agarwal**

**Partner**

Membership No: 091127

Place: Faridabad

Date: 08.06.2018





## **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 COMPANY

### OUR INDUSTRY

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

### OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

#### Global Scenario

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is 0.1 percentage point faster than projected in the fall and ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward by 0.2 percentage point to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

The U.S. tax policy changes are expected to stimulate activity, with the short-term impact in the United States mostly driven by the investment response to the corporate income tax cuts. The effect on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. Due to the temporary nature of some of its provisions, the tax policy package is projected to lower growth for a few years from 2022 onwards. The effects of the package on output in the United States and its trading partners contribute about half of the cumulative revision to global growth over 2018–19.

Risks to the global growth forecast appear broadly balanced in the near term, but remain skewed to the downside over the medium term. On the upside, the cyclical rebound could prove stronger in the near term as the pickup in activity and easier financial conditions in force each other. On the downside, rich asset valuations and very compressed term premiums raise the possibility of a financial market correction, which could dampen growth and confidence. A possible trigger is a faster-than-expected increase in advanced economy core inflation and interest rates as demand accelerates. If global sentiment remains strong and inflation muted, then financial conditions could remain loose into the medium term, leading to a buildup of financial vulnerabilities in advanced and emerging market economies alike. Inward-looking policies, geopolitical tensions, and political uncertainty in some countries also pose downside risks.

The current cyclical upswing provides an ideal opportunity for reforms. Shared priorities across all economies include implementing structural reforms to boost potential output and making growth more inclusive. In an environment of financial market optimism, ensuring financial resilience is imperative. Weak inflation suggests that slack remains in many advanced economies and monetary policy should continue to remain accommodative. However, the improved growth momentum means that fiscal policy should increasingly be designed with an eye on medium-term goals-ensuring fiscal sustainability and bolstering potential output. Multilateral cooperation remains vital for securing the global recovery.



## **Global Growth Forecast to Rise Further in 2018 and 2019**

Global growth for 2017 is now estimated at 3.7 percent, 0.1 percentage point higher than projected in the fall. Upside growth surprises were particularly pronounced in Europe and Asia but broad based, with outturns for both the advanced and the emerging market and developing economy groups exceeding the fall forecasts by 0.1 percentage point.

The stronger momentum experienced in 2017 is expected to carry into 2018 and 2019, with global growth revised up to 3.9 percent for both years (0.2 percentage point higher relative to the fall forecasts).

For the two-year forecast horizon, the upward revisions to the global outlook result mainly from advanced economies, where growth is now expected to exceed 2 percent in 2018 and 2019. This forecast reflects the expectation that favorable global financial conditions and strong sentiment will help maintain the recent acceleration in demand, especially in investment, with a noticeable impact on growth in economies with large exports. In addition, the U.S. tax reform and associated fiscal stimulus are expected to temporarily raise U.S. growth, with favorable demand spillovers for U.S. trading partners—especially Canada and Mexico—during this period. The expected global macroeconomic effects account for around one-half of the cumulative upward revision to the global growth forecast for 2018 and 2019, with a range of uncertainty around this baseline projection.

(Source: <http://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018>)

## **Overview of Indian Economy**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) 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 Organisation (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>)

## **Government Initiatives**

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation



and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors. India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs 3,000 crores (US\$ 460 million) up to March 2020.
- In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs 18,203 crore.
- The Ministry of Power, Government of India has partnered with the Ministry of Skill Development & Entrepreneurship to provide training to the manpower in six states in an effort to speed up the implementation of SAUBHAGYA (Pradhan Mantri Sahaj Bijli Har Ghar Yojna).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- In February 2018, The Union Cabinet Committee has approved setting up of National Urban Housing Fund (NUHF) for Rs 60,000 crore (US\$ 9.3 billion) which will help in raising requisite funds in the next four years.
- The target of an Open Defecation Free (ODF) India will be achieved by October 2, 2019 as adequate funding is available to the Swachh Bharat Mission (Gramin), according to Ms Uma Bharti, Minister of Drinking Water and Sanitation, Government of India.
- The Government of India has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014.
- A total of 15,183 villages have been electrified in India between April 2015-November 2017 and complete electrification of all villages is expected by May 2018, according to Mr Raj Kumar Singh, Minister of State (IC) for Power and New & Renewable Energy, Government of India.
- The Government of India has decided to invest Rs 2.11 trillion (US\$ 32.9 billion) to recapitalise public sector banks over the next two years and Rs 7 trillion (US\$ 109.31 billion) for construction of new roads and highways over the next five years.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- The India-Japan Act East Forum, under which India and Japan will work on development projects in the North-East Region of India will be a milestone for bilateral relations between the two countries, according to Mr Kenji Hiramatsu, Ambassador of Japan to India.
- The Government of India will spend around Rs 1 lakh crore (US\$ 15.62 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).



- The Government of India plans to facilitate partnerships between gram panchayats, private companies and other social organisations, to push for rural development under its 'Mission Antyodaya' and has already selected 50,000 panchayats across the country for the same.
- The Government of India and the Government of Portugal have signed 11 bilateral agreements in areas of outer space, double taxation, and nano technology, among others, which will help in strengthening the economic ties between the two countries.
- India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

### **Road Ahead**

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

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

### **INDUSTRY OVERVIEW**

Copper is a malleable and ductile metallic element that is an excellent conductor of heat and electricity as well as being corrosion resistant and antimicrobial. Copper occurs naturally in the Earth's crust in a variety of forms. It can be found in sulfide deposits (as chalcopyrite, bornite, chalcocite, covellite), in carbonate deposits (as azurite and malachite), in silicate deposits (as chrysocolla and diopside) and as pure "native" copper.

Copper also occurs naturally in humans, animals and plants. Organic life forms have evolved in an environment containing copper. As a nutrient and essential element, copper is vital to maintaining health. Copper and copper-based alloys are used in a variety of applications that are necessary for a reasonable standard of living. Its continued production and use is essential for society's development.

Copper is one of the most recycled of all metals. It is our ability to recycle metals over and over again that makes them a material of choice. Recycled copper (also known as secondary copper) cannot be distinguished from primary copper (copper originating from ores), once reprocessed. Recycling copper extends the efficiency of use of the metal, results in energy savings and contributes to ensuring that we have a sustainable source of metal for future generations.

The demand for copper will continue to be met by the discovery of new deposits, technological improvements, efficient design, and by taking advantage of the renewable nature of copper through reuse and recycling. As well, competition between materials, and supply and demand principles, contribute to ensuring that materials are used efficiently and effectively.

Copper is an important contributor to the national economies of mature, newly developed and developing countries. Mining, processing, recycling and the transformation of metal into a multitude of products creates jobs and generates wealth. These activities contribute to building and maintaining a country's infrastructure, and create trade and investment opportunities.

Copper will continue to contribute to society's development well into the future. Copper makes vital contributions to sustaining and improving society. Copper's chemical, physical and aesthetic properties make it a material of choice in a wide range of domestic, industrial and high technology applications.

Alloyed with other metals, such as zinc (to form brass), aluminum or tin (to form bronzes), or nickel, for example, it can acquire new characteristics for use in highly specialized applications.



Copper's benefits extend beyond mechanical characteristics:

- Copper is **essential to the health** of plants, animal and humans. Deficiencies, as well as excesses, can be detrimental to health.
- **Antimicrobial Properties.** Due to copper's antimicrobial properties, copper and copper alloy products can be used to eliminate pathogens and reduce the spread of diseases.
- **Recycling.** Copper is one of the most recycled of all metals. Virtually all products made from copper can be recycled and recycled copper loses none of its chemical or physical properties.
- **Energy Efficiency.** Copper can improve the efficiency of energy production and distribution systems.

### **Copper Reserves and Resources**

Typically, the future availability of minerals is based on the concept of reserves and resources. Reserves are deposits that have been discovered, evaluated and assessed to be economically profitable to mine. Resources are far bigger and include reserves, discovered deposits that are potentially profitable, and undiscovered deposits that are predicted based on preliminary geological surveys.

According to the United States Geological Survey (USGS), copper reserves currently amount to around 720 million tonnes (Mt) and identified and undiscovered copper resources are estimated to be around 2,100 Mt and 3,500 Mt, respectively. The latter does not take into account the vast amounts of copper found in deep sea nodules and land-based and submarine massive sulphides. Current and future exploration opportunities will lead to increases in both reserves and known resources.

### **How is Copper Produced?**

Primary copper production starts with the extraction of copper-bearing ores. There are three basic ways of copper mining: surface, underground mining and leaching. Open-pit mining is the predominant mining method in the world.

After the ore has been mined, it is crushed and ground followed by a concentration by flotation. The obtained copper concentrates typically contain around 30% of copper, but grades can range from 20 to 40 per cent. In the following smelting process, sometimes preceded by a roasting step, copper is transformed into a "matte" containing 50 to 70% copper. The molten matte is processed in a converter resulting in a so called blister copper of 98.5 to 99.5% copper content. In the next step, the blister copper is fire refined in the traditional process route, or, increasingly, re-melted and cast into anodes for electro-refining. The output of electro-refining is refined copper cathodes, assaying over 99.99% of copper.

Alternatively, in the hydrometallurgical route, copper is extracted from mainly low grade oxide ores and also some sulphide ores, through leaching (solvent extraction) and electrowinning (SX-EW process). The output is the same as through the electro-refining route - refined copper cathodes. ICSG estimates that in 2016, refined copper production from SX-EW represented 16% of total copper refined production. Refined copper production derived from mine production (either from metallurgical treatment of concentrates or SX-EW) is referred to as "primary copper production", as obtainable from a primary raw material source. However, there is another important source of raw material which is scrap. Copper scrap derives from either metals discarded in semis fabrication or finished product manufacturing processes ("new scrap") or obsolete end-of-life products ("old scrap"). Refined copper production attributable to recycled scrap feed is classified as "secondary copper production". Secondary producers use processes similar to those employed for primary production. ICSG estimates that in 2016, at the refinery level, secondary copper refined production reached 17% of total copper refined production.

### **Constraints on Copper Supply**

With copper concentrate in strong demand, there has been growing interest in understanding the obstacles that can prevent copper mine supply from coming onstream. Below are some of the operational and financial

#### **Constraints:**

- Declining ore grades: a serious issue in developed copper areas such as the USA and Chile
- Project finance: prolonged economic and price volatility may have significant impact on cost of capital
- Tax & investment regimes: recent research indicates these are less important than geological endowments



- Other cost issues: lower capital expenditure may have adverse long term effect on copper supply; operating cost escalation
- Water supply: a critical issue in dry mining districts
- Energy: coal is the fuel chosen to power main copper mines and processes climate change may increase costs
- Other environmental issues: governments are becoming more aware of the impact of mining to the surrounding environment in recent years. In countries like Peru and the Philippines, the relationship with indigenous community is also a key factor.
- Resource nationalism: It has become a priority for certain governments to develop their mineral resources that have not been exploited until now. While willing to develop their natural resources, countries might be seeking to extract strong revenue flows from them. It will be important to balance royalty/taxation levels with the need to encourage capital investment to develop their rising industries.
- Sulphuric acid supply and price: 16% cost factor for SX-EW projects
- Skilled labor: open labor markets would help address this constraint
- Labor strikes: tend to increase when refined prices are high and GDP is growing faster, but tend to be longer and less frequent otherwise
- High domestic costs if there is “Dutch disease” (resulting in higher exchange rates due in part to strong exports)
- Rate between imported inputs and domestic input costs affected by the currency strength of the producer
- Political risks: Security and transport accessibility is crucial to mine Operation

Copper products across the value chain are traded internationally. Often, countries where upstream copper production capacity exceeds downstream production capacity will import the raw materials needed to meet their production needs, and vice versa. Major product categories of copper traded internationally include:

- Copper concentrates
- Copper blister and anode
- Copper cathode and ingots
- Copper scrap and
- Copper semis

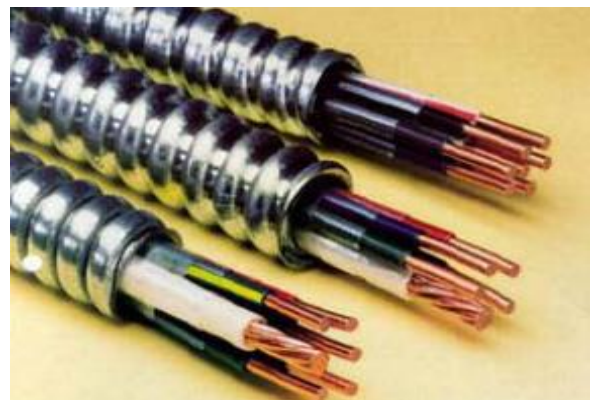
Copper powders and compounds are also traded globally, but typically in much smaller quantities. In addition, copper is contained in end-use products that are traded globally including automobiles, appliances, electronic equipment and other products. Changes in **trade regulations**, such as import duties or export quotas, can have significant impacts on the international trade of copper.

Copper is shipped to fabricators mainly as cathode, wire rod, billet, cake (slab) or ingot. Through extrusion, drawing, rolling, forging, melting, electrolysis or atomization, fabricators form wire, rod, tube, sheet, plate, strip, castings, powder and other shapes. The fabricators of these shapes are called the first users of copper. The total use of copper includes copper scrap that is directly melted by the first users of copper to produce copper semis.

Copper and copper alloy semis can be further transformed by downstream industries for use in end use products such as automobiles, appliances, electronics, and a whole range of other copper-dependent products in order to meet society’s needs. This section provides a range of information about refined copper usage, total use, major uses of copper and enduse.

Copper is the best non precious metal conductor of Electricity as it encounters much less resistance compared with other commonly used metals. It sets the standard to which other conductors are compared.

Copper is also used in power cables, either insulated or un-insulated, for high, medium and low voltage applications. In addition, copper's exceptional strength, ductility and resistance to creeping and corrosion makes it the preferred and safest conductor for commercial and residential building wiring.





Copper is an essential component of **energy efficient** generators, motors, transformers and renewable energy production systems. **Renewable energy** sources such as solar, wind, geothermal, fuel cells and other technologies are all heavily reliant on copper due to its excellent conductivity.

**Copper plays a key role in worldwide information and communications technologies.** HDSL (High Digital Subscriber Line) and ADSL (Asymmetrical Digital Subscriber Line) technology allows for high-speed data transmission, including internet service, through the existing copper infrastructure of ordinary telephone wire.



Copper and brass are the materials of choice for plumbing, taps, valves and fittings. Thanks in part to its aesthetic appeal, copper and its alloys, such as architectural bronze, is used in a variety of settings to build facades, canopies, doors and window frames.

*Images courtesy of the Copper Development Association and the International Copper Association*

### **Copper Recycling**

Copper is among the few materials that do not degrade or lose their chemical or physical properties in the recycling process. Considering this, the existing copper reservoir in use can well be considered a legitimate part of world copper reserves. In the recent decades, an increasing emphasis has been placed on the sustainability of material uses in which the concept of reuse and recycling of metals plays an important role in the material choice and acceptance of products. If appropriately managed, recycling has the potential to extend the use of resources, and to minimize energy use, some emissions, and waste disposal.

In 2015, ICSG estimates that 29% of copper usage came from recycled copper. Some countries' copper requirements greatly depend on recycled copper to meet internal demands. However, recycled copper alone cannot meet society's needs, so we also rely on copper produced from the processing of mineral ores.

### **Key Drivers of the Global Copper Scrap Market**

- Expanding Copper Mine Production and Refined Copper Substitution
- Industrialization and Economic Growth
- Prices
- Copper Scrap Prices and Spreads
- Refined Copper Prices and the Demand for Scrap
- Chinese scrap market developments
- The Shift in Regional Scrap Processing Capacity

*Source: The World Copper Fact book 2017 issued by International Copper Study Group*



## BUSINESS OVERVIEW

Our Company was incorporated as a private limited company namely “Rajnandini Metal Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018.

With our promoter’s experience of over 15 years in the sphere of trading of Scrap of ferrous and non ferrous metal, Copper wires, Copper ingot, Copper rod, Aluminum, Brass, zinc ingot and various other metals, we understand current market trends and demand that has enabled us to cater various industries such as manufacturing units, industries, automobile & engineering industry. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

The Company is in business of trading of scrap of all types of ferrous and Non ferrous Metals such as Copper Wires, ingot scrap, and other related items used in various electrical and industrial applications.

We work as a crucial business interface, networking between manufacturers / processors / yards and consumers / traders across the country. We pursue business based on quality contacts, information and service. We operate as an important intermediary in the Metals Supply Chain whereby we purchase materials such as Annealed/Un-Annealed Copper Wires, Copper Wires, Brass Scrap, Aluminium ingot, Zinc ingot etc. from various suppliers and supply the same to customers in the Metal Business. Our Company’s business model is based on B2B model wherein the Company sells the scrap to the business enterprises who further transform the scrap in to finished product as per their requirements.

Our Product Portfolio offers a diversified product range which includes variety of grades, thickness, widths and standards of all types of ferrous and Non ferrous Metals according to customer specifications. We have been conscious in addressing environmental and safety concerns and our stocking facilities.

### PLACE OF BUSINESS OF THE COMPANY

The Company is in the business of trading of all types of ferrous and Non - ferrous Metals. We operate our trading activities from our registered office and warehouses. Details of which are as following:

S. No.	Place of Business	Location of the property	Storage Capacity (Tonne)
1	Warehouse 1	Shahbad, Daulatpur, Delhi	450
2	Warehouse 2	N.I.T, Faridabad	500
3	Warehouse 3 and Registered office	Libaspur Delhi	650






*Note: For detailed information of above mentioned places of business please refer “Land & Properties” in section “Our Business” on page no. 94 of this Prospectus.*





## OUR PRODUCT LINE

Our product range covers base / primary metals, secondary metals & alloys, minor metals, ferrous-alloys, all ferrous & non-ferrous scraps, recyclable plastic scraps, finished & semi-finished metals and steel products, and alloying additives for smelters and foundries.

<b>COPPER SCRAP</b>	
	<p><b>Mill Berry Copper Wire</b> It consist of clean, untinned, uncoated, unalloyed copper wire and cable, not smaller than No. 16 B &amp; S wire gauge, free of burnt wire which is brittle. Hydraulically briquetted copper subject to agreement</p>
	<p><b>Copper Rod</b> It consists of copper wire rod minimum 99% copper. Copper rod drawing stock produced from electrolytic tough-pitch or oxygen-free coppers and is suitable for further fabrication into electrical conductors. The rod shall be fabricated from copper of such quality and purity.</p>
	<p><b>Copper Birch Cliff</b> It consist of miscellaneous, unalloyed copper scrap having a nominal 96% copper content (minimum 94%) as determined by electrolytic assay. Should be free of the following: Excessively leaded, tinned, soldered copper scrap; brasses and bronzes; excessive oil content,</p>
	<p><b>Copper Candy</b> It consist of clean, unalloyed, uncoated copper clippings, punchings, bus bars, commutators segments, and wire not less than 1/16 of an inch thick, free of burnt wire which is brittle; but may include clean copper tubing</p>
	<p><b>Copper Berry</b> It consist of clean, untinned, uncoated, unalloyed copper wire and cable, not smaller than No. 16 B &amp; S wire gauge, free of burnt wire which is brittle</p>

<b>ALUMINUM SCRAP</b>	
	<p><b>Aluminum ingot</b> It consist of aluminum scrap which has been sweated or melted into a form or shape such as an ingot, sow or slab for convenience in shipping; to be free from corrosion, dross or any non-aluminum inclusions. Should be sold subject to sample or analysis.</p>
	<p><b>Aluminum Tread</b> It consist of clean old alloy aluminum sheet of two or more alloys, free of foil, Venetian blinds, castings, hair wire, screen wire, food or beverage containers, radiators shells, airplane sheet, bottle caps, plastic, dirt, and other non-metallic items. Oil and grease not to total more than 1%. Up to 10% Tale permitted.</p>
	<p><b>Aluminum Taint Tabor</b> It consist of clean old alloy aluminum sheet of two or more alloys, free of foil, Venetian blinds, castings, hair wire, screen wire, food or beverage containers, radiators shells, airplane sheet, bottle caps, plastic, dirt, and other non-metallic items. Oil and grease not to total more than 1%. Up to 10% Tale permitted.</p>
<b>BRASS SCRAP</b>	
	<p><b>Brass Honey</b> It consists of mixed yellow brass solids, including brass castings, rolled brass, rod brass, tubing and miscellaneous yellow brasses, including plated brass. Must be free of manganese-bronze, unsweated radiators or radiator parts, iron, and excessively dirty and corroded materials. Must also be free of any type of munitions including, but not limited to, bullet casings.</p>
	<p><b>Brass Scrap</b> It consist of red brass scrap, valves, machinery bearings and other machinery parts, including miscellaneous castings made of copper, tin, zinc, and/or lead. Shall be free of semi-red brass castings (78% to 81% copper); railroad car boxes and other similar high-lead alloys; cocks and faucets; closed water meters; gates; pot pieces; ingots and burned brass; Aluminium, silicon, and manganese bronzes; iron and non-metallics. No piece to measure more than 12” over any one part or weigh over 100 lbs. Heavier pieces acceptable upon mutual agreement between buyer and seller.</p>



<b>ZINC INGOT</b>	
	<p><b>Zinc ingots</b> Consist of new or unused clean, plated zinc base die castings, free from corrosion.</p>
	<p><b>COPPER INGOT</b> Since we have started trading Copper Ingots, we are in demand for our work. These copper ingots resemble large bricks that are cast from remelted cathode or refined scrap. This product is used in tube mills and is used to operate small melting furnaces. These copper ingots are known for being an excellent conductor of heat. It is mainly used for making ingots for being malleable and ductile.</p>

## **OUR STRENGTHS**

### ***Experienced management and a well trained employee base***

Our management and employee team combines expertise and experience to outline plans for the future development of the company. Mr. Het Ram Sharma, our Promoter and Managing Director has significant industry experience and has been instrumental in the consistent growth of our company. He is supported by an experienced team of professionals. We believe that the knowledge and experience of our promoter and management enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

### ***Existing client relationship***

We believe in constantly addressing the customer needs for variety of our products. Our existing client relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have a strong existing client relationship which generates multiple repeat orders. We believe that our existing relationship with our clients represents a competitive advantage in achieving stable growth, gaining new clients and increasing our business.

### ***Quality Assurance and Standards***

Our Company believes in maintaining the highest quality for our product offerings. We are dedicated towards quality of our products. We adhere to quality standards as prescribed by our customers. We generate repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables us to maintain and enhance our brand image in the market.





### ***Expertise and vast industry experience***

Our Promoters are experienced in our line of business. Also our company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike. A lot of care is taken in choosing the right people for the right job and creating a strong employee base.

### ***Innovative Ideas***

Our Company is focusing on expanding our existing range of products in line with this vision our strategy is to add new products to the existing product range and comes out with new business ideas.

### **PLANT & MACHINERY**

We are not into manufacturing of any type of goods and only do trading of various types ferrous and Non ferrous Metals therefore our Company does not own any plant and machinery/equipments.

### **COLLABORATIONS**

We have not entered into any technical or other collaboration.

### **RAW MATERIAL**

Our Company does not carry any manufacturing activity and only operates in trading business. Therefore no Raw Material is required to be procured for our business operations. But as a trader the Company does procure from various suppliers the stock of the products which it trades, for further details of our products please refer “Our Product” on page no. 95 of this Prospectus.

### **HUMAN RESOURCE**

Our team, committed to offer and supply quality Copper Scrap, Aluminum Scrap, is managed by highly experienced professionals who possess sound experience of industry and undertake all assignments to carry out on time. Our employees are not members of any unions and we have not entered into any collective bargaining agreements with them. We have not experienced any work stoppages or action by or with our employees and we consider our relationship with our employees to be good.

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

<b>Department</b>	<b>Number of Employees</b>
Finance & Accounts	2
Material Handling and Logistics	4
Administration	4
Company Secretary & Compliance Officer	1



## FINANCIAL ACHIEVEMENTS OF THE COMPANY

Amount in Rs. Lakhs

Particulars	As on March 31 <sup>st</sup>			
	2018	2017	2016	2015
Share Capital	450.00	450.00	450.00	450.00
Reserves & Surplus	352.89	258.63	203.42	171.79
Net Worth	802.89	708.63	653.42	621.79
Total Income	14115.52	12730.96	13654.76	10983.81
PAT	94.26	55.21	31.62	55.41

## CAPACITY UTILISATION

### Warehouse 1

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
	Storage Capacity (Tonne)	450.00	450.00	450.00
Trading	Utilized Capacity (Tonne)	155.00	190.00	180.00
	% of Utilization	<b>34.44</b>	<b>42.22</b>	<b>40.00</b>

### Warehouse 2

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
	Storage Capacity (Tonne)	500.00	500.00	500.00
Trading	Utilized Capacity (Tonne)	90.00	40.00	60.00
	% of Utilization	<b>18.00</b>	<b>8.00</b>	<b>12.00</b>

### Warehouse 3

Process	Particular	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
	Storage Capacity (Tonne)	650.00	650.00	0
Trading	Utilized Capacity (Tonne)	115.00	25.00	0
	% of Utilization	<b>17.69</b>	<b>3.85</b>	<b>0</b>

## PRODUCT WISE REVENUE BREAKUP

(Rupees in Lakh)

Product	2017-18	%	2016-17	%	2015-16	%	2014-15	%
Copper	12130.60	86.11	8354.25	65.81	8935.91	65.52	8461.49	77.15
Brass	1810.83	12.85	3868.12	30.47	2407.36	17.65	1846.59	16.84
Aluminium	0.00	0.00	60.35	0.48	2201.12	16.14	481.21	4.39
Nickel	0.00	0.00	318.45	2.51	0.00	0.00	0.00	0.00
Zinc	124.24	0.88	85.23	0.67	85.87	0.63	46.26	0.42
Dust	0.00	0.00	0.23	0.00	0.34	0.00	0.00	0.00
Steel	0.00	0.00	0.00	0.00	1.12	0.01	132.41	1.21
Iron	0.00	0.00	3.97	0.03	1.75	0.01	0.00	0.00
Plastic	21.75	0.15	4.75	0.04	5.05	0.04	0.00	0.00
<b>Total</b>	<b>14087.42</b>	<b>100.00</b>	<b>12695.35</b>	<b>100.00</b>	<b>13638.52</b>	<b>100.00</b>	<b>10967.96</b>	<b>100.00</b>



## GEOGRAPHICAL BREAKUP

(Rupees in Lakh)

State	2017-18	%	2016-17	%	2015-16	%
Delhi	69.28	0.49	77.22	0.61	1,078.00	7.90
Gujarat	22.65	0.16	973.89	7.67	925.34	6.78
Gurgaon	0.00	0.00	0.00	0.00	175.12	1.28
Haryana	13,648.41	96.88	11,243.17	88.56	10,841.57	79.49
Himachal Pradesh	35.63	0.25	0.00	0.00	0.00	0.00
Madhya Pradesh	0.00	0.00	0.00	0.00	111.23	0.82
Mumbai	0.00	0.00	0.00	0.00	30.72	0.23
Punjab	0.00	0.00	91.69	0.72	73.71	0.54
Rajasthan	130.05	0.92	0.00	0.00	71.60	0.53
Uttar Pradesh	181.41	1.29	309.35	2.44	331.23	2.43
<b>Total</b>	<b>14,087.42</b>	<b>100.00</b>	<b>12,695.35</b>	<b>100.00</b>	<b>13,638.52</b>	<b>100.00</b>

## List of Top Ten Customers

(Rupees in Lakh)

Name	2017-18	%	2016-17	%	2015-16	%
A.N. Enterprises	770.23	5.47	145.28	1.14	0.00	0.00
Arcotech Ltd.	2485.65	17.64	1683.75	13.26	893.73	6.55
Astor Mercantile Pvt. Ltd.	1525.43	10.83	0.00	0.00	0.00	0.00
B.L Foundry Pvt. Ltd.	0.00	0.00	0.00	0.00	1032.05	7.57
Bharat Metal Industries	0.00	0.00	34.54	0.27	0.00	0.00
Consolidated Coin Co. Pvt. Ltd.	428.43	3.04	0.00	0.00	954.53	7.00
Gupta Metal Sheets Ltd	4071.66	28.90	7129.68	56.16	6370.95	46.71
Haryana Metal Traders	1678.02	11.91	33.22	0.26	0.00	0.00
HMS Metal Pvt. Ltd.	408.83	2.90	0.00	0.00	834.88	6.12
Kamal Industry	603.51	4.28	0.00	0.00	0.00	0.00
Luxmi Trading & Manufacturing Co.	0.00	0.00	225.30	1.77	0.00	0.00
Nihon Sales Pvt. Ltd.	1118.27	7.94	1879.53	14.80	1069.62	7.84
Skyward Rolling & Alloys Ltd	0.00	0.00	0.00	0.00	691.44	5.07
Super Auto (India) Limited	0.00	0.00	0.00	0.00	267.67	1.96
T.R Industries	0.00	0.00	232.91	1.83	0.00	0.00
Trinetra Aluminium Alloys	0.00	0.00	0.00	0.00	151.21	1.11
V.K Enterprises	0.00	0.00	67.34	0.53	0.00	0.00
Wyan Industries Pvt Ltd	322.49	2.29	777.80	6.13	264.49	1.94
<b>Total Sale to Top 10 Customers During FY</b>	<b>13412.53</b>	<b>95.21</b>	<b>12209.34</b>	<b>96.17</b>	<b>12530.57</b>	<b>91.88</b>
<b>Total Sale During FY</b>	<b>14087.42</b>	<b>100.00</b>	<b>12695.36</b>	<b>100.00</b>	<b>13638.52</b>	<b>100.00</b>

## COMPETITION

The Industry in which we operate is unorganized and fragmented with many small and medium-sized companies. Copper industry being a global industry, we face competition from various domestic and international players. We compete with other traders on the basis of service quality, price and reliability. We believe that the scale and scope of our operations allow us to meet our customers' requirements better than the smaller traders. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors.



## OUR BUSINESS STRATEGY

We intend to continue to provide high quality products to our clients and grow our business by leveraging our strengths and implementing the following strategies:

- **Enhance customer base by entering new geographies**  
We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products. Enhancing our presence in additional regions will enable us to reach out to a larger market. Further, our Company believes in maintaining long term relationships with our customers. We aim to achieve this by maintaining the high quality, timely delivery, competitive pricing and reliability of our products.
- **Leveraging our Market skills and Relationships**  
This is a continuous process in our organization. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by increasing the product & geographical base, maintaining our client relationship and renewing our relationship with existing buyers.
- **Focus on quality**  
Our Company intends to focus on adhering to the quality of our offerings. This is necessary so as to make sure that we maintain the high quality standards for our offerings and get repeat orders from our customers. This will also aid us in enhancing our brand value and further increase the business.

## MARKETING

We have some reputed companies in this industry as our customers. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large sales potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

## INSURANCE

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



**Following are the insurance policies taken by us:**

S. No	Name of the Insurance Company	Type of Policy	Validity Period	Description	Policy No.
1.	Universal Somp General Insurance Co. Ltd.	Burglary	May 24, 2019	3E/17, B.P. N.I.T Faridabad, Haryana-121001	2913/58524706/00/000
2.	Universal Somp General Insurance Co. Ltd.	Standard Fire and Special Perils	May 24, 2019	3E/17, B.P. N.I.T Faridabad, Haryana-121001	2114/58524708/00/000
3.	Universal Somp General Insurance Co. Ltd.	Burglary	May 24, 2019	Plot No 75, Khasra No. 44/23, Shahbad, Daulatpur, Delhi-110042 30/14, Gali No. 4 Libaspur Delhi-110042	2913/58524707/00/000
4.	Universal Somp General Insurance Co. Ltd.	Standard Fire and Special Perils	May 24, 2019	Plot No 75, Khasra No. 44/23, Shahbad, Daulatpur, Delhi-110042 30/14, Gali No. 4 Libaspur Delhi-110042	2114/58524709/00/000
5.	Bajaj Allianz General Insurance Company Limited	Motor Insurance	May 10, 2019	Vehicle –BMW520D Vehicle No:HR51BJ0405	OG-19-1128-1801-00000149
6.	TATA AIG General Insurance Company Limited	Motor Insurance	June 06, 2019	Vehicle –Mahindra Bolero Vehicle No: HR51AT9523	0158378593 00
7.	TATA AIG General Insurance Company Limited	Motor Insurance	June 06, 2019	Vehicle – NISSAN MICRA Vehicle No: HR51AN5797	0158378424 00
8.	IFCO TOKIO General Insurance	Motor Insurance	April 06, 2019	Vehicle –Bajaj Platina 100CC Vehicle No: HR51AR5530	1-QBC65XY-M0470441
9.	Kotak Mahindra General Insurance company Limited	Motor Insurance	July 01, 2018	Vehicle –Hyundai VERNA Vehicle No: HR51AN0805	1001489800
10.	TATA AIG General Insurance Company Limited	Motor Insurance	February 23, 2019	Vehicle –Mahindra XUV 500 W8 Vehicle No: HR51AR1798	0157972066 00



## LAND & PROPERTIES

The following table sets for the properties owned by us:


S. No	Location of the Property	Document and Date	Seller	Purchase Consideration (in Rs.)	Activity
1.	Plot No. 344 Sector 3, Phase-II, Industrial Model Township Bawal , Rewari	Letter of Allotment dated March 16, 2018	Haryana State Industrial and Infrastructure Development Corporation limited	5,67,00,000/-	Commercial

The following table sets the properties taken on lease / rent by us:

S. No.	Location of the property	Document and Date	Licensor / Lessor	Rent / License Fees (In Rs.)	Lease / License period		Activity
					From	To	
1.	Plot no. 3E/17, B.P, N.I.T, Faridabad	Agreement dated April 04, 2018	Smt. Mithlesh Sharma	Rs.1,50,000/- p.m.	April 04, 2018	February 03,2019	Registered Office and Warehouse 1
2.	Plot No 75, Khasra No. 44/23, Shahbad, Daulatpur,Delhi-110042	Rent Agreement dated April 06, 2018	Mr. Ravi Sharma s/o Mr. B.M.Sharma and R/o C-258, Sector-18, Rohini, Delhi	Rs. 10,000/- p.m	April 06, 2018	February 05,2019	Warehouse 3
3	30/14, Gali No. 4 Libaspur Delhi-110042	Agreement dated April 06, 2018	Smt. Bhoori Devi	Rs.11,000/- p.m.	April 01, 2018	January 31,2019	Warehouse 2

## INTELLECTUAL PROPERTY

Our Company has applied for the following registrations under the Trade Mark Act 1999 and Trade Mark Rules 2003. The Status of our applications is as under:

S. No	Logo	Date of Application	Application no.	Class	Status
1.		April 05, 2018	3796895	6	Application under Objection



## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Statutory Approvals” beginning on page 183 of this Prospectus.*

### **APPLICABLE LAWS AND REGULATIONS**

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

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

#### **TAX LAWS**

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

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





## **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.

## **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.

## **INTELLECTUAL PROPERTY LAWS**

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

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

## **PROPERTY LAWS**

### **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.

### **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.

### **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.

### **GENERAL LAWS**

#### **INDIAN CONTRACT ACT 1872**

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



## **FEMA REGULATIONS**

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

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

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

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

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

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

### **WORKMEN’S COMPENSATION ACT 1923**

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



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

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

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

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

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

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

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

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



## HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as a private limited company namely “Rajnandini Metal Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Rajnandini Metal Private Limited” to “Rajnandini Metal Limited”. The Company’s Corporate Identification Number is U51109HR2010PLC040255.

### CHANGE OF REGISTERED OFFICE

There is no change in the registered office of our Company. Our registered office is situated at 3E/17 B.P. N.I.T Faridabad Haryana - 121001 India since incorporation

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

Year	Key Events
2010	Company Founded By Mr. Het Ram and Mr. Mohan Sharma on March 18, 2010
2012	Company’s Turnover crossed Rs. 50.00 crores.
2013	Company imported aluminum scrap, copper aluminum alloy ingots – LM 24, birch cliff, honey brass from Africa
2014	Company achieved the target of turnover above Rs. 100.00 crores
2016	- Company imported Aluminum Scrap Talk from Malaysia and Saudi Arabia. - Company imported Aluminum Scrap Taint/Tabor from TAIWAN.
2018	- Company converted into Public limited i.e from “Rajnandini Metal Private Limited” to “Rajnandini Metal Limited”.

### MAIN OBJECT OF OUR COMPANY

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

1. To carry out the Manufacturing, Trading or otherwise deals in the Steel, Iron, Iron Alloys, casting, various metals, various kind of chemicals, furnace oils, petroleum’s products or other related products etc.
2. To carry on the business as manufacturers, fabricators, contractors, importers, exporters, stockiest, agents, dealers, distributors, smelters, refiners, finishers, buyers or sellers of all kinds and classes of ferrous & non-ferrous metals such as iron and steel, aluminum, tin, nickel, zinc lead, copper, copper continuous rod, brass, silicon scrap and their products & alloys, pipes, wire drawing of any metal and minor metals such as Antimony, cadmium, bismuth, mercury magnesium, chrome metal.



3. To carry on business of all or any kind of iron and steel founders, steel melters, steel makers, steel shapers and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable grey, casting including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel, rounds, nails, tools, all types of hard-ware items, plate makers, wire drawers, tube manufacturers, galvanisers, japaners, re-rollers, annealers, enamellers and electroplaters, and to buy, take on lease or hire, sell, import, export, manufacturers, process, repair, convert let on hire, otherwise deal in such products, raw materials, stores, packing materials, by products and allied commodities, machineries, rolling stock implements, tools, tensils, ground tools and materials.
4. To carry on business of whole sellers, indenting agents, distributor agents for sale, purchase, importers, exporters, traders, suppliers, representatives and commission agents for all kinds of petroleum, petroleum products, chemicals, petro-chemicals and any of their by products.
5. To carry on the business of manufacturers, processors, refiners, smelters, makers, fabricators, converters, finishers, importers, exporters, agents, merchants, buyers, sellers and dealers in all kinds and forms of steel including alloy steels, stainless and special steels, iron, sponge iron and other metals and alloys, and also the business of zinc, ironmasters, steel and metal converters, ferrous-alloy manufacturers, miners, smelters, and engineers in all their respective branches, and to search for, get work, raise, take on lease, make merchantable, manufacture, process, buy, sell and otherwise deal in iron steel and other metals, iron ores, coals, minerals and mineral substances, alloys, and metal scrap of all kinds.

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

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

<b>Details of Shareholders Approval</b>	<b>Type of General Meeting</b>	<b>Amendments</b>
November 15, 2010	EGM	Our Initial Authorized Capital Rs. 2,00,000 consist 20,000 Equity Shares face value of Rs. 10 Each was increased to Rs. 2,50,00,000 consist of 25,00,000 Equity Shares face value of Rs. 10 Each
April 01, 2011	EGM	Authorized Capital of Rs. 2,50,00,000 consist of 25,00,000 Equity Shares face value of Rs. 10 Each was increased to Rs. 2,75,00,000 consist of 27,50,000 Equity Shares face value of Rs. 10 Each.
November 01, 2012	EGM	Authorized Capital of Rs. 2,75,00,000 consist of 27,50,000 Equity Shares face value of Rs. 10 Each was increased to Rs 4,50,00,000 consist of 45,00,000 Equity Shares face value of Rs. 10 Each
March 01, 2018	EGM	Authorized Capital of Rs 4,50,00,000 consist of 45,00,000 Equity Shares face value of Rs. 10 Each was increased to Rs. 5,00,00,000 consist of 50,00,000 Equity Shares face value of Rs.





		10 Each
March 01, 2018	EGM	Converted From Private Limited Into Public Limited Company i.e from Rajnandini Metal Private Limited t.o Rajnandini Metal Limited
March 20, 2018	EGM	Authorized Capital of Rs. 5,00,00,000 consist of 50,00,000 Equity Shares face value of Rs. 10 Each was increased to Rs.6,50,00,000 consist of 65,00,000 Equity Shares face value of Rs. 10 Each

## **DETAILS OF BUSINESS OF OUR COMPANY**

For details on the description of our company's activity , business model, marketing strategy, strength, completion of business, please see our “ ‘Business’ , ‘Management Discussion and Analysis of Financial Conditions’ and Basis For Issue Price ” on page 94, 169 and 82 respectively.

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

For details in relation to our capital raising activity through equity, please refer to the chapter titled “Capital Structure” beginning on page 57 of the Prospectus.

For a description of our company's Debt facility, see, “Financial Indebtedness” on page 177 of the Prospectus

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

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

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

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

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

## **LOCK-OUT OR STRIKES**

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

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

There has been no change in business activities of our company during last five (5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in Chapter titled “Management Discussion





and Analysis of Financial Conditions & Result of Operations” beginning on page 169 of the Prospectus.

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

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

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

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

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

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

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

There are no Merger, Amalgamation etc. with respect to our Company and we have not acquired an business undertaking in last five years.

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

Our Company has seven shareholders as on date of the Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “Capital Structure” beginning on page 57 of the Prospectus.

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

For details of Change of management, please see chapter titled “Our Business” and “Our History and certain corporate matters” on page 94 and 109 respectively of the Prospectus.

#### **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non- recurring items of income, refer to section titled “Financial Statements” beginning on page 138 of this Prospectus.

#### **SHAREHOLDER AGREEMENT**

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

#### **COLLABORATION AGREEMENT**

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



## **OTHER AGREEMENTS**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement March 20, 2018 with Managing Director for his appointment as on the date of filing of this Prospectus.

## **RESTRICTIVE COVENANTS IN LOAN AGREEMENTS**

Our Company has taken Credit facilities from Karnataka Bank Limited (“Bank”) vide Sanction letter Ref no. MDS/LCFD/1/18-19 21-04-2018 dated April 04, 2018. The Bank has issued us “No Objection Certificate” in relation to our IPO vide letter dated June 02, 2018.

## **STRATEGIC / FINANCIAL PARTNERS**

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



## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association, our Company cannot have less than 3 Directors and more than 15 directors. Presently, Our Company has 4 (Four) directors on our Board out of which 2 (Two) is Executive Director, 2 (Two) are Non-Executive Independent Directors they are:

S.N	Name	DIN	Category	Designation
1.	Mr. Het Ram	02925990	Executive	Managing Director
2.	Mrs. Mithlesh Sharma	06810394	Executive	Non Independent Director
3.	Mr. Surender Sharma	08074623	Non Executive	Independent Director
4.	Mr. Shiv Kumar	08139268	Non Executive	Independent Director

The following table sets forth the details regarding the Board of Directors as on the date of filing of this Prospectus.

S.N.	Particulars	Details
1.	Name	Mr. Het Ram
	Father's Name	Sh. Atma Ram Sharma
	Address	H. No. 307, Sector 21C, Faridabad, Haryana 121012
	Age	38
	Designation	Managing Director
	Status	Executive and Non Independent
	DIN	02925990
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts
	No. of Years of Experience	15 years
	Date of Appointment & Term	Initial: Appointed as First Director of the Company on 18-03-2010 Present: Appointed as Managing Director w.e.f. 20-03-2018 Term: 5 Year from the date appointment
Directorship in other Companies	Loveni Marketing & Advertising Private Limited	
2.	Name	Mrs. Mithlesh Sharma
	Father's Name	Sh. Raj Kumar Sharma
	Address	H. No. 307, Sector 21C, Faridabad, Haryana 121002
	Age	40
	Designation	Director
	Status	Executive and Non Independent
	DIN	06810394
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts
	No. of Years of Experience	7 years
	Date of Appointment & Term	Initial: Appointed as Professional Director of the Company on 01-04-2016 Present: Executive Non Independent Director Term: Retire by rotation
Directorship in other Companies	Loveni Marketing & Advertising Private Limited	
3.	Name	Mr. Surrender Sharma
	Father's Name	Sh. Dayaram Sharma
	Address	H. No 129/35 Jawahar Colony N.I.T, Faridabad, Haryana -121001



	Age	44
	Designation	Director
	Status	Non Executive Independent
	DIN	08074623
	Occupation	Business
	Nationality	Indian
	Qualification	Diploma in Business Administration (Finance) and MBA
	No. of Years of Experience	15 Years
	Date of Appointment & Term	Present: Appointed as the Director w.e.f from 26-02-2018 Term: 5 years
	Directorship in other Companies	NIL
4.	Name	Mr. Shiv Kumar
	Father's Name	Sh. Ram Singh
	Address	Village Prahladpur, Digh (56) Faridabad, Haryana -121004
	Age	38
	Designation	Director
	Status	Non Executive Independent
	DIN	08139268
	Occupation	Business
	Nationality	Indian
	Qualification	Business of Commerce from Magadh University
	No. of Years of Experience	10 years
	Date of Appointment & Term	Appointed as the Director w.e.f from 22-05-2018 Term: 5 years
	Directorship in other Companies	NIL

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

#### **Mr. Het Ram (Promoter and Managing Director)**

Mr. Het Ram, aged 38 years, is the Promoter & Managing Director of our Company. He has done Bachelor of Arts from Kurukshetra University. He has a rich experience of 15 years in the business field and is running our company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. He has a power track record through his leadership vision and understanding of legal, regulatory, information security and compliance requirements of the industries. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment, building and maintaining strong and effective relationship with customers and suppliers and handling operational issues. The Gross Compensation paid to him during Fiscal Year 2017-18 as remuneration was Rs. 24,00,000/- p.a.

#### **Mrs. Mithlesh Sharma (Promoter and Executive Director)**

Mrs. Mithlesh Sharma, aged 40 years, is the Promoter & Director of Our Company. She has done Bachelor of Arts from Kurukshetra University. She has pioneered the needs in various fields of the industry. She is an expert in human relations and has hired, trained and managed internal staff. She has planned and directed the strategies, development of advertising campaign, creative development for the company. The Gross Compensation paid to her during Fiscal Year 2017-18 as remuneration was Rs.6,00,000/- p.a.



**Mr. Surender Sharma (Non Executive Independent Director)**

Mr. Surender Sharma, aged 44 years, is the Independent Director of our Company. He has done Diploma in Business Administration (Finance) from National Institute of Management, Maharashtra and MBA (Finance and operations Management) from National Institute of Management, Maharashtra. He has wide experience and knowledge of operation and finance. No Compensation was paid to him during Fiscal Year 2017-18.

**Ms. Shiv Kumar (Non Executive Independent Director)**

Mr. Shiv Kumar, aged 38 years, is the Independent Director of our Company. He has done business of commerce from Magadh University. He has wide experience and knowledge of operations and administration. His long professional career gives guidance to the company in achieving targets in a dynamic and complex business environment. No Compensation was paid to him during Fiscal Year 2017-18.

**As on the date of the Prospectus;**

- A. None of the above mentioned Directors are on the RBI List of wilful defaulters.
- B. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Prospectus.
- E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- F. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

**Details of current and past directorship(s) of the above Directors in listed companies whose shares have been / were suspended from being traded on the BSE Limited/National Stock Exchange of India Ltd.**

Nil

**Details of current and past directorship(s) of the above Directors in listed companies which have been/ were delisted from the stock exchange(s)**

Nil



**Nature of any family relationship between any of the Directors:**

None of the Directors of the Company are related to each other as per Section 2 (77) of the Companies Act, 2013 except as stated below:

<b>Director</b>	<b>Other Director</b>	<b>Relationship</b>
Het Ram	Mithlesh Sharma	Mithlesh Sharma is Wife of Het Ram

**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors was selected as a director or member of senior management. - Nil**

**Service Contracts**

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as Managing Director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

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

**Borrowing Powers of the Board of Directors**

Our Company has passed a resolution in the Extra Ordinary General Meeting of our Company held on March 20, 2018 consent of the members of our Company was accorded to the Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 100 Crores (Rupees hundred Crore only).

**Compensation of Managing Director/Whole Time Director and Executive Directors**

<b>Name</b>	Mr. Het Ram
<b>Designation</b>	Promoter and Managing Director
<b>Date of Appointment</b>	March 20, 2018
<b>Period</b>	5 Years
<b>Salary</b>	Rs. 24,00,000/- Per Annum
<b>Perquisite/Benefits</b>	Re-imburement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Promoter and Managing Director.





<b>Name</b>	Mrs. Mithlesh Sharma
<b>Designation</b>	Executive Director, Non Independent
<b>Date of Appointment</b>	April 01, 2016
<b>Period</b>	As per Companies Act, 2013
<b>Salary</b>	Rs. 6,00,000/- Per Annum
<b>Perquisite/Benefits</b>	Re-imbursment of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Executive Director.

*Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.*

### Shareholding of the Directors

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Prospectus

S.No	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Shares Capital	% of Post Issue Equity Shares Capital
1.	Mr. Het Ram	24,97,440	55.50	40.65
2.	Mrs. Mithlesh Sharma	20,02,060	44.49	32.58
3.	Mr. Surender Sharma	0	0.00	0.00
4.	Mr. Shiv Kumar	0	0.00	0.00

### Qualification Shares required to be held by Directors

Directors are not required to hold any qualification shares.

### Interest of Directors

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

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

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



Except as stated in the chapter “Our Management” and ‘Related Party Transactions’ beginning on page 114 and 136 respectively of this Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

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

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

### **PROPERTY INTEREST**

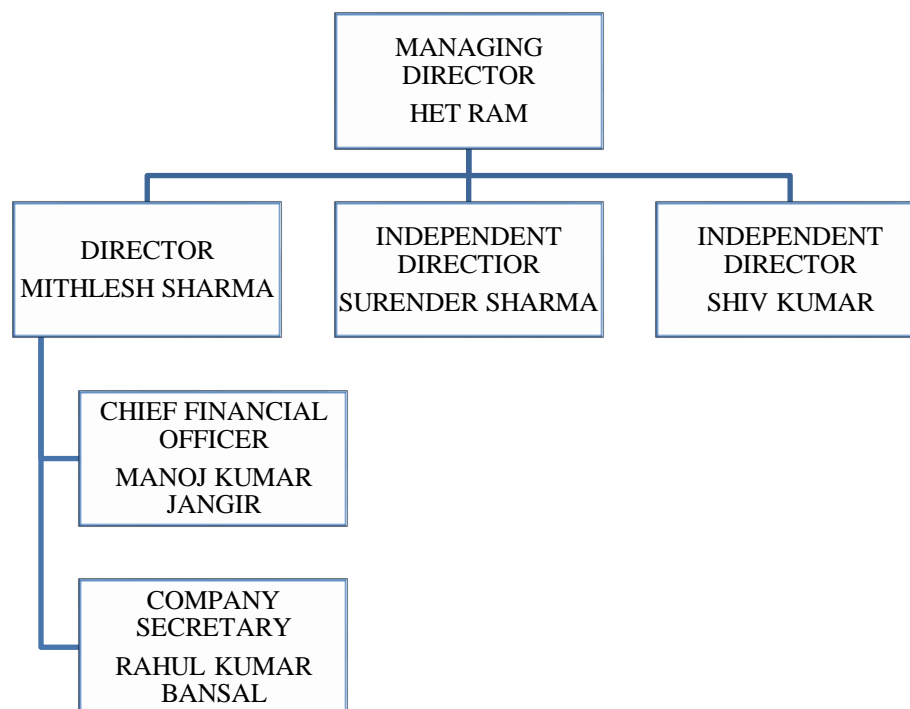
Except as stated/referred to in the heading titled “Land & Properties” in “Our Business” beginning on page 94 of this Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

### **Changes in the Board of Directors in the last 3 years**

<b>Name</b>	<b>Date of Event</b>	<b>Nature of Event</b>	<b>Reason</b>
Mr. Het Ram	March 20, 2018	Change in Designation	Appointed as Managing Director
Mr. Surender Sharma	February 26, 2018	Appointment	Appointment as Non-Executive Independent Director
Mr. Shiv Kumar	May 22, 2018	Appointment	Appointment as Non-Executive Independent Director
Mr. Manoj Kumar Jangir	February 22, 2018	Cessation	Resignation
Mrs. Mitlesh Sharma	September 30, 2016	Change in Designation	Professional Director to Promoter Director



## Management Organisation Structure



## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

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

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



## Composition of Board of Directors

In compliance with the requirements of Companies Act, 2013, presently, Our Company has 4 (Four) directors on our Board out of which 2 (two) are Executive Director, 2 (two) are Non-Executive Directors which are Independent Directors.

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

S.No.	Name	DIN	Executive/ Non Executive	Designation
1.	Mr. Het Ram	02925990	Executive	Managing Director, Promoter
2.	Mrs. Mithlesh Sharma	06810394	Executive	Non Independent Director
3.	Mr. Surender Sharma	08074623	Non Executive	Independent Director
4.	Mr. Shiv Kumar	08139268	Non Executive	Independent Director

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

- A. Audit Committee
- B. Stakeholders' Relationship Committee
- C. Nomination and Remuneration Committee

### (A) AUDIT COMMITTEE

Our Company has constituted an Audit Committee ("Audit Committee"), as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of Board of Directors held on May 22, 2018.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises of three directors. Mr. Surender Sharma is the Chairman of the Audit Committee.

Name of Director	Designation of Committee	Nature of Directorship
Mr. Surender Sharma	Chairman	Independent Director
Mr. Shiv Kumar	Member	Independent Director
Mrs. Mithlesh Sharma	Member	Director

The Company Secretary of the Company shall be the Secretary of the committee.

### Role of the audit committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the Annual Financial Statements before submission to the



board for approval, with particular reference to:

5. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act.(Section 136 of the Companies Act 2013)
6. Changes, if any, in accounting policies and practices and reasons for the same.
7. Major accounting entries involving estimates based on the exercise of judgment by management.
8. Significant adjustments made in the financial statements arising out of audit findings.
9. Compliance with listing and other legal requirements relating to financial statements.
10. Disclosure of any related party transactions.
11. Qualifications in the draft audit report.
12. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
13. 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.
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
15. 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.
16. Discussion with internal auditors on any significant findings and follow up thereon.
17. 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.
18. 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.
19. 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.
20. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
21. 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.
22. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

**The audit committee shall mandatorily review the following information:**

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



### **Powers**

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

### **(B) STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Our Company has constituted a Stakeholders Relationship Committee to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on May 22, 2018.

#### **Composition of Stakeholders Relationship Committee:**

<b>Name of Director</b>	<b>Designation of Committee</b>	<b>Nature of Directorship</b>
Mr. Surender Sharma	Chairman	Independent Director
Mrs. Mithlesh Sharma	Member	Director
Mr. Het Ram	Member	Managing Director

Our Company Secretary is the Secretary to the Stakeholders' Relationship Committee.

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholder Relationships Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### **(C) NOMINATION AND REMUNERATION COMMITTEE**

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on May 22, 2018. The said committee is comprised as under:

#### **Composition of Nomination and Remuneration Committee:**

<b>Name of Director</b>	<b>Designation of Committee</b>	<b>Nature of Directorship</b>
Mr. Surender Sharma	Chairman	Independent Director
Mr. Shiv Kumar	Member	Independent Director
Mrs. Mithlesh Sharma	Member	Director





The Company Secretary of the Company shall be the Secretary of the committee.

**Role of Remuneration Committee are:**

1. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package(i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
2. To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;
3. Such other matters as may from time to time are required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

**Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the stock exchange.

Mr. Rahul Kumar Bansal Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

**Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of NSE.

**Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Mr. Rahul Kumar Bansal, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

**Key Management Personnel**

Our Company is supported by a well-laid team of experts and professionals having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:



<b>Name</b>	: <b>Het Ram</b>
<b>Designation</b>	: Promoter & Managing Director
<b>Date of Appointment</b>	: March 18, 2010
<b>Qualification</b>	: Bachelor of Arts
<b>Previous Employment</b>	: Not Applicable
<b>Overall Experience</b>	: Mr. Het Ram, aged 38 years, is the Promoter & Managing Director of our Company. He has done Bachelor of Arts from Kurukshetra University. He has a rich experience of 15 years in the business field and is running our company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. He has a power track record through his leadership vision and understanding of legal, regulatory, information security and compliance requirements of the industries. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment, building and maintaining strong and effective relationship with customers and suppliers and handling operational issues. The Gross Compensation paid to him during Fiscal Year 2017-18 as remuneration was Rs. 24,00,000/- p.a.
<b>Name</b>	: <b>Manoj Kumar Jangir</b>
<b>Designation</b>	: Chief Financial Officer
<b>Date of Appointment</b>	: February 26, 2018
<b>Qualification</b>	: Bachelor of Arts
<b>Previous Employment</b>	: M/s S.K. Enterprises
<b>Overall Experience</b>	: Mr. Manoj Kumar Jangir 39, aged, is the Chief Financial officer of Our Company. He has vast experience of over 15 years in finance, audit and accounts. He was appointed before as Senior Account Executive since incorporation and considering his experience, he has promoted as Chief Financial Officer of our Company w.e.f. February 26, 2018. Over the last 8 years, he has working in diverse areas of finance, accounting and operational management. He takes overall care of the financial attributes of the company. The Gross Compensation paid to him during Fiscal Year 2017-18 as remuneration was Rs. 4,60,000/- p.a.
<b>Name</b>	: <b>Rahul Kumar Bansal</b>
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Date of Appointment</b>	: March 26, 2018
<b>Qualification</b>	: Company Secretary
<b>Previous Employment</b>	: M/s Pankaj Mittal & Associates
<b>Overall Experience</b>	: Mr. Rahul Kumar Bansal aged 30 years, is an Associate Member of The Institute of Company Secretaries of India. He has done BBA from Maharishi Dayanand University, Rohtak. Prior to joining our Company he was associated with M/s Pankaj Mittal & Associates. He has joined our Company as on March 26, 2018 and is working as Company Secretary and Compliance Officer. As he has joined on March 26, 2018 no Compensation paid to him during Fiscal Year 2017-18

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

None of the Key Managerial Personnel of the Company are related to each other as per Section 2 (77) of the Companies Act.



**Notes:**

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments

**Shareholding of Key Managerial Personnel**

Mr. Het Ram holds 24, 97,440 Equity shares of our Company as on the date of this Prospectus.

Mr. Manoj Kumar Jangir holds 100 Equity Shares of our Company as on the date of this Prospectus.

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

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

**Changes in the Key Management Personnel**

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

<b>Name of Managerial Personnel</b>	<b>Designation</b>	<b>Date of Event</b>	<b>Reason</b>
Mr. Het Ram	Managing Director	March 20,2018	Change in Designation From Director to Managing Director
Mr. Manoj Kumar Jangir	Chief Financial Officer	February 26, 2018	Appointment
Mr. Rahul Kumar Bansal	Company Secretary and Compliance Officer	March 26, 2018	Appointment

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

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

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 155 of this Prospectus, no amount or benefit has been paid or given



within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

### **Interests of Key Managerial Personnel**

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration stated above.

### **Employee Stock Option Scheme**

Presently, we do not have any ESOP/ESPS Scheme for employees.



## OUR PROMOTERS AND PROMOTER GROUP

**The Promoters of our Company are:**

S.No.	Name	Category	Shareholding
1.	Mr. Het Ram	Individual Promoter	24,97,440
2.	Ms. Mithlesh Sharma	Individual Promoter	20,02,060

For details of the build-up of our promoters' shareholding in our Company, see section titled "Capital Structure" beginning on page no. 57 of this Prospectus.

**The details of our Individual Promoters are as follows:**

	<p>Mr. Het Ram, aged 38 years, is the Promoter &amp; Managing Director of our Company. He has done Bachelor of Arts from Kurukshetra University. He has a rich experience of 15 years in the business field and is running our company since incorporation. He is a proven influencer &amp; negotiator and has pragmatic approach of getting the required results. He has a power track record through his leadership vision and understanding of legal, regulatory, information security and compliance requirements of the industries. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment, building and maintaining strong and effective relationship with customers and suppliers and handling operational issues. The Gross Compensation paid to him during Fiscal Year 2017-18 as remuneration was Rs. 24,00,000/- p.a.</p>
<b>Mr. Het Ram</b>	
Age	38
PAN	AFVPR5490R
Passport Number	L5792965
Voter Identification No.	Not Available
Aadhar No.	246416458806
Driving License	3382/F/1999
Name of Bank	ICICI Bank Limited
Bank Account Number	102501205628
Educational Qualification	Bachelor of Arts
Present Residential Address	H. No. 307, Sector 21C, Faridabad Haryana 121012
Other Ventures	Loveni Marketing & Advertising Private Limited Het Ram HUF
	<p>Mrs. Mithlesh Sharma, aged 40 years, is the Promoter &amp; Director of Our Company. She has done Bachelor of Arts from Kurukshetra University. She has pioneered the needs in various fields of the industry. She is an expert in human relations and has hired trained and managed internal staff. She has planned and directed the strategies, development of advertising campaign, creative development for the company. s. The Gross Compensation paid to him during Fiscal Year 2107-18 as remuneration was Rs.6,00,000/- p.a.</p>
<b>Mrs. Mithlesh Sharma</b>	
Age	40
PAN	AWJPS1312A
Passport Number	L5437870



Voter Identification No.	Not Available
Aadhar No.	376946490506
Driving License	HR5120160012279
Name of Bank	ICICI Bank
Bank Account Number	102501505641
Educational Qualification	Bachelor of Arts
Present Residential Address	H. No. 307, Sector 21C, Faridabad Haryana 121002
Other Ventures	Loveni Marketing & Advertising Private Limited

### OUR PROMOTER GROUP

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

#### a) Individual Promoter

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

S. N.	Relationship	Mr. Het Ram	Mrs. Mithlesh Sharma
1.	Father	Mr. Atma Ram Sharma	Mr. Raj Kumar Sharma
2.	Mother	Mrs. Raj Bala	Mrs. Raj Kumari Sharma
3.	Spouse	Mrs. Mithlesh Sharma	Mr. Het Ram
4.	Brother	Mr. Mohan Sharma	Mr. Manglesh Sharma Mr. Kapil Sharma
5.	Sister	Mrs. Pushpa Sharma Mrs. Suman Sharma	Mrs. Ritu Sharma
6.	Children	Nandini Sharma Lakshay Sharma	Nandini Sharma Lakshay Sharma
7.	Spouse Father	Sh. Rajkumar Sharma	Sh. Atma Ram Sharma
8.	Spouse Mother	Mr. Raj Kumari Sharma	Smt. Raj Bala
9.	Spouse Brother	Mr. Manglesh Sharma Mr. Kapil Sharma	Mr. Mohan Sharma
10.	Spouse Sister	Mrs. Ritu Sharma	Mrs. Pushpa Sharma Mrs. Suman Sharma

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

Particulars	Entity
Any body corporate in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	Loveni Marketing & Advertising Private Limited
Any body corporate in which a body corporate (mentioned above) holds 10% of the total holding	NIL
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total holding	Het Ram HUF Atma Ram Sharma HUF Haryana Metal Traders





## **OTHER UNDERTAKINGS AND CONFIRMATIONS**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the NSE Emerge Platform, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.

Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters 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.

## **COMMON PURSUITS OF OUR PROMOTERS**

Our Promoter Group entities, Haryana Metal Traders, Het Ram HUF and Atma Ram Sharma HUF are also carrying on activity of trading as our Company.

## **INTEREST OF THE PROMOTERS**

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

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

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

Our Promoters do not have any interest in any property acquired by Our Company in last two years or proposed to be acquired by our Company.

### ***Interest as Member of our Company***

As on the date of this Prospectus, our Promoters and Promoter Group together hold 44, 99,800 Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company our Promoters does not hold any other interest in our Company.

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

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 114, 138and 57, respectively



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

### **CONFIRMATIONS**

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 178 this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

### **RELATED PARTY TRANSACTIONS**

Except as disclosed in the “Related Party Transactions” beginning on page 136 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.



## OUR GROUP ENTITIES

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

### A. Our Promoter Group Companies include:

#### Loveni Marketing & Advertising Private Limited

##### Corporate Information

Loveni Marketing & Advertising Private Limited was originally incorporated on December 01, 2016 under Companies Act, 2013. The registered office of the company is situated at 3E-17, BP, N.I.T, Faridabad Haryana-121002. The Corporate Identification Number is U74999HR2016PTC066531. The company engaged in the business of advertising & publicity agents and contractors and for this purpose sell, sponsor, hire, charter, manage etc and to do all incidental acts and things necessary for the attainment of object under these presents.

##### Board of Directors

The Directors of Loveni Marketing & Advertising Private Limited as on the date of this Prospectus is as follows:

Name	Designation
Mr. Het Ram	Director
Mrs, Mithlesh Sharma	Director

##### Shareholding Pattern

The Shareholding Pattern of Loveni Marketing & Advertising Private Limited as on the date of this Prospectus is as follows:

Name	Number of Shares
Mr. Het Ram	25,000
Mrs, Mithlesh Sharma	25,000
Total	50,000

##### Financial Performance

The Financial Performance of Loveni Marketing & Advertising Private Limited as on the date of this Prospectus is as follows:

(in Rupees)

Particulars	March 31, 2018	March 31, 2017
Equity capital	5,00,000	5,00,000
Reserves and surplus (excluding revaluation)	15,09,312	14,85,294
Total Income	90,09,600	10,18,96,501
Profit/(Loss) after tax	17,721	14,85,293.62
Earnings per share (Rs.) (Basic)	0.35	29.71
Earnings per share (Rs.) (Diluted)	0.35	29.71
Net Worth	20,09,312	19,85,294
Net asset value per share (Rs.)	40.18	39.70



## B. Other Group Entities

The details of our Group entities are provided below:

1. M/s Het Ram HUF
2. M/s Atma Ram Sharma HUF
3. M/s Haryana Metal Traders

### 1. M/s Het Ram HUF

<b>Particulars</b>	HET RAM HUF
<b>Karta</b>	Mr. Het Ram
<b>Brief history and nature of business</b>	The HUF is engaged in Trading in Metals and Scrap
<b>Operational Since</b>	Operational since 28/09/1998
<b>Work Address</b>	H. No. 307, Sector – 21C, Faridabad

M/s Het Ram HUF situated at H. No.307, Sector – 21C, Faridabad. The PAN of M/s Het Ram HUF is AACHH6022F

**Financial Performance of last four years is mentioned below:**

Particulars	For the year Ended			
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Income from Salary	0	0	0	0
Income from house property	0	0	0	0
Income from business and profession	0	1003720	536994	496080
Income from capital gains	0	0	0	0
Income from other sources	1107164	677	1674	845
Total	1107164	1004397	538668	496925
Tax paid /Tax refund	110572	103550	14110	9900

### 2. M/s Atma Ram Sharma HUF

<b>Particulars</b>	Atma Ram Sharma HUF
<b>Karta</b>	Mr. Atma Ram HUF
<b>Brief history and nature of business</b>	The HUF is engaged in Trading in Metals and Scrap
<b>Operational Since</b>	Operational since 12/06/1972
<b>Work Address</b>	H. No. 307, Sector – 21C, Faridabad

M/s Atma Ram Sharma HUF situated at H. No. 307, Sector – 21C, Faridabad. The PAN of M/s Atma Ram Sharma HUF is AAGHA8278L.



**Financial Performance of last four years is mentioned below:**

Particulars	For the year Ended			
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Income from Salary	0	0	0	0
Income from house property	0	0	0	0
Income from business and profession	0	1007811	523848	482019
Income from capital gains	0	0	0	0
Income from other sources	1028772	2626	1788	1303
Total	1028772	1010437	525636	483322
Tax paid /Tax refund	126131	137720	30660	23900

### 3. M/s Haryana Metal Traders

<b>Particulars</b>	Haryana Metal Traders (Proprietorship Firm)
<b>Proprietor</b>	Mr. Atma Ram Sharma
<b>Brief history and nature of business</b>	Engaged in Trading in Metals and Scrap
<b>Work Address</b>	H. No. 307, Sector – 21C, Faridabad

Mr. Atma Ram Sharma is a sole proprietor of M/s Haryana Metal Traders which is situated at H. No.307, Sector - 21C, Faridabad. The PAN of Mr. Atma Ram Sharma is ATUPS1007L.

**Financial Performance of last four years is mentioned below:**

Particulars	For the year Ended			
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Income from Salary	173896	150352	550469	537694
Income from house property	0	0	0	0
Income from business and profession	1953724	1351012	175883	144032
Income from capital gains	0	0	0	0
Income from other sources	8269	0	5670	14259
Total	2135889	1501364	732022	695985
Tax paid	475049	409640	17064	64620

### CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or



any other authorities. None of the group entities have negative net worth as on the date of this Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

### **INTEREST OF OUR GROUP ENTITIES**

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled “Financial Statements” beginning on page 138 of the Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

### **SICK COMPANIES / WINDING UP**

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

### **LITIGATION**

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, ‘Outstanding Litigations and Material Developments’ beginning on page 178 of this Prospectus.

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

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

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

There is no sale purchase between our Company and Group Entities except as mentioned in Annexure XII-Related Party Disclosures under the chapter titled “Financial Statement” beginning on page 138 of this Prospectus.





## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Annexure XII of restated financial statement under the section titled, 'Auditors Report and Financial Information' beginning on page 155 this Prospectus.



## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

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

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.



## SECTION VI AUDITORS REPORT AND FINANCIAL INFORMATION OF OUR COMPANY

To,  
The Board of Directors  
Rajnandini Metal Limited,  
(Formerly known as Rajnandini Metal Pvt. Ltd.)  
3E/17, B.P., NIT  
Faridabad – 121001  
Haryana, India

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Rajnandini Metal Limited (formerly known as Rajnandini Metal Pvt. Ltd.)** (hereinafter referred to as “the Company”) as approved by the Board of Directors of the Company in their meeting on May 22, 2018 prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘SEBI Regulations’), the Guidance Note on ‘Reports in Company’s Prospectus (Revised)’ issued by the Institute of Chartered Accountants of India (‘ICAI’) to the extent applicable (‘Guidance Note’), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated February 24, 2018 in connection with the proposed Initial Public Offer (IPO) of the Company.
2. These Restated Financial Information (included in Annexure I to XIII) have been extracted by the Management of the Company from:
  - (a) The Company’s Audited Financial Statements for the year ended March 31, 2017, 2016, 2015, 2014 and 2013, which have been adopted by the shareholder’s at their meeting held on September 29, 2017, September 30, 2016, September 26, 2015, September 20, 2014 and September 25, 2013 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Information, are the responsibility of the Company’s Management. The Financial Statements of the Company for the year ended March 31, 2017, 2016, 2015, 2014, 2013 have been audited by M/s SANMARKS & Associates and had issued unqualified reports for these years.
  - (b) The Company’s Financial Statements for the year ended March 31, 2018 which have been approved by the Board of Director at their meeting held on May 22, 2018 and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Information, are the responsibility of the Company’s Management. The Financial Statement of the Company for the year ended March 31, 2018 have been audited by M/s SANMARKS & ASSOCIATES and had issued unqualified reports.
3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
  - (i) The Restated Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure – I to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing



in Annexure- IV are after making such adjustments and regrouping/reclassification as in our opinion were appropriate.. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial interim period / years.

- (ii) The Restated Statement of Profit and Loss of the Company for the period ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure – II to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/reclassification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
  - (iii) The Restated Statement of Cash flows of the Company for the year ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure – III (to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/reclassification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Information:
- (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods.
  - (b) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate to; and;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Information and do not contain any qualification requiring adjustments.
5. We have also examined the following Restated Financial Information as set out in the Annexures to this report and forming part of the Restated Financial Information, prepared by the management of the Company and approved by the Board of Directors on May 22, 2018 relating to the company for the period ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013:
- i) Restated Statement of Assets and Liabilities included in Annexure – I;
  - ii) Restated Statement of Profit and Loss included in Annexure – II;
  - iii) Restated Statement of Cash flow from Restated Financial Statement included in Annexure III;
  - iv) Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements as included in Annexure IV.
  - v) Restated Statement of Share Capital included in Annexure V;
  - vi) Restated Statement of Long Term Borrowings included in Annexure VI;
  - vii) Restated Statement of Long Term & Short Term Loans and Advances included in Annexure VII;
  - viii) Restated Statement of Contingent Liabilities, included in Annexure VIII;
  - ix) Restated Statement of Accounting Ratios, included in Annexure IX;
  - x) Restated Statement of Earning Per Share, included in Annexure X;
  - xi) Restated Statement of Capitalisation, included in Annexure XI;
  - xii) Restated Statement of Related Party Transaction, included in Annexure XII;



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

**For SANMARKS & Associates**  
**Chartered Accountants**  
**(Firm's Registration Number: 003343N)**

**Santosh Kumar Agrawal**  
**(Partner)**  
**Membership No. 091127**

**Place: Faridabad**  
**Date: 22/05/2018**



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

(Rs. in Lakhs)

Particulars	Note No.	As at March 31,					
		As At 2018	2017	2016	2015	2014	2013
<b>I Equity and Liabilities</b>							
<b>1 Shareholders' Funds</b>							
(a) Share Capital	2.1	450.00	450.00	450.00	450.00	450.00	450.00
(b) Reserves & Surplus	2.2	352.89	258.63	203.42	171.79	116.38	75.64
(c) Money received against share warrants		-	-	-	-	-	-
		<b>802.89</b>	<b>708.63</b>	<b>653.42</b>	<b>621.79</b>	<b>566.38</b>	<b>525.64</b>
<b>2 Share application money pending allotment</b>		-	-	-	-	-	-
<b>3 Non-Current Liabilities</b>							
(a) Long-term borrowings	2.3	-	15.17	-	-	1.27	8.00
(b) Deferred Tax Liabilities (Net)	2.27	-	0.93	1.02	1.20	2.01	1.49
(c) Other Long Term Liabilities	2.4	-	-	-	-	-	-
(d) Long Term Provisions	2.5	12.87	-	-	-	-	-
		<b>12.87</b>	<b>16.10</b>	<b>1.02</b>	<b>1.20</b>	<b>3.28</b>	<b>9.49</b>
<b>4 Current Liabilities</b>							
(a) Short Term Borrowings	2.6	2,197.56	2,212.60	2,213.42	1,812.45	1,640.06	1,802.69
(b) Trade Payables	2.7	792.14	1,280.21	556.23	851.90	2,088.75	1,414.51
(c) Other current Liabilities	2.8	18.84	18.12	2.43	29.23	274.41	62.25
(d) Short Term Provisions	2.9	13.90	14.96	10.66	-	17.47	16.27
		<b>3,022.44</b>	<b>3,525.89</b>	<b>2,782.74</b>	<b>2,693.58</b>	<b>4,020.69</b>	<b>3,295.72</b>
<b>Total</b>		<b>3,838.20</b>	<b>4,250.62</b>	<b>3,437.18</b>	<b>3,316.57</b>	<b>4,590.35</b>	<b>3,830.85</b>
<b>II Assets</b>							
<b>1 Non-Current Assets</b>							
(a) Fixed Assets							
(i) Tangible Assets	2.10	57.49	69.58	38.43	28.38	41.95	45.25
(ii) Intangible Assets		-	-	-	-	-	-
(iii) Capital Work In Progress		-	-	-	-	-	-
(b) Non - Current Investments	2.11	-	-	-	-	-	-
(c) Long Term Loans and Advances	2.12	56.31	-	0.25	1.10	371.58	288.44
(d) Deferred Tax Assets (Net)	2.27	4.21	-	-	-	-	-
(e) Other Non Current Assets	2.13	-	-	-	-	-	-
		<b>118.02</b>	<b>69.58</b>	<b>38.68</b>	<b>29.48</b>	<b>413.53</b>	<b>333.69</b>
<b>2 Current Assets</b>							
(a) Current investments		-	-	-	-	-	-





(b) Inventories	2.14	517.88	601.09	814.24	855.52	1,542.64	426.44
(c) Trade Receivables	2.15	2,479.98	3,390.78	2,288.37	2,259.54	2,469.25	2,928.43
(d) Cash and Cash Equivalents	2.16	12.87	2.95	10.58	20.73	38.87	6.22
(e) Short-term loans and advances	2.17	555.17	55.46	152.21	26.72	22.77	32.69
(f) Other Current Assets	2.18	154.28	130.76	133.10	124.58	103.27	103.37
		<b>3,720.18</b>	<b>4,181.04</b>	<b>3,398.50</b>	<b>3,287.09</b>	<b>4,176.80</b>	<b>3,497.15</b>
<b>Total</b>		<b>3,838.20</b>	<b>4,250.62</b>	<b>3,437.18</b>	<b>3,316.57</b>	<b>4,590.35</b>	<b>3,830.85</b>

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

(Rs. in Lakhs)

Particulars	Notes No.	For the year ended					
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
<b>I Revenue:</b>							
Revenue from operations (net)	2.19	14,087.42	12,695.36	13,638.52	10,967.96	10,421.05	8,997.18
Other income	2.20	28.10	35.60	16.24	15.85	16.07	13.58
<b>Total revenue</b>		<b>14,115.52</b>	<b>12,730.96</b>	<b>13,654.76</b>	<b>10,983.81</b>	<b>10,437.12</b>	<b>9,010.76</b>
<b>II Expenses:</b>							
Purchases of Stock-in-Trade	2.21	13,555.97	12,039.64	12,853.17	9,884.97	11,114.31	8,527.89
Changes in inventories of Stock in Trade	2.22	83.21	213.15	41.28	687.12	(1,116.20)	84.84
Employee benefit expenses	2.23	56.05	47.16	45.49	28.70	35.02	53.11
Finance costs	2.24	182.01	218.25	212.02	230.70	271.48	207.39
Depreciation and amortization expense	2.10	13.10	12.87	8.39	7.34	5.37	4.73
Other expenses	2.25	84.17	119.81	428.41	84.92	68.40	75.43
<b>Total Expenses</b>		<b>13,974.51</b>	<b>12,650.88</b>	<b>13,588.76</b>	<b>10,923.75</b>	<b>10,378.38</b>	<b>8,953.39</b>
<b>III Profit/(loss) before exceptional, extraordinary items &amp; tax (I-II)</b>		<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
<b>IV Exceptional Items</b>	2.26	-	-	-	-	-	-
<b>V Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>		<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>



<b>VI</b>	<b>Extra-ordinary Items</b>			-	-	-	-	-	-
<b>VII</b>	<b>Profit/(loss) before tax (V-VI)</b>			<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
<b>VIII</b>	<b>Tax expense :</b>								
	(i) Current tax			51.90	24.96	20.65	5.45	17.47	16.27
	(ii) Deferred Tax			(5.15)	(0.09)	(0.17)	(0.80)	0.52	2.03
	(iii) Provision for taxation - Earlier Years			-	-	13.90	-	-	-
<b>IX</b>	<b>Profit/(loss) For the year (VII-VIII)</b>			<b>94.26</b>	<b>55.21</b>	<b>31.62</b>	<b>55.41</b>	<b>40.74</b>	<b>39.07</b>
<b>X</b>	<b>Earning per equity share in Rs.:</b>								
	(1) Basic			<b>2.09</b>	<b>1.23</b>	<b>0.70</b>	<b>1.23</b>	<b>0.91</b>	<b>0.87</b>
	(2) Diluted			<b>2.09</b>	<b>1.23</b>	<b>0.70</b>	<b>1.23</b>	<b>0.91</b>	<b>0.87</b>

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

(Rs. in Lakhs)

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>						
<b>Profit/ (Loss) before tax</b>	<b>141.01</b>	<b>80.08</b>	<b>66.00</b>	<b>60.06</b>	<b>58.74</b>	<b>57.37</b>
Adjustments for:						
Depreciation & amortization	13.10	12.87	8.39	7.34	5.37	4.73
Interest Expense	182.01	218.25	212.02	230.70	271.48	207.39
Loss on Sale of Fixed Assets		0.89				
Deferred Expense w/off						1.48
Interest Received	(3.18)	(18.69)	(10.80)	(10.27)	(9.72)	(5.10)
<b>Operating profit before working capital changes</b>	<b>332.94</b>	<b>293.40</b>	<b>275.61</b>	<b>287.83</b>	<b>325.87</b>	<b>265.87</b>
Movements in working capital :						
Increase/(decrease) in trade payables	(488.38)	724.29	(295.67)	(1,236.85)	650.84	546.10



Increase/(decrease) in current assets, loans and advances		(607.53)	99.34	(137.72)	339.78	(73.13)	(343.55)
Increase/(decrease) in other liabilities		39.39	5.97	(10.32)	5.88	8.07	2.75
Decrease/(increase) in trade receivable		910.81	(1,102.41)	(28.82)	209.70	459.18	(813.51)
Decrease/(increase) in inventories		83.21	213.14	41.28	687.13	(1,116.20)	84.84
					-		
<b>Cash generated/used from operations</b>		<b>270.44</b>	<b>233.73</b>	<b>(155.64)</b>	<b>293.47</b>	<b>254.63</b>	<b>(257.50)</b>
Income tax Refund/ (paid) during the year		51.90	24.96	34.55	5.45	17.47	16.27
<b>Net cash from operating activities</b>	<b>A</b>	<b>218.54</b>	<b>208.77</b>	<b>(190.19)</b>	<b>288.02</b>	<b>237.16</b>	<b>(273.77)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>							
Purchase of Fixed assets		(1.02)	(44.91)	(18.45)	-	(2.07)	(13.84)
Sale proceeds of Fixed Assets				-	6.24		
Interest Received		3.18	18.69	10.80	10.27	9.72	5.10
<b>Net cash from investing activities (B)</b>	<b>B</b>	<b>2.16</b>	<b>(26.22)</b>	<b>(7.65)</b>	<b>16.51</b>	<b>7.65</b>	<b>(8.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>							
Proceeds from Borrowings			28.06	399.70	-	59.32	309.89
Repayment of Loans & Advances		(28.77)			(91.96)		
Issue of Share Capital		-	-	-	-	-	175.00
Interest paid		(182.01)	(218.25)	(212.02)	(230.70)	(271.48)	(207.39)
<b>Net cash from financing activities (C)</b>	<b>C</b>	<b>(210.78)</b>	<b>(190.18)</b>	<b>187.68</b>	<b>(322.66)</b>	<b>(212.16)</b>	<b>277.50</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>D</b>	<b>9.92</b>	<b>(7.63)</b>	<b>(10.16)</b>	<b>(18.14)</b>	<b>32.65</b>	<b>(5.01)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>2.95</b>	<b>10.58</b>	<b>20.73</b>	<b>38.87</b>	<b>6.22</b>	<b>11.23</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>12.87</b>	<b>2.95</b>	<b>10.58</b>	<b>20.73</b>	<b>38.87</b>	<b>6.22</b>



## **Annexure IV: Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements for the years ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013.**

### **1. General Information**

The company is engaged in the business of whole sale trading in Metals/Copper, Brass and Aluminum Scrap. The Company caters to local market of Delhi NCR

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

i. The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at March 31, 2018, 2017, 2016, 2015, 2014 and 2013 and the related Restated Standalone Summary Statement of Profit and Loss and Cash Flows for the year ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013 (collectively referred to as the 'Restated Standalone Summary Financial Information') have been prepared specifically for the purpose of inclusion in the Offer Documents to be filed with NSE Emerge Platform in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

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

a. the standalone financial statements ('financial statements') of the Company for the years ended March 31, 2017, 2016, 2015, 2014 and 2013, prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act, 2013 (with effect from 01 April, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and ;

b. the standalone financial statements for the year ended March 31, 2018, which have been prepared and presented under the historical cost on the accrual basis of accounting and in accordance with the generally accepted accounting principles in India ("GAAP"), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25, Interim Financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable and in the manner so required.

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

### **3. Significant Accounting Policies:**

#### **3.1 Use of Estimates**

The preparation of financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, estimates are evaluated based on historical experience and on various other assumptions that are believed to be reasonable, the results of



which forms the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from those estimates. Any revision to estimates or difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

### **3.2 Fixed Assets**

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

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

### **3.3 Depreciation**

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

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

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

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

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

### **3.4 Revenue Recognition**

Sales are recognised net of return on transfer of significant risk and rewards of the ownership to the buyer , which generally coincide with the delivery of goods to customers. Sales excludes taxes.

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

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

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

### **3.6 Inventory Valuation**

Inventories of Goods Traded in has been valued at lower of "Cost" or "Net Realizable Value"



### **3.7 Impairment of Assets**

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impaired loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

### **3.8 Borrowing costs**

Borrowing costs attributable to the acquisition and/or construction of qualifying assets are capitalized as a part of the cost of such assets, upto the date when such assets are ready for intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

### **3.9 Foreign Currency Transactions**

The company does not have any foreign currency transaction.

### **3.12 Taxation**

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

### **3.15 Earnings per Share:**

Basic earnings per share is calculated by dividing net profit of the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



**ANNEXURE V: SUMMARY STATEMENT OF RESTATED SHARE CAPITAL**

**(a) Authorised, Issued, Subscribed and Paid-up Share Capital**

(Rs. In Lakhs)

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
<b>Authorized Share Capital:</b>						
<b>Equity Shares</b>						
Equity Shares of Rs. 10 each	6,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
Amount (In Lacs)	650.00	450.00	450.00	450.00	450.00	450.00
<b>Issued, Subscribed &amp; fully paid up share capital</b>						
<b>Equity Shares</b>						
Equity Shares of Rs. 10 each	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
Amount	450.00	450.00	450.00	450.00	450.00	450.00
<b>Total Share Capital</b>	<b>4,500,000</b>	<b>4,500,000</b>	<b>4,500,000</b>	<b>4,500,000</b>	<b>4,500,000</b>	<b>4,500,000</b>

**(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year**

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
<b>No of shares outstanding at the beginning of the year</b>						
-Equity Shares	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	2,750,000
-Equity Shares (amount in lacs)	450	450	450	450	450	275
<b>Add: Additional shares issued during the year</b>						
-Equity Shares	-	-	-	-	-	1,750,000
-Equity Shares (amount in lacs)	-	-	-	-	-	175
<b>Add: Bonus Shares issued during the year</b>						
-Equity Shares	-	-	-	-	-	-
-Equity Shares (amount in lacs)	-	-	-	-	-	-
<b>Less: Shares bought back during the year</b>						
-Equity Shares	-	-	-	-	-	-
-Equity Shares (amount in lacs)	-	-	-	-	-	-
<b>Shares outstanding at the end of the year</b>						
-Equity Shares	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
-Equity Shares (amount in lacs)	450	450	450	450	450	450





(c) Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
<b>Equity Shares:</b>						
1. Mr . Het Ram						
No of Shares	2,497,440	2,497,440	2,497,440	2,497,440	2,497,440	2,497,440
% of holding	55%	55%	55%	55%	55%	55%
2. Mr. Mohan Sharma						
No of Shares		-	2,002,560	2,002,560	2,002,560	2,002,560
% of holding	0%	0%	45%	45%	45%	45%
3 Mrs. Mithlesh Sharma						
No of Shares	2,002,060	2,002,560	-	-	-	-
% of holding	44%	45%	0%	0%	0%	-

**Notes:**

1 The Company has only one class of equity shares having face value of Rs 10/- each . Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.



**ANNEXURE VI : SUMMARY STATEMENT OF RESTATED LONG TERM BORROWINGS**

Particulars	Non-Current Portion						Current Portion					
	As at March, 31						As at March, 31					
	2018	2017	2016	2015	2014	2013	2018	2017	2016	2015	2014	2013
<b>A. Loans from Banks</b>												
<b>Secured Loans</b>												
<b>Term Loans</b>												
HDFC Bank Mahindra Loan						3.69					3.69	3.62
Dhanlaxmi Bank Verna Car						0.47					0.47	2.63
HDFC Bank Micra Car Loan						0.60					0.63	1.76
HDFC Bank BoleroCar Loan				-	1.27	3.24				1.27	1.96	1.58
Relaince Capital tempo Loan												2.24
HDFC Bank Car Loan		15.17					15.17	13.72				
<b>Total Secured loans from banks</b>	-	<b>15.17</b>	-	-	<b>1.27</b>	<b>8.00</b>	<b>15.17</b>	<b>13.72</b>	-	<b>1.27</b>	<b>6.75</b>	<b>11.83</b>
<b>B. Other loans &amp; Advances</b>												
<b>Unsecured Loans</b>												
<b>- From Related Parties</b>											257.61	23.85
<b>Total Unsecured loans</b>	-	-	-	-	-	-	-	-	-	-	257.61	23.85
<b>Grand Total</b>	-	<b>15.17</b>	-	-	<b>1.27</b>	<b>8.00</b>	<b>15.17</b>	<b>13.72</b>	-	<b>1.27</b>	<b>264.36</b>	<b>35.68</b>

A. Principle Terms of Secured Loans						
Name of Bank	Facility Type	Facility Key term			Security as per Loan Agreement	
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Monthly)		
HDFC Bank	Auto Loan	42.00	10.015	36	BMW Car	
<b>Total (A)</b>		<b>42.00</b>				



**ANNEXURE VII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED LONG-TERM & SHORT TERM LOANS & ADVANCES**

(Rs. In Lakhs)

Particulars	Non-Current Portion						Current Portion					
	As at March, 31						As at March, 31					
	2018	2017	2016	2015	2014	2013	2018	2017	2016	2015	2014	2013
Capital Advances												
Unsecured, considered good	56.31	-	-	-	371.58	288.44	-	-	-	-	-	-
<b>Total</b>	<b>56.31</b>	-	-	-	<b>371.58</b>	<b>288.44</b>	-	-	-	-	-	-
Security deposits												
Unsecured, considered good	-	-	-	-	-	-	-	-	-	-	-	-
- Security Deposit with Parties			0.25	1.10								
<b>Total</b>	-	-	<b>0.25</b>	<b>1.10</b>	-	-	-	-	-	-	-	-
Balances with government authorities												
Unsecured, considered good												
(i) VAT Refund	-	-				-		2.63	17.55	2.74	2.78	
(ii) Refund (Income Tax)	-	-	-	-			13.28	14.84	10.93	14.12	18.09	16.74
(iii) Custom Duty Receivable								3.62	31.69	9.86	1.90	15.95
<b>Total</b>	-	-	-	-	-	-	<b>13.28</b>	<b>21.09</b>	<b>60.17</b>	<b>26.72</b>	<b>22.77</b>	<b>32.69</b>
Others												
Unsecured, considered good	-	-	-	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	34.37	92.04	-	-	-
(ii) Suppliers	-	-	-	-	-	-	541.89					
<b>Total</b>	-	-	-	-	-	-	<b>541.89</b>	<b>34.37</b>	<b>92.04</b>	-	-	-
<b>Grand Total</b>	<b>56.31</b>	-	<b>0.25</b>	<b>1.10</b>	<b>371.58</b>	<b>288.44</b>	<b>555.17</b>	<b>55.46</b>	<b>152.21</b>	<b>26.72</b>	<b>22.77</b>	<b>32.69</b>

Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	Non-Current Portion						Current Portion					
	As at March, 31						As at March, 31					
	2018	2017	2016	2015	2014	2013	2018	2017	2016	2015	2014	2013
From Promoters/Directors/Relatives	-	-	-	-	-	-	-	-	-	-	-	-
From Group Companies	-	-	-	-	-	-	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-	-	-	-	-	-	-



## ANNEXURE VIII: CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
Contingent Liabilities against Bank Guarantees						
Demand under TDS Authority						
Demand under Value Added Tax						
Demand under Income Tax						
<b>Grand Total</b>	-	-	-	-	-	-

## ANNEXURE IX: SUMMARY OF ACCOUNTING RATIOS

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
Restated PAT as per P&L Account	94.26	55.21	31.62	55.41	40.74	39.07
Weighted Average Number of Equity Shares at the end of the Year	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
<b>Net Worth</b>	802.89	708.63	653.42	621.79	566.38	525.64
<b>Earnings Per Share</b>						
Basic	2.09	1.23	0.70	1.23	0.91	0.87
Diluted	2.09	1.23	0.70	1.23	0.91	0.87
<b>Return on Net Worth (%)</b>	11.74%	7.79%	4.84%	8.91%	7.19%	7.43%
<b>Net Asset Value Per Share (Rs) (after giving retrospective effect of issue of bonus shares)</b>	17.84	15.75	14.52	13.82	12.59	11.68
Nominal Value per Equity share (Rs.)	10	10	10	10	10	10



## ANNEXURE X: EARNING PER SHARE

(Rs. in lakhs)

Particulars	As at March, 31					
	2018	2017	2016	2015	2014	2013
A) Weighted Average Number of Equity Shares of Rs.10 each						
I) Number of shares at the beginning of the year	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	2,750,000
II) Number of shares at the end of the year	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
III) Weighted Average Number of Equity Shares outstanding during the year**	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
IV) Weighted Average Number of Potential Equity Shares outstanding during the year		-	-	-	-	-
V) Weighted Average Number of Equity Shares for calculating Diluted EPS**	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	94.26	55.21	31.62	55.41	40.74	39.07
C) Basic Earning Per Share (in Rupees) {B/A(III)}**	2.09	1.23	0.70	1.23	0.91	0.87
D) Diluted Earning Per Share (in Rupees) {B/A(V)}*/**	2.09	1.23	0.70	1.23	0.91	0.87

\* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.



\*\*Earning Per Share (EPS) is calculated after adjusting for bonus equity shares issued, with retrospective effect as provided in Accounting Standard (AS-20) - Earning per Share, issued by the Institute of Chartered Accountant of India.

**Formula:**

1	Earnings Per Share (Rs.)	$\frac{\text{Net Profit attributable to Equity Shares}}{\text{Weighted Average Number of Equity Shares Outstanding during the period}}$
2	Return on Net Worth (%)	$\frac{\text{Net Profit after Tax Adjustments}}{\text{Net worth at the end of the year/ period}}$
3	Net Asset Value Per Share	$\frac{\text{Net Worth excluding Revaluation Reserve at the end of the period}}{\text{Total Number of Equity Shares Outstanding at the end of the year/period}}$
4	Net Assets	<p>Equity Share Capital plus reserves and Surplus less Misc. Expenditure to the extent not written off</p>

**ANNEXURE XI - STATEMENT OF CAPITALISATION**

**(Rs. in Lakhs)**

Sr. No	Particulars	Pre issue	Post issue
	<b>Debts</b>		
A.	(a) Long Term Debt	-	-
B.	(b) Short Term Debt	2,197.56	2,197.56
C.	<b>Total Debt</b>	<b>2,197.56</b>	<b>2,197.56</b>
	<b>Equity Shareholders Funds</b>		
	(a) Equity Share Capital	450.00	614.40
	(b) Reserves and Surplus	352.89	615.93
D.	<b>Total Equity</b>	<b>802.89</b>	<b>1,230.33</b>
E.	<b>Total Capitalisation</b>	<b>3,000.45</b>	<b>3,427.89</b>
	<b>Long Term Debt/ Equity Ratio (A/D)</b>	-	-
	<b>Total Debt/ Equity Ratio (C/D)</b>	2.74	1.79



**ANNEXURE XII- STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED**

-As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

**A.List of Related Parties and Relationships**

Sl. No.	Description of Relationship	Name of the Related party / Person	
1	Key Managerial Personnel	M.D.	HET RAM
		Director	MITHLESH SHARMA
		Director	SURENDER SHARMA
		Former Director	MOHAN SHARMA
2	Relatives of Key Managerial Personnel	Mother of Managing Director	RAJ BALA
		Wife of Former Director	DIVYA SHARMA
		Father of Managing Director	ATMA RAM SHARMA
		Daughter of M.D.	NANDINI SHARMA
2	Associate Enterprises	Relative of Director is a Karta	ATMA RAM SHARMA HUF
		Director's HUF	HET RAM SHARMA HUF
		Former Director's HUF	MOHAN SHARMA HUF
		Company in which MD is Director	HMS METAL PRIVATE LIMITED
		Proprietary Concern of Mrs. Mithlesh Sharma	HMS METAL CORPORATION
Proprietary Concern of Mr. Atma Ram Sharma	HARYANA METAL TRADERS		

Note:- Related Party relationships are as identified by the Company and relied upon by the Auditors

**B. Summary of transactions carried out with the related party in the ordinary course of business**

Particulars	Nature of Relationship / Name of the Party	2018	Transactions for the Year ended March,31(In Lacs)				
			2017	2016	2015	2014	2013
Expenditure	<b>Directors' Remuneration</b>	30.00	30.00	27.00	7.80	19.80	34.80
	<b>Key Managerial Personnel</b>						
	<b>Interest on Unsecured Loans</b>	9.00				14.19	
	<b>Associate Enterprises</b>						
	<b>Relatives of Key</b>						





	<b>Managerial Personnel</b>						
	<b>Rent</b>						
	<b>Key Managerial Personnel</b>	8.40	8.40	8.40	8.40	8.40	8.40
	<b>Relatives of Key Managerial Personnel</b>	8.40	8.40	16.80	16.80	16.80	16.80
Loans	<b>Loans taken from related party</b>					143.50	
	<b>Key Managerial Personnel</b>						
	<b>Relatives of Key Managerial Personnel</b>	159.00				20.75	3.25
	<b>Associate Enterprises</b>					120.00	16.95
Loans	<b>Loan taken repaid to related party</b>						
	<b>Key Managerial Personnel</b>				93.00	50.50	
	<b>Relatives of Key Managerial Personnel</b>	159.00			24.00		
	<b>Associate Enterprises</b>				136.95		
Sales & Purchases	<b>Sales</b>						
	<b>Associate Enterprises</b>	2,086.85	28.72	221.75	301.24		
Sales & Purchases	<b>Purchases</b>						
	<b>Associate Enterprises</b>	2,812.02	2,131.83	2,064.58	282.60		3,380.44

**C. Outstanding Balance as at the end of the year**

Particulars	Nature of Relationship / Name of the Party	2018	Balance of party/ Person for the Year ended March,31				
			2017	2016	2015	2014	2013
Unsecured Loans Balance	<b>Key Managerial Personnel</b>					93.00	
	<b>Relatives of Key Managerial Personnel</b>					24.00	
	<b>Associate Enterprises</b>					140.61	
Other Payables	<b>Key Managerial Personnel</b>					1.44	0.35
	<b>Relatives of Key Managerial Personnel</b>						19.56
	<b>Associate Enterprises</b>		124.23	28.59	92.71		678.98
		0.00	124.23	28.59	92.71	1.44	698.89



**ANNEXURE - XIII: STATEMENT OF TAX SHELTERS**

(Rs. In Lakhs)

Particulars		As at March, 31					
		2018	2017	2016	2015	2014	2013
<b>Profit before taxes, as restated</b>	<b>A</b>	141.01	80.08	66.00	60.06	58.74	57.37
Weighted Average Tax Rate (%)	<b>B</b>	33.06 %	30.90 %	30.90 %	30.90 %	30.90 %	30.90 %
Tax expense at weighted average rate (A*B)	<b>C</b>	46.62	24.74	20.40	18.56	18.15	17.73
<b>Adjustments:</b>							
<b>Permanent Differences</b>							
Preliminary expense						(0.49)	1.86
<b>Total Permanent Differences</b>	<b>D</b>		-	-	-	<b>(0.49)</b>	<b>1.86</b>
<b>Temporary Differences</b>							
Difference between Book depreciation and Tax depreciation		2.69	0.32	0.57	2.58	(1.70)	(6.58)
Disallowable Expenses		13.28	0.39	0.28	-	-	-
<b>Total Temporary Differences</b>	<b>E</b>	<b>15.97</b>	<b>0.71</b>	<b>0.85</b>	<b>2.58</b>	<b>(1.70)</b>	<b>(6.58)</b>
<b>Net Adjustments F= (D+E)</b>	<b>F</b>	<b>15.97</b>	<b>0.71</b>	<b>0.85</b>	<b>2.58</b>	<b>(2.19)</b>	<b>(4.72)</b>
<b>Tax expense/(saving) thereon (F*B)</b>	<b>G</b>	5.28	0.22	0.26	0.80	(0.68)	(1.46)
<b>Tax Liability after considering the effect of Adjustment (C+G)</b>	<b>H</b>	<b>51.90</b>	<b>24.96</b>	<b>20.66</b>	<b>19.36</b>	<b>17.47</b>	<b>16.27</b>
MAT Credit Utilized		-	-	-	-	-	-
<b>Tax Liability, After considering effect of MAT Credit</b>	<b>I</b>	<b>51.90</b>	<b>24.96</b>	<b>20.66</b>	<b>19.36</b>	<b>17.47</b>	<b>16.27</b>
Book Profit as Per MAT*	<b>J</b>	141.01	80.08	66.00	60.06	58.74	57.37
MAT Rate	<b>K</b>	20.39 %	19.06 %	19.06 %	19.06 %	19.06 %	19.06 %
Tax Liability as per MAT (J*K)	<b>L</b>	28.75	15.26	12.58	11.44	11.19	10.93
<b>Current Tax being Higher of I or L</b>	<b>M</b>	<b>51.90</b>	<b>24.96</b>	<b>20.66</b>	<b>19.36</b>	<b>17.47</b>	<b>16.27</b>
MAT Credit Entitlement	<b>N</b>		-	-	-	-	-
<b>Total Tax Expenses (M+N)</b>	<b>O</b>	<b>51.90</b>	<b>24.96</b>	<b>20.66</b>	<b>19.36</b>	<b>17.47</b>	<b>16.27</b>
<b>Total Tax Expenses as per Income Tax Return ( before interest &amp; penalty)</b>	<b>P</b>	<b>51.90</b>	<b>24.96</b>	<b>20.66</b>	<b>19.36</b>	<b>17.47</b>	<b>16.27</b>
<b>Tax paid as per normal or MAT</b>	<b>Q</b>	<b>NOR MAL</b>	<b>NOR MAL</b>	<b>NOR MAL</b>	<b>NOR MAL</b>	<b>NOR MAL</b>	<b>NOR MAL</b>

\* MAT Refers to Minimum Alternate Tax as referred to in section 115JB of the income Tax Act, 1961



**Notes:**

- 1 The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of the respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains
- 2 The figures for the period ended March 31, 2018 are based on the provisional computation of Total Income prepared by the company
- 3 The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

**ANNEXURE - XIV**

**STATEMENT OF FINANCIAL INDEBTEDNESS**

The details of indebtedness of our Company as at 31st March, 2018, together with a brief description of certain material covenants of the relevant financing agreements, are provided below:

**A. Principle Terms of Secured Loans**

Name of Bank	Facility Type	Facility Key term			Outstanding as on 31/03/2018	Security as per loan agreement
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Monthly)	(In Rs.)	
HDFC Bank	Auto Loan	42.00	10.015	36	15.17	BMW Car
Karnataka Bank	CC Limit	1,900.00	MCLR + 1.20%	Repayable on demand	1,699.10	Hypothecation of Stock and Book Debts
Karnataka Bank	LC Limit	500.00	MCLR + 1.20%	Repayable on demand	498.45	25% Cash Margin and Hypothecation of goods procured under LC
						The CC Limit & LC Limit are collaterally secured by properties at - 1. 3E/17. BP, NIT Faridabad 2. H. No. 382, Sector 7A, Faridabad 3. A-1211, Dabua Colony, Faridabad 4. No. 94, Block GP, Mourya Enclave, Pitampura 5. 307, Sector 21C, Faridabad 6. H. No. 307, Sadbhavna EWS Co-operative Group Society Ltd., Sector 46, Faridabad 7. Pledge of term deposits



		in addition to personal guarantee of Directors
<b>Total (A)</b>		<b>2,212.72</b>

**ANNEXURE: XV**  
**NOTES TO RESTATED FINANCIAL STATEMENTS**  
**Note 2.1: Share Capital**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>Authorized:</b>	650.00	450.00	450.00	450.00	450.00	450.00
<b>Issued, Subscribed and Paid Up</b>	450.00	450.00	450.00	450.00	450.00	450.00
<b>Grand Total</b>	<b>450.00</b>	<b>450.00</b>	<b>450.00</b>	<b>450.00</b>	<b>450.00</b>	<b>450.00</b>

**Note 2.2: Reserves and Surplus**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>A. Balance in Statement of Profit &amp; Loss</b>						
Balance as at the beginning of the year	258.63	203.42	171.79	116.38	75.64	36.57
Add: Restated profit for the year	94.26	55.21	31.62	55.41	40.74	39.07
	<b>352.89</b>	<b>258.63</b>	<b>203.42</b>	<b>171.79</b>	<b>116.38</b>	<b>75.64</b>
<b>Grand Total</b>	<b>352.89</b>	<b>258.63</b>	<b>203.42</b>	<b>171.79</b>	<b>116.38</b>	<b>75.64</b>

**Note 2.3: Long Term Borrowings**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>(a) Term Loans:</b>						
-Secured						
-From Banks	-	15.17	-	-	1.27	8.00
<b>Grand Total</b>	<b>-</b>	<b>15.17</b>	<b>-</b>	<b>-</b>	<b>1.27</b>	<b>8.00</b>



**Note 2.27: Deferred Tax Assets/(Liabilities) (Net)**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>Deferred Tax Assets</b>						
Provision for gratuity and leave encashment	4.25	-	-	-	-	-
Related to Fixed Assets			-	-	-	-
<b>Total (a)</b>	<b>4.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Liability</b>						
Preliminary expenses			-	-	-	-
Related to Fixed Assets	0.04	0.93	1.02	1.20	2.01	1.49
Disallowance under the Income Tax Act			-	-	-	-
<b>Total (b)</b>	<b>0.04</b>	<b>0.93</b>	<b>1.02</b>	<b>1.20</b>	<b>2.01</b>	<b>1.49</b>
<b>Net deferred tax asset/(liability)-{(a)-(b)}</b>	<b>4.21</b>	<b>(0.93)</b>	<b>(1.02)</b>	<b>(1.20)</b>	<b>(2.01)</b>	<b>(1.49)</b>

**Note 2.4: Other Long-Term Liabilities**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
-	-	-	-	-	-	-
<b>Grand Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note 2.5: Long Term Provisions**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Provision for Employee benefits	12.87	0	-	-	-	-
<b>Grand Total</b>	<b>12.87</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Note 2.6: Short Term Borrowings**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>Secured</b>						
Karnataka Bank CC Limit	1,699.10	1,712.65	1,714.50	1,412.46	1,240.07	1,402.70
Karnataka Bank LC Limit	498.46	499.95	498.92	399.99	399.99	399.99
<b>Total</b>	<b>2,197.56</b>	<b>2,212.60</b>	<b>2,213.42</b>	<b>1,812.45</b>	<b>1,640.06</b>	<b>1,802.69</b>
<b>Grand Total</b>	<b>2,197.56</b>	<b>2,212.60</b>	<b>2,213.42</b>	<b>1,812.45</b>	<b>1,640.06</b>	<b>1,802.69</b>

**Note 2.7: Trade Payables**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Payable to Micro, small and medium enterprises	-	-	-	-	-	-
Payable to related parties		124.23	28.59	92.71	-	678.98
Payable to Others ( for Goods/ Services)	792.14	1,155.98	527.64	759.19	2,088.75	735.53
<b>Grand Total</b>	<b>792.14</b>	<b>1,280.21</b>	<b>556.23</b>	<b>851.90</b>	<b>2,088.75</b>	<b>1,414.51</b>

**Note 2.8: Other Current Liabilities**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Current maturities of Long term Borrowings	15.17	13.72	-	1.27	264.36	35.68
Statutory Dues	3.17	3.65	1.99	27.35	8.19	2.27
Employee Related Laibilities		-	-	-	1.44	0.35
Other Provisions	0.50	0.75	0.44	0.61	0.42	23.95
<b>Grand Total</b>	<b>18.84</b>	<b>18.12</b>	<b>2.43</b>	<b>29.23</b>	<b>274.41</b>	<b>62.25</b>



**Note 2.9: Short Term Provisions**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>(a) Provision - Others:</b>						
(b) Provision for Income Tax (net of advance tax)	13.90	14.96	10.66	-	17.47	16.27
<b>Grand Total</b>	<b>13.90</b>	<b>14.96</b>	<b>10.66</b>	<b>-</b>	<b>17.47</b>	<b>16.27</b>

**Note 2.10: Fixed Assets**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>Tangible Assets</b>						
<b>Computer &amp; Software</b>						
Gross Block	5.89	5.58	5.58	2.74	2.61	1.21
Less: Accumulated Depreciation	5.20	4.23	3.17	1.96	0.77	0.31
Net Block	<b>0.68</b>	<b>1.35</b>	<b>2.41</b>	<b>0.78</b>	<b>1.84</b>	<b>0.90</b>
<b>Vehicles</b>						
Gross Block	101.49	101.49	58.93	48.93	48.93	48.93
Less: Accumulated Depreciation	50.36	39.31	29.88	23.95	11.82	7.18
Net Block	<b>51.13</b>	<b>62.18</b>	<b>29.05</b>	<b>24.98</b>	<b>37.11</b>	<b>41.75</b>
<b>Electrical Installations</b>						
Gross Block	2.25	2.25	1.90			
Less: Accumulated Depreciation	1.00	0.58	0.21			
Net Block	<b>1.25</b>	<b>1.67</b>	<b>1.69</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Office Equipment</b>						
Gross Block	3.39	2.69	2.69	2.09	1.95	1.72
Less: Accumulated Depreciation	2.20	1.93	1.42	0.76	0.27	0.09
Net Block	<b>1.19</b>	<b>0.76</b>	<b>1.27</b>	<b>1.33</b>	<b>1.68</b>	<b>1.63</b>
<b>Plant &amp; Machinery</b>						
Gross Block	4.88	4.88	4.88	1.76	1.52	1.10
Less: Accumulated Depreciation	1.64	1.25	0.86	0.47	0.20	0.13
Net Block	<b>3.24</b>	<b>3.63</b>	<b>4.02</b>	<b>1.29</b>	<b>1.32</b>	<b>0.97</b>
<b>Total Tangible Assets</b>	<b>57.49</b>	<b>69.58</b>	<b>38.43</b>	<b>28.38</b>	<b>41.95</b>	<b>45.25</b>





**Note 2.11: Non Current Investments**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>A) Non-Trade Investments (At Cost):</b>	-	-	-	-	-	-
<b>Grand Total</b>	-	-	-	-	-	-
<b>Aggregate Value of Quoted Investments</b>	-	-	-	-	-	-
<b>Aggregate Value of Unquoted Investments</b>	-	-	-	-	-	-

**Note 2.12: Long Term Loans and Advances**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(a) Capital Advances						
Secured, considered good		-	-	-	-	-
Unsecured, considered good	56.31	-	-	-	371.58	288.44
Doubtful		-	-	-	-	-
	<b>56.31</b>	-	-	-	<b>371.58</b>	<b>288.44</b>
(b) Security deposits						
Secured, considered good						
Unsecured, considered good	-	-	0.25	1.10	-	-
Doubtful						
	-	-	<b>0.25</b>	<b>1.10</b>	-	-
<b>Grand Total</b>	<b>56.31</b>	-	<b>0.25</b>	<b>1.10</b>	<b>371.58</b>	<b>288.44</b>

**Note 2.13: Other Non Current assets**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Security Deposit						
Long term Trade Receivables						
Secured, considered good		-	-	-	-	-
Unsecured, considered good		-	-	-	-	-
Doubtful		-	-	-	-	-
Income tax refund		-	-	-	-	-
Preliminary Expenses		-	-	-	-	-
<b>Grand Total</b>		-	-	-	-	-



**Note 2.14: Inventories**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(at cost or net realisable value, whichever is lower) Trading Goods	517.88	601.09	814.24	855.52	1,542.64	426.44
<b>Grand Total</b>	<b>517.88</b>	<b>601.09</b>	<b>814.24</b>	<b>855.52</b>	<b>1,542.64</b>	<b>426.44</b>

**Note 2.15: Trade Receivables**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Outstanding for a period less than six months from the date they are due for payment Unsecured, Considered Good Considered Doubtful	2,471.68	2,776.34	2,251.50	2,175.32	2,350.71	1,786.44
	<b>2,471.68</b>	<b>2,776.34</b>	<b>2,251.50</b>	<b>2,175.32</b>	<b>2,350.71</b>	<b>1,786.44</b>
Outstanding for a period exceeding six months from the date they are due for payment Unsecured, Considered Good Considered Doubtful	8.30	614.44	36.87	84.22	118.54	1,141.99
	<b>8.30</b>	<b>614.44</b>	<b>36.87</b>	<b>84.22</b>	<b>118.54</b>	<b>1,141.99</b>
<b>Grand Total</b>	<b>2,479.98</b>	<b>3,390.78</b>	<b>2,288.37</b>	<b>2,259.54</b>	<b>2,469.25</b>	<b>2,928.43</b>

**Note 2.16: Cash and Cash Equivalents**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
<b>A) Cash and Cash Equivalents</b>						
(a) Cash on hand	9.77	1.21	7.94	13.60	35.51	0.16
(b) Balances with Banks: - in current accounts	3.09	1.73	2.64	7.13	3.36	6.06
<b>Grand Total</b>	<b>12.87</b>	<b>2.95</b>	<b>10.58</b>	<b>20.73</b>	<b>38.87</b>	<b>6.22</b>



**Note 2.17: Short Term Loans and Advances**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(a) Balances with government authorities						
Unsecured, considered good	13.28	21.09	60.17	26.72	22.77	32.69
	<b>13.28</b>	<b>21.09</b>	<b>60.17</b>	<b>26.72</b>	<b>22.77</b>	<b>32.69</b>
(b) Others						
Secured, considered good						
Unsecured, considered good	541.89	34.37	92.04	-	-	-
Doubtful	-	-	-	-	-	-
	<b>541.89</b>	<b>34.37</b>	<b>92.04</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>555.17</b>	<b>55.46</b>	<b>152.21</b>	<b>26.72</b>	<b>22.77</b>	<b>32.69</b>

**Note 2.18: Other Current assets**

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
FDRs with banks	125	130.76	133.10	124.58	103.27	103.37
Insurance Claim Receivable	29.28	0	-	-	-	-
<b>Grand Total</b>	<b>154.28</b>	<b>130.76</b>	<b>133.10</b>	<b>124.58</b>	<b>103.27</b>	<b>103.37</b>

**Note 2.19: Revenue from Operations**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Sales of Goods	14,087.42	12,695.36	13,638.52	10,967.96	10,421.05	8,997.18
<b>Revenue from operations (gross)</b>	<b>14,087.42</b>	<b>12,695.36</b>	<b>13,638.52</b>	<b>10,967.96</b>	<b>10,421.05</b>	<b>8,997.18</b>

**Note 2.20: Other Income**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Commission	-	8.02	5.44	5.57	6.35	3.99
Interest Received	3.18	18.69	10.80	10.27	9.72	5.10
Net Surplus of trading in Equity and Commodity Derivatives		8.89				
Insurance Claim- For Loss by Burglary	24.81					
Other Income - Miscellaneous	0.11	-	-	0.01	-	4.49
<b>Grand Total</b>	<b>28.10</b>	<b>35.60</b>	<b>16.24</b>	<b>15.85</b>	<b>16.07</b>	<b>13.58</b>



**Note 2.21: Purchases of Stock in Trade**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Purchase of Goods	13,555.97	12,039.64	12,853.17	9,884.97	11,114.31	8,527.89
<b>Grand Total</b>	<b>13,555.97</b>	<b>12,039.64</b>	<b>12,853.17</b>	<b>9,884.97</b>	<b>11,114.31</b>	<b>8,527.89</b>

**Note 2.22: Increase/ Decrease in Stock**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>Opening Stock</b> Stock in Trade	601.09	814.24	855.52	1,542.64	426.44	511.28
<b>Closing Stock</b> Stock in Trade	517.88	601.09	814.24	855.52	1,542.64	426.44
<b>Increase/Decrease in Stock</b>	<b>83.21</b>	<b>213.15</b>	<b>41.28</b>	<b>687.12</b>	<b>(1,116.20)</b>	<b>84.84</b>

**Note 2.23: Employee benefit expense**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Salary & Wages	13.18	17.16	18.49	20.44	15.03	18.12
Director,s Remuneration	30.00	30.00	27.00	7.80	19.80	34.80
Provision for Gratuity	12.87	-	-	-	-	-
Staff Welfare Expenses	-	-	-	0.46	0.19	0.19
<b>Grand Total</b>	<b>56.05</b>	<b>47.16</b>	<b>45.49</b>	<b>28.70</b>	<b>35.02</b>	<b>53.11</b>



**Note 2.24: Finance costs**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Bank Interest	170.74	215.35	211.96	230.14	255.45	193.85
Interest on Vehicle Loan	2.27	2.90	0.06	0.56	1.84	2.67
Interest on Unsecured Loans	9.00			-	14.19	-
Interest - Others						10.87
<b>Grand Total</b>	<b>182.01</b>	<b>218.25</b>	<b>212.02</b>	<b>230.70</b>	<b>271.48</b>	<b>207.39</b>

**Note 2.25: Other Expenses**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Bad Debts			22.04			
Brokerage & Commission				-	4.27	4.19
Cartage	35.73	47.48	49.76	34.72	18.83	18.13
Clearing & Forwarding	0.47	0.89	34.32	-		5.83
Consignment Sale Commission / Expenses	0.07	19.3	12.73	1.03	5.07	0.74
Electricity Exp.	1.46	2.13	1.81	1.17	1.01	1.20
Fee, Rate & Taxes	1	2.34	0.38	0.28	0.11	-
Inland Haulage	0.72	3.11	87.45			
Insurance	2.88	1.95	2.29	1.92	1.84	1.43
Loading & Unloading	13.2	16.04	14.94	10.05	2.95	4.67
Loss on Sale of Fixed Assets		0.89				
Miscellaneous Expenses	0.92	0.74	6.90	1.07	0.89	4.89
Net Deficit of trading in Equity and Commodity Derivatives			161.24			
Printing & Stationery	0.24	0.26	0.14	0.10	0.17	0.32



Professional Fee	1.98	0.52	0.23	1.46	0.11	0.42
Rent	19.2	18.4	28.08	26.28	26.28	25.20
Repair & Maintenance	0.63	0.79	1.96	0.23	0.39	0.37
Sales Promotion	0.3	0.59	0.77	0.43	0.11	0.08
Telephone & Mobile Expenses	1.24	1.37	1.68	1.71	1.91	2.13
Vehicle Running & Maintenance	3.63	2.72	1.40	4.18	4.17	5.54
Audit Fee	0.5	0.29	0.29	0.29	0.29	0.29
<b>Grand Total</b>	<b>84.17</b>	<b>119.81</b>	<b>428.41</b>	<b>84.92</b>	<b>68.40</b>	<b>75.43</b>

**Note 2.26: Exceptional Items**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Loss by Theft		-	-	-	-	-
<b>Grand Total</b>		-	-	-	-	-



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

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled "Risk Factors" beginning on page no. 13, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.*

### **Business Overview**

Our Company was incorporated as a private limited company namely "Rajnandini Metal Private Limited" under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018. With our Promoters experience of over 15 years in the sphere of trading ferrous and non ferrous metal, Copper wires, Copper ingot, Copper rod, Aluminum, Brass, zinc ingot and various metal Scrap, we understand current market trends and demand that has enabled us to cater various industries such as manufacturing units, industries, automobile & engineering industry. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

A value-driven corporate, we have consolidated our position through successful forays into diversified sectors like trading of all types of ferrous and Non ferrous Metals such as Copper Wires, ingot, scrap, and other related items used in various electrical and industrial applications.

We work as a crucial business interface, networking between manufacturers / processors / yards and consumers / traders across the country. We pursue business based on quality contacts, information and service. We operate as an important intermediary in the Metals Supply Chain whereby we import/purchase materials such as Annealed/Un-Annealed Copper Wires, Copper Wires, Brass Scrap, Aluminium ingot, Zinc ingot etc. from various suppliers and supply the same to customers in the Metal Business.

Our Product Portfolio offers a diversified product range which includes variety of grades, thickness, widths and standards, in of all types of ferrous and Non ferrous Metals according to customer specifications. We have been conscious in addressing environmental and safety concerns and our stocking facilities.





## KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Except as otherwise stated in this Prospectus and the Risk Factors given in the Prospectus, there are no other factors which could affect the results of the our Company's operations.

## OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "Financial Information of our Company" beginning on page no. 138 of the Prospectus.

## CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 5 (FIVE) YEARS

Except as mentioned in chapter "Financial Information of the Company" on page no. 138, there has been no change in accounting policies in last 5 (five) years.

## RESULTS OF OUR OPERATION

### Discussion on Results of Operation:

The following table sets forth select financial data from our restated standalone financial statement of profit and loss for the financial years 2018, 2017 and 2016 the components of which are also expressed as a percentage of total revenue for such periods:

(Rs . In Lakh)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Revenue from operations (net)	14,087.42	12,695.36	13,638.52
<i>% of total revenue</i>	99.80%	99.72%	99.88%
Other income	28.10	35.60	16.24
<i>% of total revenue</i>	0.20%	0.28%	0.12%
<b>Total revenue</b>	<b>14,115.52</b>	<b>12,730.96</b>	<b>13,654.76</b>
Expenses:			
Purchases of Stock-in-Trade	13,555.97	12,039.64	12,853.17
<i>% of total revenue</i>	96.04%	94.57%	94.13%
Changes in inventories of Stock in Trade	83.21	213.15	41.28
<i>% of total revenue</i>	0.59%	1.67%	0.30%
Employee benefit expenses	56.05	47.16	45.49
<i>% of total revenue</i>	0.40%	0.37%	0.33%
Finance costs	182.01	218.25	212.02
<i>% of total revenue</i>	1.29%	1.71%	1.55%
Depreciation and amortization expense	13.10	12.87	8.39
<i>% of total revenue</i>	0.09%	0.10%	0.06%
Other expenses	84.17	119.81	428.41
<i>% of total revenue</i>	0.60%	0.94%	3.14%
<b>Total Expenses</b>	<b>13,974.51</b>	<b>12,650.88</b>	<b>13,588.76</b>
<i>% of total revenue</i>	99.00%	99.37%	99.52%
<b>Profit/(loss) before exceptional, extraordinary items &amp; tax (I-II)</b>	<b>141.01</b>	<b>80.08</b>	<b>66.00</b>



% of total revenue	1.00%	0.63%	0.48%
Exceptional Items	-	-	-
<b>Profit/(loss) before extraordinary items &amp; tax (III-IV)</b>	<b>141.01</b>	<b>80.08</b>	<b>66.00</b>
% of total revenue	1.00%	0.63%	0.48%
Extra-ordinary Items	-	-	-
<b>Profit/(loss) before tax (V-VI)</b>	<b>141.01</b>	<b>80.08</b>	<b>66.00</b>
% of total revenue	1.00%	0.63%	0.48%
Tax expense :			
(i) Current tax	51.90	24.96	20.65
(ii) Deferred Tax	(5.15)	(0.09)	(0.17)
(iii) Provision for taxation - Earlier Years	-	-	13.90
<b>Profit/(loss) For the year (VII-VIII)</b>	<b>94.26</b>	<b>55.21</b>	<b>31.62</b>
% of total revenue	0.67%	0.43%	0.23%

### Total Revenue

The total revenue of the Company for the period ended on March 31, 2018 is Rs. 14,115.52 Lakh which includes income from operations amounting to Rs. 14,087.42 Lakh and other income of Rs. 28.01 Lakh. The other income includes Interest income, Commission received, Net Surplus of trading in Equity and Commodity Derivatives, and Other Income – Miscellaneous.

### Expenditure:

Our total expenditure primarily consists of direct expenditure i.e. Purchase of stock, finance cost, employee benefit expenses, depreciation and other expenses.

### Purchase of Stock

The purchase of stock mainly includes most selling items like copper scrap, aluminum scrap, brass scrap and zinc ingots, etc:

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Purchase of Goods	13,555.97	12,039.64	12,853.17
<b>Grand Total</b>	<b>13,555.97</b>	<b>12,039.64</b>	<b>12,853.17</b>

### Employee Benefit Expenses

Employee Benefit Expenses majorly includes Salaries and wages, and Director's Remuneration. After Financial year 2015, there were no expenses made for staff welfare:

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Salary & Wages	13.18	17.16	18.49
Director's Remuneration	30.00	30.00	27.00
Provision for Gratuity	12.87	0	0
Staff Welfare Expenses	-	-	-
<b>Grand Total</b>	<b>56.05</b>	<b>47.16</b>	<b>45.49</b>



## Finance Costs

It mainly includes Bank Interest, Interest on Vehicle Loan, and Interest on Unsecured Loan:

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Bank Interest	170.74	215.35	211.96
Interest on Vehicle Loan	2.27	2.90	0.06
Interest on Unsecured Loans	9.00		
Interest - Others			
<b>Grand Total</b>	<b>182.01</b>	<b>218.25</b>	<b>212.02</b>

## Depreciation

Depreciation on fixed assets for the period ended on March 31, 2018 was 0.09% of total income. The total depreciation for the period was Rs. 13.10 Lakh. Likewise, depreciation was 0.10% and 0.06% of total revenue for the FY 17 and FY 16 respectively.

## Other Expenses

The majority of other expense majorly includes Cartage Inward & Outward, Loading & Unloading, and Rent for the year ended on March 31, 2018 and for FY 17 and FY 16 too. However, there was a huge expense of Rs. 161.24 Lakh in FY 16 on account of Net Deficit of trading in Equity and Commodity Derivatives.

## Restated profit after tax from continuing operations

PAT for the period ended on March 31, 2018 stood at Rs. 94.26 Lakh. During this period, our Company recorded PAT margin of 0.67%. The PAT margin in FY 2017 and FY 2016 was 0.43% and 0.23% respectively.

## COMPARISON OF FY 2018 WITH FY 2017:

### Total Income

The Total revenue from operations for the FY 2018 was Rs. 14,087.42 Lakh as compared to Rs. 12,695.36 Lakh during the FY 2017 showing an increase of 10.97%. The increase in revenue was attributable to the increase in the Sale of products of the Company. The other income was Rs. 28.10 Lakh in FY 2018 dropped down from Rs. 35.60 Lakh in FY 2017. The income through Interest received was dropped to Rs. 3.18 Lakh in FY 2018 from Rs. 18.69 Lakh in FY 2017.

**Expenditure:****Purchase of Stock**

The Purchase of stock in trade was Rs. 13,555.97 Lakh in FY 2018 as compared to Rs. 12,039.64 Lakh in FY 2017 showing an increase of 12.59%.

**Employee Benefit Expenses**

Employee Benefit expenses inclined by 18.85% during the Financial Years at Rs. 56.05 Lakh in FY 2018 and Rs. 47.16 Lakh in FY 2017. The reason for this incline is because of provision for gratuity of Rs. 12.87 Lakh in FY 2018 whereas the Directors remunerations remained constant at Rs. 30.00 Lakh.

**Finance Cost**

Finance Cost was Rs. 182.01 Lakh in FY 2018 and Rs. 218.25 Lakh in FY 2017 showing a decline of 16.60% due to drop down of Bank interest from Rs. 215.35 Lakh to Rs. 170.74 lakh.

**Depreciation and Amortisation**

The total depreciation during FY 2018 was Rs. 13.10 Lakh and during FY 2017 it was Rs. 12.87 Lakh showing an increase of 1.79%.

**Other Expenses**

Other Expenses showed a decline of Rs. 35.64 Lakh from Rs. 119.81 Lakh for FY 2017 to Rs. 84.17 Lakh for FY 2018.

**Profit before Tax (PBT)**

The PBT for the FY 2018 stood at 1.00% of the total revenue as against PBT margin of 0.63% of the total revenue for the FY 2017 raising at a percentage of 140.01%.

**Profit after Tax**

The company has earned a profit of Rs. 94.26 Lakh in the FY 2018 as against Rs. 55.21 Lakh in the FY 2017. The increase in PAT was on account of increase in Turnover.

**COMPARISON OF FY 2017 WITH FY 2016:****Total Income**

The Total revenue from operations for the FY 2017 was Rs. 12,695.36 Lakh as compared to Rs. 13,638.52 Lakh during the FY 2016 showing a decrease of 6.92%. The decrease in revenue was



attributable to the shortage in the Sales. The other income was Rs. 35.60 Lakh in FY 2017 as compared to Rs. 16.24 Lakh in FY 2016 showing an increase of 119.21%.

### **Expenditure:**

#### **Purchase of Stock**

The Purchase of stock in trade was Rs. 12,039.64 Lakh in FY 2017 as compared to Rs. 12,853.17 Lakh in FY 2016 showing a decrease of 6.33%.

#### **Employee Benefit Expenses**

Employee Benefit expenses increased from Rs. 45.49 Lakh for FY 2016 to Rs. 47.16 Lakh for FY 2017 showing an incline of 3.67% on account of increase in Directors' Remunerations from Rs. 27.00 Lakh in FY16 to Rs. 30.00 Lakh in FY17 and decrease in Salaries and wages by Rs. 1.33 Lakh.

#### **Finance Cost**

Finance Cost raised by Rs. 6.23 Lakhs at a percentage of 2.94%.

#### **Other Expenses**

Other Expenses showed an enormous decline of Rs. 308.60 Lakh from Rs. 428.41 Lakh for FY 2016 to Rs. 119.81 Lakh for FY 2017. The reason behind such a huge drop down in other expenses is Net Deficit of trading in Equity and Commodity Derivatives which dropped to NIL in FY 2017 from Rs. 161.24 Lakh in FY 2016.

#### **Depreciation and Amortisation**

The total depreciation during FY 2017 was Rs. 12.87 Lakh and during FY 2016 it was Rs. 8.39 Lakh showing an increase of 53.40%.

#### **Profit before Tax (PBT)**

The PBT for the FY 2017 stood at 0.63% of the total revenue of the FY 2017 as against PBT margin of 0.48% of the total revenue for the FY 2016.

#### **Profit after Tax**

The company has earned a profit of Rs. 55.21 Lakh in the FY 2017 as against 31.62 Lakh in the FY 2016. The increase in PAT was on account of increase in Turnover.



## **Related Party Transactions**

For further information please refer Annexure no. XII under Chapter titled “Auditors’ Report and Financial Information of our Company” beginning on page 138 of this Prospectus.

## **Financial Market Risks**

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

### **Interest Rate Risk**

We are currently exposed to interest rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

### **Effect of Inflation**

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **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**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in the uncertainties described in the section entitled ‘Risk Factors’ beginning on page no. 13 of the Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Apart from the risks as disclosed under Section titled “Risk Factors” beginning on page no. 13 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

### **4. Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known**

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies.



**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

Increases in revenues are by and large linked to increases in volume of business.

**6. Total turnover of each major industry segment in which the issuer company operated**

For details on the total turnover of the industry please refer to Chapter titled “Our Industry” beginning on page no. 87 of the Prospectus.

**7. Status of any publicly announced new products or business segment**

Our Company has not announced any new product and segment.

**8. The extent to which business is seasonal**

Our Company’s business is not seasonal. However the business of the company depends upon the Growth potential of the economy and growth of the country.

**9. Any significant dependence on a single or few suppliers or customers.**

Our top ten customers contributes 95.21 % and 96.17% of our income from operations for fiscal 2018 and 2017 respectively and our top 10 suppliers contribute 85.62% and 91.06% of our total purchases for fiscal 2018 and 2017 as our Company is in services industry, our main cost lies in Administrative and Employee Benefit expenses.

**10. Competitive conditions:**

Competitive conditions are as described under the Chapters titled “Our Industry” and “Business Overview” beginning on pages no. 87 and 94 respectively of the Prospectus.





## FINANCIAL INDEBTEDNESS

Name of Bank	Facility Type	Facility Key term			Outstanding as on 31/03/2018	Security as per loan agreement
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Monthly)	(In Rs.)	
HDFC Bank	Auto Laon	42.00	10.015	36	15.17	BMW Car
Karnat aka Bank	CC Limit	1,900.00	MCLR + 1.20%	Repayable on demand	1,699.10	Hypothecation of Stock and Book Debts
Karnat aka Bank	LC Limit	500.00	MCLR + 1.20%	Repayable on demand	498.45	25% Cash Margin and Hypothecation of goods procured under LC
						The CC Limit & LC Limit are collaterally secured by properties at - 1. 3E/17. BP, NIT Faridabad 2. H. No. 382, Sector 7A, Faridabad 3. A-1211, Dabua Colony, Faridabad 4. No. 94, Block GP, Mourya Enclave, Pitampura 5. 307, Sector 21C, Faridabad 6. H. No. 307, Sadbhavna EWS Co-operative Group Society Ltd., Sector 46, Faridabad 7. Pledge of term deposits in addition to personal guarantee of Directors
<b>Total (A)</b>					<b>2,212.72</b>	



## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this Chapter:*

- (i) *There are no contingent liabilities not provided for, winding up petitions, no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against the Company or against any other Group Entity(ies) whose outcome could have a materially adverse effect on the business, operations or financial position of the Company;*
- (ii) *There are no defaults including non-payment or overdue of statutory dues, over-dues to banks or financial institutions, defaults against banks or financial institutions or rollover or rescheduling of loans or any other liability, defaults in dues payable to holders of any debenture, bonds and fixed deposits or arrears on cumulative preference shares issued by the Company, defaults in creation of full security as per the terms of issue/other liabilities, proceedings initiated for economic, civil or any other offences other than unclaimed liabilities of the Company except as stated below; and*
- (iii) *No disciplinary action has been taken by SEBI or any stock exchange against the Company.*

#### **I. Creditors owing over Rs. 1 lakh and payment due after 30 days of due date as on 31.03.2018:**

<b>S. No.</b>	<b>NAME OF THE CREDITOR</b>	<b>AMOUNT (In Rs.)</b>
1	Astor Mercantile Private Limited	1,31,82,584
2	Comforts International	2,49,50,285
3	M.M. Impex	3,09,500
4	Smita Global Private Limited	4,07,71,426
<b>TOTAL</b>		<b>7,92,13,795</b>

Except as disclosed in this Chapter, we further confirm as under:

#### **I. Contingent Liabilities not provided for as on March 31, 2018: NIL**

#### **II. Litigation involving Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company:**

- A. Civil litigation against the Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**
- B. Criminal litigation against the Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**



- C. Civil litigation by the Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**
- D. Criminal litigation by the Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**
- E. Adverse findings against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company, as regards compliance with securities laws. NIL**
- F. Details of the past cases in which penalties were imposed by the statutory or regulatory authorities against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company**

- The Centralized Processing Centre of the Income Tax Department has raised a demand of Rs. 11,140 (Rupees Eleven Thousand One Hundred and Forty) on April 22, 2018 arising out of intimation under Section 143(1)(a) of the Income Tax Act, 1961 which is payable by Loveni Marketing & Advertising Private Limited for the assessment year 2017-2018.
- Mr. Het Ram has received a summon dated October 1, 2015 under Section 131 of the Income Tax Act, 1961 in relation to the production of books of accounts of the assessee or other relevant documents as may be deemed necessary in this regard.
- Survey in the Company was carried out on September 30, 2015 under section 133A of the Income Tax Act, pursuant to which the Principal Director of Income Tax (Investigation), Chandigarh directed the Company vide its letter F. No. Pr. DIT / Inv /Chd / Centralisation / 2017-18/867 dated 19.09.2017 for the centralisation of the cases of the assesses as mentioned below to Circle -2 Faridabad from Ward 1(1) Faridabad, with immediate effect.

S. N.	Name of the assessee	PAN	Present jurisdiction	Proposed jurisdiction	Proposed jurisdiction CIT
1.	Shri. Atma Ram Sharma, Prop. M/s Haryama Metal Traders	ATUPS1007L	Ward 1(1) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
2.	Shri. Hetram, Prop. M/s S.K. Enterprises	AFVPR5490R	Ward 1(3) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
3.	M/s HMS Metal Pvt. Ltd.	AADCH3829C	Ward 1(3) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad
4.	Shri. Mohan Sharma	ATUPS1008F	Ward 1(5) Faridabad	Circle-2 (Faridabad)	Pr. CIT, Faridabad



- Upon Survey on September 30, 2015, Assistant Director of Income Tax (Inv)-II passed an impounding order under Section 133A(3) (ia) of the Income Tax Act, 1961 to impound the documents / books of accounts / loose papers / laptop / and other relevant papers as found during the survey in the business premises of M/s Rajnandini Metals Private Limited at 3E/17, B.P. NIT, Faridabad.

**G. Pending litigation, defaults, nonpayment of statutory dues, proceedings initiated for economic offences or civil offences (Including past cases if found guilty), any disciplinary action taken by the Securities and Exchange Board of India or the stock exchange against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company.**

Securities and Exchange Board of India passed an ex-parte order (“Order”) dated March 29, 2016 against 246 entities, one of whom was Mr. Het Ram – Promoter of the Company, in the case of scrip dealings of Kailash Auto Finance Limited on the Bombay Stock Exchange in relation to violation of Section 11, 11(4), and 11(B) of the Securities and Exchange Board of India Act, 1992 (“Act”) and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and these 246 entities were restrained from accessing the securities market.

Subsequently, confirmatory orders were passed dated June 15, 2016, September 30, 2016, October 21, 2016 and July 13, 2017 (“Confirmatory Orders”) against 241 entities out of the aforesaid 246 entities wherein the above mentioned Order was confirmed by the SEBI.

Further, upon investigation by SEBI, it was confirmed that there were no adverse findings in respect of the 244 entities, out of whom one was Mr. Het Ram - Promoter of the Company, and SEBI revoked its Order and Confirmatory Order w.e.f. September 21, 2017, against 244 entities vide order dated September 21, 2017.

**H. Litigation involving consumer claims against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**

**I. Litigation involving labour laws, winding up petition or closure against Issuer company, Promoter Group entities and Group entities. NIL**

**J. Litigation /dispute in overseas jurisdiction against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company. NIL**



### **III. Other Legal Proceedings**

There are no legal or show cause notices or any other legal or regulatory proceedings or investigations known to have been initiated or contemplated against Issuer Company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company except as follows:

**A. Non Payment of Statutory dues or dues to Banks/ Institutions - NIL**

**B. Overdue interest/ principal as on current date. - NIL**

**C. Roll over / Re-scheduling of loans or any other liability. - NIL**

**D. Guarantees given:**

The following guarantees have been given by promoters:

<b>Sr. No.</b>	<b>Name of bank</b>	<b>Facility Type</b>	<b>Amount of guarantee (Rs. In Lakhs)</b>
1.	Karnataka Bank	CC Limit	1,900.00
2.	Karnataka Bank	LC Limit	500.00

**E. Default in dues towards instrument holders like debenture holders, fixed deposits and arrears on cumulative preference shares/ other liabilities as on current date: - NIL**

**F. Further, there show cause or legal notices or any other legal or regulatory proceedings or investigations known to be initiated or contemplated against us in this regard. - NIL**

**G. Details of any pending litigation involving the Company, which could have a material adverse effect on the position of the Company. - NIL**

**H. The details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 or any previous companies law in the last five years immediately preceding the year of issue of Prospectus, including any prosecutions files (whether pending or not), fines imposed or compounding of offences. - NIL**

**I. If there were any prosecutions filed (whether pending or not); fines imposed or compounding of offences done in the last five years immediately preceding the year of the Prospectus. - NIL**

**J. The details of acts of material frauds committed against the Issuer company, Promoters of the Issuer Company, Promoter Group of the Issuer Company and Directors of the Issuer Company and Group Entities of Issuer Company in the last five years, if any, and if so, the action taken by the company. - NIL**



**K. Any business related litigation. - NIL**

**We certify that except as stated herein above:**

- a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years..
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are no litigations against the Promoters / Directors in their personal capacity.
- g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.
- i. There are no the status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- j. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009.



## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of the Prospectus.

### I. APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has pursuant to the resolution passed at its meeting held on February 26, 2018 authorized the issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated March 20, 2018 under section 62(1)(c) of the Companies Act, 2013, authorized the issue.

#### Approval from lenders

1. The company has obtained “No Object Certificate” vide letter dated June 02, 2018 from its Bankers i.e. Karnataka Bank Limited.

### II. INCORPORATION DETAILS

Our Company was incorporated as a private limited company namely “Rajnandini Metal Pvt. Limited” under the Companies Act, 1956 vide certificate of incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 040255. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from “Rajnandini Metal Private Limited” to “Rajnandini Metal Limited”. The Company’s Corporate Identification Number is U51109HR2010PLC040255. For further details please refer to chapter titled “History and Certain Other Corporate Matters” beginning on page 109 of this Prospectus

### III. APPROVAL/LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### A. Under Direct and Indirect Tax Laws

S. No	Nature of License /Approvals	Authority	Particulars Of License /Approvals	Validity Period
1.	Registration in Income tax Department	Income Tax Department , Government of India	AAECR6889H	Perpetual






2.	GST Registration	Government of India	06AAECR6889HIZU	Perpetual
3.	GST Registration	Government of India	07AAECR6889HIZS	Perpetual
4.	TIN Registration	Income Tax Department	06411332558	Perpetual
5.	Importer / Exporter Code Number	Central Board of Excise and Custom, Ministry of Commerce and Industry	0510083404	Perpetual
6.	Tax Deduction Account Number	Income Tax Department , Government of India	TAN: RTKR06303D	Perpetual

#### B. Under Industrial, Environmental and Labour Law

S. No	Nature of License /Approvals	Authority	Particulars Of License /Approvals	Validity Period
1.	Employee's Provident Fund Registration	Employee's Provident Fund Organisation	Provident Fund Code: HRFBD1728412000	Perpetual
2.	Employee's State Insurance Registration	Employee's State Insurance Corporation	Employer's Code: 13000840530000099	Perpetual
3.	IEC	Government of India Ministry of Commerce	0510083404	Perpetual
4.	Registration as trader for handling import of Waste mentioned in Part D Schedule III of the Hazardous (Management, Handling and Transboundary Movement) Rules, 2008	Delhi Pollution Control Committee	Registration Authorization No. DPCC/HW/Import/R/2015-16/0321 dated 25/05/2016	Permanent

#### INTELLECTUAL PROPERTY

Our Company has applied for the following registrations under the Trade Mark Act 1999 and Trade Mark Rules 2003. The Status of our applications is as under:

S. No	Logo	Date of Application	APPLICATION NO	CLASS	Status
1.		April 05, 2018	3796895	6	Application under Objection



## LAND AND PROPERTY

The following table sets for the properties owned by us:

S. No	Location of the Property	Document and Date	Seller	Purchase Consideration (in Rs.)	Activity
1.	Plot No. 344 Sector 3, Phase-II, Industrial Model Township Bawal , Rewari	Letter of Allotment dated March 16, 2018	Haryana State Industrial and Infrastructure Development Corporation limited	5,67,00,000/-	Commercial

The following table sets the properties taken on lease / rent by us:

S. No.	Location of the property	Document and Date	Licensor / Lessor	Rent / License Fees (In Rs.)	Lease / License period		Activity
					From	To	
1.	Plot no. 3E/17, B.P, N.I.T, Faridabad	Agreement dated April 04, 2018	Smt. Mithlesh Sharma	Rs.1,50,000/- p.m.	April 04, 2018	February 03,2019	Registered Office and Warehouse 1
2.	Plot No 75, Khasra No. 44/23, Shahbad, Daulatpur, Delhi-110042	Rent Agreement dated April 06, 2018	Mr. Ravi Sharma s/o Mr. B.M.Sharma and R/o C-258, Sector-18, Rohini, Delhi	Rs. 10,000/- p.m	April 06, 2018	February 05,2019	Warehouse 3
3	30/14, Gali No. 4 Libaspur Delhi-110042	Agreement dated April 06, 2018	Smt. Bhoori Devi	Rs.11,000/- p.m.	April 01, 2018	January 31,2019	Warehouse 2



## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on February 26, 2018 and by shareholders of our company by a special resolution pursuant to section 62(1)(c) of the Companies Act 2013 passed at Extra Ordinary General Meeting of our Company held on March 20, 2018 at registered office of our company.

### **PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENT AUTHORITIES**

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The Companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

### **PROHIBITION BY RBI**

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past and no proceedings thereof are pending against them.

### **ELIGIBILITY FOR THE ISSUE**

Our Company is eligible for the Issue in accordance with 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 Rs. 10 crore (Rupees Ten Crore only), shall issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009.

### **We confirm that:**

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred per cent underwritten and that the Lead Manager to the Issue will underwrite more than 15% of the Total Issue Size. For further details pertaining to said underwriting refer to “General Information” on page no. 51.



b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within Eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft 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 along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into a tripartite agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the arrangement of market making refer to the section titled “General Information – Details of the Market Making Arrangements for this Issue” on page 51.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter XB of SEBI (ICDR) Regulations, 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 SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

e) 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 NSE.

f) Our Company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2018 is positive.

g) As on the date of this Prospectus, our Company has a paid up capital of Rs. 450 lakhs which is less than Rs. 1,000 lakhs and the Post Issue Paid-up Equity Share Capital will be Rs. 614.40 Lakhs which is less than 2,500 lakhs.

h) Our Company has not been referred to the Board for Industrial and Reconstruction (BIFR).

i) There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.

j) We confirm that no material regulatory or disciplinary action by a stock exchange or regulatory authority has been taken in the past three years against our Company.



k) We have a website [www.rajnandinimetal.com](http://www.rajnandinimetal.com)

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, CORPORATE CAPITALVENTURES PVT. LTD. HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, CORPORATE CAPITALVENTURES PVT. LTD. IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER CORPORATE CAPITALVENTURES PVT. LTD. HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 07, 2018 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.**

**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**



- A. THE PROSPECTUS FILED WITH THE STOCK EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
- B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
- C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, COMPANIES ACT 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE**



REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE.– NOT APPLICABLE

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956\* AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.– NOT APPLICABLE\*\*
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:





- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.

WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

*\*Section 40(3) of the Companies Act, 2013 has been notified by the Ministry of Corporate Affairs, Government of India.*

*\*\*Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialized form by complying with the provisions of the Depositories Act, 1996 and the regulations made there under.*

15. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”.

16. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**



- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.”**

Note:

The filing of Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in this Prospectus.



All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, NCT of Delhi and Haryana in terms of sections 26, 32 and 33 of the Companies Act, 2013.

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.rajnandinimetal.com](http://www.rajnandinimetal.com) would be doing so at his or her own risk.

#### **Caution**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated June 19, 2018 the Underwriting Agreement dated June 19, 2018 entered into among the Underwriter and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

#### **PRICE INFORMATION AND THE TRACK RECORDS OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Prospectus and the website of the Lead Manager at [www.ccwindia.com](http://www.ccwindia.com)

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian



financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with National Stock Exchange of India Limited (NSE) for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM**

As required, a copy of this Prospectus shall be submitted to National Stock Exchange of India Limited. NSE has given vide its letter Ref.: NSE/LIST/182 dated August 30, 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 Company. The Exchange does not in any manner:-



- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. Warrant that this company's securities will be listed or will continue to be listed on the Exchange; or
- iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against 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 for any other reason whatsoever.

## **FILING**

This Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi - 110001. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC, Delhi.

## **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations application will be made to the NSE Emerge Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE Emerge Platform has given its approval for using its name in our Prospectus vided its letter dated August 30, 2018.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE Emerge Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge Platform mentioned above are taken within Six Working Days from the Issue Closing Date.



## **CONSENTS**

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, the Banker to the Company; and (b) Lead manager, Underwriters, Market Makers, Registrar to the Issue, Legal Advisor to the Issue, Advisors to the Company, Bankers to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with NSE.

## **EXPERT TO THE ISSUE**

Except Report of the Statutory Auditor on Statement of Tax Benefits., our Company has not obtained any expert opinions.

## **EXPENSES OF THE ISSUE**

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 75 of this Prospectus.

## **DETAILS OF FEES PAYABLE**

### **Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Mandate Letter dated April 13, 2018 issue by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated May 22, 2018 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.



## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS**

We have not made any previous rights and/or public issues during the last five years, and are an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 57 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

## **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956/ SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

## **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.





## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre s of SCSBs where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationships Committee of the Board vide resolution passed at the Board Meeting held on May 22, 2018. For further details, please refer to the chapter titled “Our Management” beginning on page 114 of this Prospectus.

Our Company has appointed Mr. Rahul Kumar Bansal, the Company Secretary and Compliance Officer and he may be contacted at the following address:

### **RAJNANDINI METAL LIMITED**

#### **Registered Office**

3E/17 B.P. N.I.T Faridabad

Haryana-121001 India

**Tel:** 0129-4074043

**Fax:** 0129-4074046

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

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

**Corporate Identification Number:** U51109HR2010PLC040255

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.



## **CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

There have been no changes in the statutory auditors of our Company in the last three financial years.

## **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 57 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

## **PURCHASE OF PROPERTY**

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

## **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



## SECTION VIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE EMERGE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.*

### RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 263 of the Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 137 of the Prospectus.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs10/- each are being offered in terms of the Prospectus at the price of Rs. 26/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 82 of the Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### RIGHT OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;



- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

As per the provisions of the Depositories Act, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by the NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4,000 Equity Shares subject to a minimum allotment of 4,000 Equity Shares to the successful Applicants.

### **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs collected shall be unblocked within six (6) working days of closure of Issue.

### **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company. In accordance with Section 72 of the



Companies Act 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **MINIMUM SUBSCRIPTION**

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs.1,000 for each day during which the default continues or Rs. 100,000 , whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 300,000 or with both.

### **MIGRATED TO MAIN BOARD**

Our company may migrate to the main board of NSE Emerge Exchange at a later date subject to the following:

- a. If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of



votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b. If the Paid up Capital of our company is more than 10 crores but below Rs. 25 crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **MARKET MAKING**

The shares offered through this issue are proposed to be listed on the NSE Emerge (Emerge Platform) wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE Emerge for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the Market Making arrangement see chapter titled “General Information” beginning on page 51 of the Prospectus.

### **ARRANGEMENT FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 4000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Exchange Platform of NSE.

### **RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution as detailed in chapter titled “Capital Structure” beginning on page 57 of the Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section “Main Provisions of the Articles of Association” beginning on page 263 of the Prospectus.

### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.



### **NEW FINANCIAL INSTRUMENTS**

The Issuer Company is not issuing any new financial instruments through this Issue.

### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, India





## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital is less than Rs. 1,000 Lakhs shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ('SME Exchange', in this case being the NSE Emerge Platform). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 200 and 207 of the Prospectus.

### **FOLLOWING IS THE ISSUE STRUCTURE**

Public Issue of 16,44,000 Equity shares of face value of Rs.10 /- each fully paid (the 'Equity Shares') for cash at a price of Rs. 26/- per Equity Share aggregating Rs. 427.44 Lakhs ('the Issue') by our Company. The Issue comprises a Net Issue to Public of 15,60,000 Equity Shares ('the Net Issue') and a reservation of 84,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

<b>Particulars of the Issue</b>	<b>Net Issue to Public*</b>	<b>Market Maker Reservation Portion</b>
Number of Equity Shares available for allocation	15,60,000	84,000
Percentage of Issue Size available for allocation	94.89% (50.00% to Retail Individual Investors and the balance 50.00% to other Investors)	5.11%
Basis of Allotment	Proportionate subject to minimum allotment of 4000 Equity Shares and further allotment in multiples of 4000 Equity Shares each. For further details please refer to the "Basis of Allotment" on page 220 of the Prospectus	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through the ASBA Process ( online or the Physical Form)	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such Number of Equity Shares in multiples of 4000 equity shares such that the application value exceeds Rs. 2,00,000. For Retails Individuals: 4000 Equity Shares	Application size shall be 84,000 equity shares since there is firm allotment.
Maximum Application Size	For QIBs and NII Such number of equity Shares in multiples of 4000 equity shares such that the application size does not exceeds 15,60,000 equity shares For Retails Individuals: 4000 Equity Shares	Application size shall be 84,000 equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	4000 Equity Shares	4000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	The entire Application Amount will be payable at the time of submission of the Application Form.



\*50% of the shares offered are reserved for applications below Rs. 2.00 lakh and the balance for higher amount applications

<b>ISSUE OPENING DATE</b>	MONDAY, SEPTEMBER 24, 2018
<b>ISSUE CLOSING DATE</b>	THURSDAY, SEPTEMBER 27, 2018

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m..

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bid form, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## 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”) including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.*

*Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.*

*Applicants are required to submit application to the Selected Branches / Offices of the RTAs, DPs, or 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 National Stock Exchange of India Limited 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 National Stock Exchange of India website.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.*



**Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.**

## **PART - A**

### **FIXED PRICE ISSUE PROCEDURE**

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

### **APPLICATION FORM**

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

<b>Category</b>	<b>Color of Application Form</b>
Resident Indians and Eligible NRIs applying on a non-repatriation	White
Non-Residents and Eligible NRIs applying on a repatriation basis	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:



- a) an SCSB, with whom the bank account to be blocked, is maintained;
- b) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker');
- c) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- d) a registrar to an offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity).

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

### **WHO CAN APPLY?**

In addition to the category of Applicants as set forth under "General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:-

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

### **MAXIMUM AND MINIMUM APPLICATION SIZE**

#### **A. For Retail Individual Applicants:**

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the application amount payable by the Applicants does not exceed Rs. 200,000. In case of revision of Application, the Retail Individual Applicants have to ensure that the application amount does not exceed Rs. 200,000.



#### **B. For Other Applicants (Non-Institutional Bidders and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 200,000 and in multiples of 4,000 Equity Shares thereafter. An application cannot be submitted for more than the net issue Size i.e. 15,60,000 Equity Shares. However, the maximum application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicants 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 Bidders, who are individuals, have to ensure that the application Amount is greater than Rs 200,000 for being considered for allocation in the Non-Institutional Portion.

*Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.*

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

#### **PARTICIPATION BY ASSOCIATES OF LEAD MANAGER**

The Lead Manager, Market maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the Lead Manager, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Memorandum Form 2A containing the salient features of this Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.





## INFORMATION FOR THE APPLICANTS

- a) Our Company and LM shall declare the Issue opening and Issue closing dates in the Prospectus to be registered with the Registrar of Companies, NCT of Delhi & Haryana and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- b) Our Company will file the Prospectus with the Registrar of Companies at least 3 (three) days before the Issue Opening Date.
- c) Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the website of the Stock Exchange.
- d) Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Lead Manager, the Registrar to the Issue, and the Registered Office of the Company.
- e) Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- f) Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- g) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs 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.
- h) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs) , the relevant SCSB , shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
- i) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- j) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.





## **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

## **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

## **APPLICATIONS BY ELIGIBLE 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.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).



Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **APPLICATIONS BY ELIGIBLE FIIs/FPIs**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely “foreign institutional investors” and “qualified foreign investors” will be subsumed under a new category namely “foreign portfolio investors” or “FPIs”. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or subaccounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to



time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in colour). FPIs are required to apply through the ASBA process to participate in the Offer.

**AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIs:**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted nonconvertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b) Nothing contained in clause (a) shall apply to:



- ❖ Any transactions in derivatives on a recognized stock exchange;
  - ❖ Short selling transactions in accordance with the framework specified by the Board;
  - ❖ Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - ❖ Any other transaction specified by the Board.
- c) No transaction on the stock exchange shall be carried forward;
- d) The transaction of business in securities by a foreign portfolio investor shall be only through stockbrokers registered by the Board; provided nothing contained in this clause shall apply to;
- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - viii. Any other transaction specified by Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.



4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority
- b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in off shore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its



registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to a further public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis 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 reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.





The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
3. The industry sector in which the investee company operates: 10% of the insurer’s total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **APPLICATIONS BY BANKING COMPANIES**

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks’ own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

**Applications by SCSBs:** SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus





of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws must be lodged along with the Application Form. Failing this, our Company reserve the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 250.00 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250.00 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. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after



the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).



3. For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 4,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 4,000 equity shares subject to a minimum allotment of 4,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - b) The balance net offer of shares to the public shall be made available for allotment to
    - i. Individual applicants other than retails individual investors and
    - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

‘Retail Individual Investor’ means an investor who applies for shares of value of not more than Rs. 200,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.



## GENERAL INSTRUCTIONS

### *Do's:*

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations), Instruct your respective Banks to not release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Applicants should submit their application through ASBA process only.
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### *Don'ts:*

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;



- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 200,000 (for applications by Retail Individual Applicants);
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended; and
- Do not make more than five applications from one bank account.

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **OTHER INSTRUCTIONS**

##### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.



### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.





Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form, duplicate PAN and mismatch of PAN;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;





- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 200,000, received after 3.00 pm on the Issue Closing Date;
- Detailed of ASBA Account not provided in the Application Form;
- Amount not blocked in ASBA within prescribed time;
- More than five application forms blocked from one ASBA Account.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

‘Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

### **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated June 19, 2018 this issue is 100% Underwritten.

### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the Registrar of Companies, NCT of Delhi & Haryana, in terms of Section 26 of Companies Act, 2013.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Offer Opening Date and the Offer 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.

### **SUBMISSION OF APPLICATION FORM**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving



the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

### **DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- ✓ Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- ✓ The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

### **PAYMENT OF REFUND**

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manage and the Registrar for further payment to the beneficiary applicants.



## **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre-Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
3. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
4. that the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
5. that all steps shall be taken to ensure the listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working days of Issue Closing Date or such time as prescribed;
6. that if allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under applicable law for the delayed period;
7. that the letter of allotment/unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
8. that no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and



4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- i. The final listing and trading approvals of National Stock Exchange of India for listing of Equity Shares Issued through this Issue on its EMERGE Platform, which the Company shall apply for after Allotment;
- ii. The final RoC approval of the Prospectus after it is filed with the RoC.
- iii. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre- issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the issue after the issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated May 18, 2018 entered into between NSDL, our Company and the Registrar to the Issue;
- (b) Agreement dated May 14, 2018 entered into between CDSL, our Company and the Registrar to the Issue.



The Company's Equity shares bear an ISIN No. INE00KV01014

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## **COMMUNICATIONS**

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED AMOUNT) APPLICANTS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.



This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make the independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on

<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

### **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTAs or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 01, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must apply through the ASBA Process.



### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.





## PART – B

### GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956 to the extent applicable, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.*

This General Information Document relates to the Public Issue of 16,44,000 Equity Shares of Rs.10/- each fully paid of Rajnandini Metal Limited (“the Company” or “the Issuer”) for Cash at a Price of Rs. 26/- Per Equity Share in Terms of Chapter XB of the SEBI (ICDR) Regulations, 2009 (As amended from time to time), under the Fixed Price Mode and are proposed to be listed on the SME Platform of National Stock Exchange of India Limited. Accordingly, the Investors are advised to refer to the particulars of this GID in context of Fixed Price Issue being made under Chapter XB of the SEBI (ICDR) Regulations, 2009.

#### **Section 1: Purpose of the General Information Document (GID)**

This document is applicable to the public issues undertaken through to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment.

The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LMs** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.



## **Section 2: Brief introduction to IPOs on SME Exchange**

### **2.1. Initial public offer (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) or the Applicable Regulations of Chapter XB of the SEBI ICDR Regulations, 2009, as amended. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crores rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crores rupees and up to twenty five crores rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulations.

### **2.2. Other Eligibility Requirements**

In addition to the eligibility requirements specified in paragraphs 2.1, 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 and the Companies Act, 1956 to the extent applicable (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry- specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M of Chapter XB of SEBI (ICDR) Regulation:

- a. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LMs have to underwrite at least 15% of the total issue size.
- b. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed Allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.



- c. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Managers shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LMs has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e. The Company should have track record of at least 3 years.
- f. The Company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.
- g. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- h. The Issuer shall mandatorily facilitate trading in demat securities.
- i. The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- j. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- k. No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- l. The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital, is more than ten crores rupees and up to twenty five crores rupees. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

### **2.3. Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.



The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

#### **2.4. Issue Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

#### **2.5. Migration to Main Board**

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

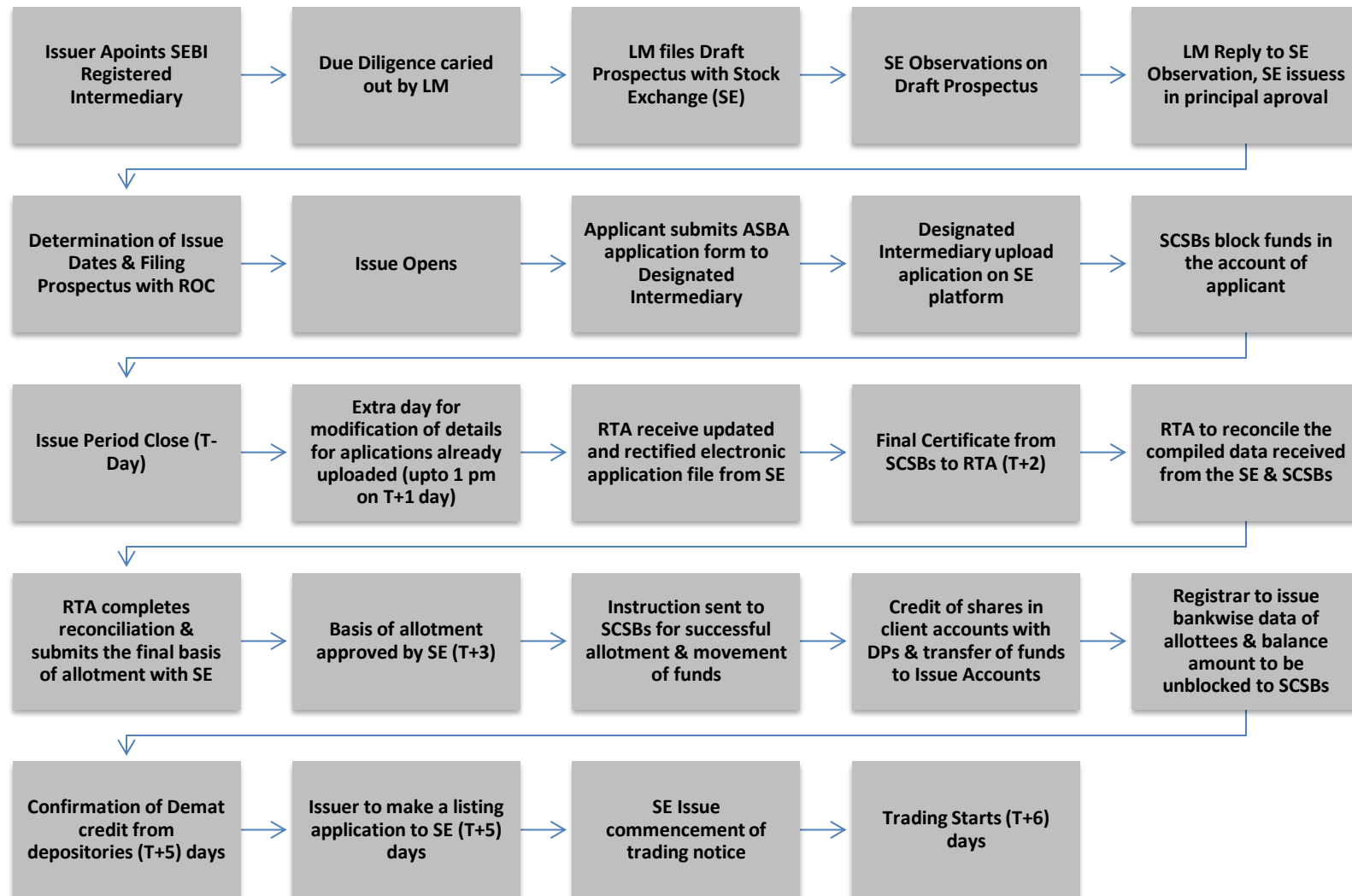
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

(b) If the Paid up Capital of the company is more than Rs. 10 crores and upto Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## 2.6. Flowchart of Timelines

A flow chart of process flow in Fixed Price Issues is as follows:





### Section 3: Category of Investors Eligible to Participate in an Issue

**Each Applicant should check whether it is eligible to apply under applicable law.** Furthermore, certain Categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. 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, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FDI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLP's) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lacs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;



16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and Policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

#### **SECTION 4: APPLYING IN THE ISSUE**

##### **Fixed Price Issue:**

Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LMs. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category.

The prescribed colour of the Application Form for various categories of Applicants is as follows:

<b>Category</b>	<b>Colour of the Application</b>
Resident Indian, Eligible NRIs applying on a non- repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

#### **4.1 Instructions for filing the Application Form (Fixed Price Issue)**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below. The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced next page:





## Application Form – Resident

**ISSUE PROGRAMME : ISSUE OPENS ON: MONDAY, SEPTEMBER 24, 2018    ISSUE CLOSES ON: THURSDAY, SEPTEMBER 27, 2018**

**COMMON APPLICATION FORM**

**RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - R**  
 Registered Office: 35/17 B.P. N.L.T Park/Industrial Haryana-121001 India  
 Tel: 0129-4974443; Email: info@rajnandimetal.com  
 Website: www.rajnandimetal.com, CIN NO: U51199HR2010PLC0460255

**FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI APPLYING ON A NON-REPATRIATION BASIS**



To,  
The Board of Directors  
RAJNANDINI METAL LIMITED

**FIXED PRICE SME ISSUE**  
ISIN – INE000KVD01014

Application Form No. \_\_\_\_\_

Date: \_\_\_\_\_

<b>BROKER'S / SCB / DP / RTA STAMP &amp; CODE</b>	<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>I. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>	
		Mr / Ms. _____	
		Address _____	
		Email _____	
		Tel. No.(with STD code) / Mobile _____	
<b>SCB / BANK BRANCH STAMP &amp; CODE</b>	<b>SCB / BANK BRANCH SERIAL NO.</b>	<b>II. PAN OF SOLE/FIRST APPLICANT</b>	
		_____	

<b>III. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>		<b>IV. INVESTOR STATUS</b>	
<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		<input type="checkbox"/> Individual    - DD <input type="checkbox"/> Non-Resident Indian (Non-Repatriation Basis)    - NRI <input type="checkbox"/> Hindu Undivided Family*    - HUF <input type="checkbox"/> Bodies Corporate    - CO <input type="checkbox"/> Banks & Financial Institutions    - FI <input type="checkbox"/> Mutual Funds    - MF <input type="checkbox"/> National Investment Funds    - NF <input type="checkbox"/> Insurance Funds    - IF <input type="checkbox"/> Insurance Companies    - IC <input type="checkbox"/> Venture Capital Funds    - VCF <input type="checkbox"/> Alternative Investment Funds    - AIF <input type="checkbox"/> Others (Please Specify)    - OTH	
<b>V. APPLICATION DETAILS</b>		<b>VI. CATEGORY</b>	
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 25/- per share <sup>(*)</sup>		<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
(In Figures)	(In Words)		

\* Please note that applications must be made in minimum of 4000 shares and further multiples of 4000 shares accordingly.  
 † Please note that the trading of equity shares will be only in dematerialized mode on the Scrip Platform of National Stock Exchange of India Limited.

<b>VII. PAYMENT DETAILS</b>		PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures)		(₹ in words) _____
ASBA Bank A/c No. _____		
Bank Name & Branch _____		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ASSKDDDD PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE (GIDIP) AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>III.A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>III.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b>	<b>BROKER / SCB / DP / RTA STAMP</b> (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2018	(Write in the SCB to be allowed as necessary to enable Application to be done)	
	1) _____	
	2) _____	
	3) _____	

	<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Registered Broker/SCB/CDSL/NSDL	Application Form No. _____
TEAR HERE			
Amount Blocked (₹ in figures)		Bank & Branch	Stamp & Signature of SCB/ Branch
ASBA Bank A/c No.			
Received from Mr./Ms.			
Telephone / Mobile	Email		

<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - R</b>		In Figures	In Words	Stamp & Signature of Registered Broker/ SCB / CDSL / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Amount Blocked (₹)				
	ASBA Bank A/c No. _____				<b>Acknowledgement Slip for Applicant</b>
	Bank & Branch: _____				Application Form No. _____



## Application Form – Non Resident

ISSUE PROGRAMME : ISSUE OPENS ON: MONDAY, SEPTEMBER 24, 2018    ISSUE CLOSES ON: THURSDAY, SEPTEMBER 27, 2018

<b>COMMON APPLICATION FORM</b>	<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - NR</b> Registered Office: 2E/17 B.P. N.L.T Park/Industrial Harpurna-121001 India Tel: 0120-4074943; Email:info@rajnandinimetal.com Website: www.rajnandinimetal.com, CTN NO: US105H2R10PLC040020	FOR NON-RESIDENT INCLUDING ELIGIBLE NRI, FPIs or FVCI ETC. APPLYING ON A REPATRIATION BASIS
--------------------------------	--	---



To,  
The Board of Directors  
RAJNANDINI METAL LIMITED

FIXED PRICE SME ISSUE  
ISIN – INE00KV01014

Application Form No. \_\_\_\_\_

Date: \_\_\_\_\_

BROKER'S / SCSE / DP/RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr./Ms. _____ _____ Address _____ _____ Email _____ Tel. No (with STD code)/ Mobile _____
SCSE / BANK BRANCH STAMP & CODE	SCSE / BANK BRANCH SERIAL NO.	<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL, enter 16 Digit Client ID.	<b>4. INVESTOR STATUS</b> <input type="checkbox"/> Non-Resident Indian (Repatriation basis)    NRI <input type="checkbox"/> FI or Sub Account of a Corporate (Foreign Individual)    FI <input type="checkbox"/> FI Sub Account Corporate/Individual    FISA <input type="checkbox"/> Foreign Venture Capital Investor    FVCI <input type="checkbox"/> Foreign Portfolio Investor    FPI <input type="checkbox"/> Other (Please Specify)    OTH
--	--

<b>4. APPLICATION DETAILS</b> No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 20/- per share <sup>1+1</sup> (In Figures) _____ (In Words) _____ <small>* Please note that applications must be made in minimum of 4000 shares and further multiples of 4000 shares accordingly.                  * Please note that the trading of equity shares will be only in dematerialized mode on the trading Platform of National Stock Exchange of India Limited.</small>	<b>5. CATEGORY</b> <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
---	--

<b>7. PAYMENT DETAILS</b> Amount Blocked (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____	<b>PAYMENT OPTION : Full Payment</b>
--	--------------------------------------

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2018	<b>B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> <small>(Wherever the SCSE to be filled is not necessary to make the Application to be done)</small> 1) _____ 2) _____ 3) _____	<b>BROKER / SCSE / DP/RTA STAMP</b> <small>(Acknowledging upload of Application in Stock Exchange System)</small>
--	---	--

	<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - NR</b>	Acknowledgement Slip for Registered Broker/SCSE/CDS/RTA	Application Form No. _____ PAN of Sole/First Holder _____
--	---	---	--

DPID / CDSL	_____	_____	_____	_____	_____
Amount Blocked (₹ in figures)	_____	Bank & Branch	_____	Stamp & Signature of SCSE Branch	
ASBA Bank A/c No.	_____				
Received from Mr./Ms.	_____				
Telephone / Mobile	_____	Email	_____		

<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - NR</b>	No. of Equity Shares	In Figures	In Words	Stamp & Signature of Registered Broker / SCSE / CDS / RTA	Name of Sole / First Applicant
	_____	_____	_____	_____	_____
	Amount Blocked (₹)	_____	_____	_____	_____
	ASBA Bank A/c No.:	_____			
	Bank & Branch:	_____			
	Acknowledgement Slip for Applicant Application Form No. _____				



#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who*

- a) makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447 of the said Act.”*

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.

- d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.



#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

#### 4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- a) The Issuer may mention Price in the Prospectus. However a prospectus registered with ROC contains one price.



b) Minimum and Maximum Application Size

**i. For Retail Individual Applicants**

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

**ii. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs.2,00,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non- Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.



#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- (a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) All categories of investors can participate in the Issue only through ASBA mechanism.
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

##### **4.7.1.1. Payment instructions for Applicants**

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form. The application form submitted by an applicant and which is accompanied by cash, demand , 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) Applicant 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) Applicant 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 Application Forms can be submitted.
- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that 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 Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit 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) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of 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.
- (j) 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 may upload the details on the Stock Exchange Platform.
- (k) 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.
- (l) 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.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

#### **4.1.8 UNBLOCKING OF ASBA ACCOUNT**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.





- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### **4.1.8.1 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable) shall be blocked.

#### **4.1.8.2 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORIZATIONS**

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- a) All communications in connection with Applications made in the Issue should be addressed as under:
  - (i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
  - (ii) In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.



- (iii) Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- b) The following details (as applicable) should be quoted while making any queries –
  - (i) Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
  - (ii) name and address of the Designated Intermediary, where the Application was submitted; or
  - (iii) In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

\*\*\*\*\*THIS PAGE IS INTENTIONALY LEFT BLANK\*\*\*\*\*





## REVISION FORM - NON RESIDENT

ISSUE PROGRAMME : ISSUE OPENS ON: MONDAY, SEPTEMBER 24, 2018		ISSUE CLOSES ON: THURSDAY, SEPTEMBER 27, 2018	
<b>COMMON APPLICATION REVISION FORM</b>	<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b> Registered Office: 3E/17 B.P. N.Y.T Faridabad Haryana-121001 India Tel: 0128-6978843; Email: info@rajnandinimetal.com Website: www.rajnandinimetal.com, CIN NO: U51199HR2018PLC040253	FOR NON-RESIDENT INCLUDING ELIGIBLE NRI, FPIs or FVCI ETC. APPLYING ON A REPATRIATION BASIS	

	To, The Board of Directors <b>RAJNANDINI METAL LIMITED</b>	<b>FIXED PRICE SME ISSUE</b> <b>ISIN - INE00KVT0104</b>	Date: _____ Application Form No. _____																																																																																																																																
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%;">BROKER'S / SCSE / DP / STA STAMP &amp; CODE</th> <th style="width: 50%;">SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</th> </tr> <tr> <td style="height: 40px;"></td> <td style="height: 40px;"></td> </tr> </table>	BROKER'S / SCSE / DP / STA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE			<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%;">SCSE / BANK BRANCH STAMP &amp; CODE</th> <th style="width: 50%;">SCSE / BANK BRANCH SERIAL NO.</th> </tr> <tr> <td style="height: 40px;"></td> <td style="height: 40px;"></td> </tr> </table>	SCSE / BANK BRANCH STAMP & CODE	SCSE / BANK BRANCH SERIAL NO.			<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="12">I. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</th> </tr> <tr> <td colspan="3">Mr. / Ms.</td> <td colspan="3"></td> <td colspan="3"></td> <td colspan="3"></td> </tr> <tr> <td colspan="12">Address</td> </tr> <tr> <td colspan="12"> </td> </tr> <tr> <td colspan="12">Tel. No. (with STD code) / Mobile</td> </tr> <tr> <th colspan="12">II. PAN OF SOLE/FIRST APPLICANT</th> </tr> <tr> <td colspan="12"> </td> </tr> <tr> <th colspan="12">III. INVENTORY DEPOSITORY ACCOUNT DETAILS</th> </tr> <tr> <td colspan="3">ISDL</td> <td colspan="3">CDSL</td> <td colspan="3">NSDL</td> <td colspan="3"> </td> </tr> <tr> <td colspan="12" style="text-align: center; font-size: small;">                 For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID             </td> </tr> </table>		I. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT												Mr. / Ms.												Address																								Tel. No. (with STD code) / Mobile												II. PAN OF SOLE/FIRST APPLICANT																								III. INVENTORY DEPOSITORY ACCOUNT DETAILS												ISDL			CDSL			NSDL						For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID											
BROKER'S / SCSE / DP / STA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE																																																																																																																																		
SCSE / BANK BRANCH STAMP & CODE	SCSE / BANK BRANCH SERIAL NO.																																																																																																																																		
I. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT																																																																																																																																			
Mr. / Ms.																																																																																																																																			
Address																																																																																																																																			
Tel. No. (with STD code) / Mobile																																																																																																																																			
II. PAN OF SOLE/FIRST APPLICANT																																																																																																																																			
III. INVENTORY DEPOSITORY ACCOUNT DETAILS																																																																																																																																			
ISDL			CDSL			NSDL																																																																																																																													
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID																																																																																																																																			

PLEASE CHANGE MY APPLICATION  PHYSICAL

4. FROM (as per last Application or Revision)													
Options	No. of Equity Shares applied (Application must be in multiples of 5000 equity shares)									Price per Equity Share (₹/sq)			
	(In Figures)									In Figures			
	7	6	5	4	3	2	1	0	0	0	0	0	0
Option 1													
(SR) Option 2	NOT APPLICABLE									NOT APPLICABLE			
(SR) Option 3	NOT APPLICABLE									NOT APPLICABLE			

5. TO (Revised Application)												
Options	No. of Equity Shares applied (Application must be in multiples of 5000 equity shares)									Price per Equity Share (₹/sq)		
	(In Figures)									In Figures		
	7	6	5	4	3	2	1	0	0	0	0	0
Option 1												
(SR) Option 2	NOT APPLICABLE									NOT APPLICABLE		
(SR) Option 3	NOT APPLICABLE									NOT APPLICABLE		

7. PAYMENT DETAILS											
PAYMENT OPTION : Full Payment											
Amount Blocked (₹ in Figures) _____ (₹ in words) _____											
ASBA Bank A/c No. _____											
Bank Name & Branch _____											

I/WE ON BEHALF OF JOINT APPLICANTS (IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FOR IPO AND THE ATTACHED APPLICAND PROSPECTUS AND THE CONFIDENTIAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE (CIPDI) AND HEREBY ACCEPT AND CONFIRM THE INFORMATION DEBT AS GIVEN OVER LEAF I/WE ON BEHALF OF JOINT APPLICANTS, IF ANY, HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.

I.A. SIGNATURE OF SOLE / FIRST APPLICANT  Date: _____, 2018	II. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (We authorize the SCSE to debit all monies necessary to make the Application in the issue) 1) _____ 2) _____ 3) _____	BROKER / SCSE / DP / STA STAMP (Acknowledging upload of Application in Stock Exchange System)
---	--	--

	<b>RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b>	Acknowledgment Slip for Registered Broker/SCSE/CDP/STA	Application Form No. _____
TEAR HERE			
Additional Amount Blocked (₹ in figures) _____ Bank & Branch _____		SCSE Branch Stamp & Signature	
ASBA Bank A/c No. _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

RAJNANDINI METAL LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> </tr> <tr> <td>Issue Price</td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Blocked (₹)</td> <td></td> <td></td> </tr> </table>	Option 1	Option 2	Option 3	No. of Equity Shares			Issue Price			Additional Amount Blocked (₹)			Stamp & Signature of registered broker/ SCSE/CDP/STA	Name of Sole / First Applicant  _____ _____
Option 1	Option 2	Option 3													
No. of Equity Shares															
Issue Price															
Additional Amount Blocked (₹)															
TEAR HERE															
ASBA Bank A/c No. _____ Bank & Branch: _____			Acknowledgment Slip for Applicant  Application Form No. _____												



## **FIELD 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

### **4.2.1 FIELD 4 & 5: APPLICATION REVISION “FROM” AND “TO”**

- a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category

### **4.2.2 FIELD 6: PAYMENT DETAILS**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

### **4.2.3 FIELD 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

## **4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

### **4.4 4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-**

<b>Mode of Application</b>	<b>Submission of application Form</b>
<b>All Investors Application</b>	<b>To the Application Collecting Intermediaries</b>

## **SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

### **5.1 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 Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only (ASBA Account). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and



(ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

## 5.2 Grounds of rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;



- Applications by US person other than in reliance on Regulation S or — qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants , Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form
- For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

**APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**





## **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being Fixed Price Issue, this section is not applicable for this Issue.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The allotment of Equity Shares to Applicants other than Retail Individual Investors may be on proportionate basis. For Basis of Allotment to Applicants may refer to Prospectus. No Retail Individual Investor is will be allotted less than the minimum 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 Offer for Sale of specified securities).

### **7.1 Basis of Allotment Retail Individual Investors**

Applications received from the RII applicants 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 RII Applicants to the extent of the valid applications. 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 RII Applicants who can be Allotted the minimum Lot will be computed by dividing the total number of Equity Shares available for Allotment to RII Applicants by the minimum Lot ("Maximum RII Allottees"). The Allotment to the RII Applicants will then be made in the following manner:

- (a) In the event the number of RII Applicants who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RII Applicants shall be Allotted the minimum Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RII Applicants who have received Allotment as per (i) above for the balance demand of the Equity Shares application made by them (i.e. who have applied for more than the minimum application size).
- (b) In the event the number of RII Applicants who have submitted valid applications in the Issue is more than Maximum RII Allottees, the RII Applicants (in that category) who will then be allotted minimum Lot shall be determined on the basis of draw of lots.

### **7.2 ALLOTMENT TO NIIs**

Applications 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 Portion.

### **7.3 ALLOTMENT TO QIBs**

Applications received from QIBs applying in the QIB Category 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 applied 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 Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (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 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the applicants shall also be made from the Refund Account as per the terms of the Banker to Issue Agreement and the Prospectus.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) **Issuer will ensure that:** (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

### **SECTION 8: INTEREST AND REFUNDS**

#### **8.1 Completion of formalities for listing & commencement of trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to



the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

## **8.2 Grounds for refund**

### **8.2.1 Non receipt of listing permission**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

### **8.2.2 Minimum subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

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 amounts in the ASBA Account shall be unblocked within 6working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 100000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.



### 8.3 MODE OF UNBLOCKING OF FUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### 8.3.1 Mode of making refunds for Applicants

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### 8.4 Interest in case of delay in allotment or refund

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

## SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Terms	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
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)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Application 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 Application Amount of the ASBA Applicant
ASBA Application	A Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and

	a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Broker Centres	Broker centers notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Managers/ LMs	The Lead Managers to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the



	Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated CDP Locations	Such locations of the CDPs where Applicant 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 i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant 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 i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
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
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	This Draft Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price.
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 promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
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
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if





	applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Managers
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 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 Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, 1956 read with section 26 of Companies Act 2013 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
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible 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 Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 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 Applicant in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated June 19, 2018 entered into between the Underwriters and our company.
Working Day	Any day, other than 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, —Working Days shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.



## **RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

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 consolidated 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 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation 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 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.**



**THE COMPANIES ACT, 1956  
(TO THE EXTENT APPLICABLE)  
&  
THE COMPANIES ACT, 2013  
(TO THE EXTENT APPLICABLE)**

**ARTICLES OF ASSOCIATION**

**OF**

**RAJNANDINI METAL LIMITED**

(New set of Articles of Association adopted in substitution with the existing Articles of Association as approved by the Members at their Extra Ordinary General Meeting held on 01.03.2018)

Title of Article	Article Number and contents
Table "F" not to apply but company to be governed by these Articles	<p><b>1.</b></p> <p>The regulations contained in Table "F" in the First Schedule of the Companies Act, 2013 shall not apply to this Company, but these Articles for the management of the Company and for the observance of the Members thereof and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the repeal of, alteration of, or addition to, its regulations/Articles by Special Resolution, as prescribed by the Companies Act, 2013 (to the extent applicable) or Companies Act, 1956 (to the extent applicable) be such as are contained in these Articles.</p>

**INTERPRETATION**

Title of Article	Article Number and contents
Marginal Notes	<p><b>2.</b></p> <p>The marginal notes used in these Articles shall not affect the construction hereof.</p>
Interpretation Clause	<p>In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:</p>
The Act	<p>(a) "The Act" means the Companies Act, 2013 (to the extent applicable) and the Companies Act, 1956 (to the extent applicable) and includes any statutory modification or re-enactment thereof for the time being in force.</p>
These Articles	<p>(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.</p>
Auditors	<p>(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.</p>
Board or Board of Directors	<p>(d) "Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively.</p>
Capital	<p>(e) "Capital" means the share capital for the time being raised or authorized to be</p>

Title of Article	Article Number and contents
	raised for the purpose of the Company.
Chairman	(f) "The Chairman" means the Chairman of the Board of Directors, for the time being, of the Company.
Charge	(g) "Charge" includes a mortgage.
Company	(h) The "Company" shall mean ULTRA WIRING CONNECTIVITY SYSTEM LIMITED
Debenture	(i) "Debenture" includes debenture stock, bonds and any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
Directors	(j) "Directors" means the Board of Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a circular resolution under the Articles.
Dividend	(k) "Dividend" includes interim dividend unless otherwise stated.
Executor or Administrator	(l) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.
Gender	(m) Words importing the masculine gender shall be deemed to include the feminine gender and <i>vice versa</i> .
In writing and written Legal Representative	(n) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.
Members	(o) "Legal Representative" means a person who in law represents the estate of a deceased Member.
Board Meeting or Meeting of Board	(p) "Members" means the duly registered holders, from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company.
Annual General Meeting or General Meeting	(q) "Board Meeting" or "Meeting of Board" means meeting of the Board of Directors.
Extra-Ordinary	(r) "Annual General Meeting" or "General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Companies Act, 2013

Title of Article	Article Number and contents
General Meeting	(s) "Extra-Ordinary General Meeting" means an extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof
Memorandum	(t) "Memorandum" means the Memorandum of Association of the Company as originally framed and/or altered from time to time.
Month	(u) "Month" means a calendar month
National Company Law Tribunal	(v) "National Company Law Tribunal" means National Company Law Tribunal (Tribunal) as defined under section 408 of the Companies Act, 2013.
Office	(w) "Office" means the registered office for the time being of the Company
Ordinary Resolution	(x) "Ordinary Resolution" shall have the meanings assigned to it by Section 114 of the Companies Act, 2013.
Paid Up	(y) "Paid-up" includes capital credited as paid up
Person	(z) "Person" shall be deemed to include corporations and firms as well as individuals.
Proxy	(aa) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.
Public Holiday	(ab) "Public Holiday" means public holiday within the meaning of the Negotiable Instruments Act, 1881 provided that no date declared by the Central Government to be a public holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.
The Register of Members	(ac) "The Register of Members" means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013
The Registrar	(ad) "The Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.
Seal	(ae) "Seal" means the common seal for the time being of the Company.
Secretary	(af) "secretary" or "company secretary" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under this Act
Shares	(ag) "Shares" means share in the share capital of the Company and includes stock where a distinction between stocks and share is expressed or implied
	(ah) "Special Resolution" shall have the meaning assigned to it by Section 114 of

Title of Article	Article Number and contents
Special Resolution	Companies Act, 2014.
The Statutes	(ai) “The Statutes” means the Companies Act, 2013, to the extent applicable and the Companies Act, 1956, to the extent applicable and every other Act for the time being in force affecting the Company
Year or Financial Year	(aj) "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Companies Act, 2013
Singular Number	(ak) Words importing the Singular number include where the context admits or requires the plural number and <i>vice versa</i> .
These presents	(al) “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.
Variation	(am) “Variation” shall include abrogation; and “vary” shall include abrogate.
Expressions in the Act to bear the same meaning in Articles	(an) Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.

### CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Title of Article	Article Number and contents
Share Capital	<p><b>3.</b></p> <p>The Authorised Share Capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum Of Association of the Company, with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.</p>
Increase of capital by the Company how carried into effect	<p><b>4.</b></p> <p>The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the</p>

Title of Article	Article Number and contents
	Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
New Capital same as existing capital	<p><b>5.</b> Except so far as otherwise provided by the conditions of issue or by These Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.</p>
Non Voting Shares	<p><b>6.</b> The Board shall have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.</p>
Redeemable Preference Shares	<p><b>7.</b> Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.</p>
Voting rights of preference shares	<p><b>8.</b> The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p>
Provisions to apply on issue of Redeemable Preference Shares	<p><b>9.</b> On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:</p> <ul style="list-style-type: none"> <li>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption.</li> <li>(b) No such Shares shall be redeemed unless they are fully paid.</li> <li>(c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed.</li> <li>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share</li> </ul>



Title of Article	Article Number and contents
	<p>capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</p> <p>(e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.</p>
Reduction of capital	<p><b>10.</b> The Company may (subject to the provisions of section 52, 55(1) &amp; (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account.</p> <p>in any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
Purchase of own Shares	<p><b>11.</b> The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.</p>
Sub-division consolidation and cancellation of Shares	<p><b>12.</b> Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.</p>

## MODIFICATION OF RIGHTS

Title of Article	Article Number and contents
Modification of rights	<p><b>13.</b> Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each</p>

	<p>class may, subject to the provisions of Sections 106 and 107 of the Act, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.</p> <p>The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.</p>
--	---

## SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction on allotment and return of allotment	<p><b>14.</b></p> <p>The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.</p>
Further issue of shares	<p><b>15.</b></p> <p>(1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-</p> <p>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—</p> <p>(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</p> <p>(ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;</p> <p>(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and</p>

Title of Article	Article Number and contents
	<p>the company;</p> <p>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or</p> <p>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.</p> <p>(2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>(3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>
Shares at the disposal of the Directors	<p><b>16.</b></p> <p>Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p>
Power to offer Shares/options to acquire Shares	<p><b>16A</b></p> <p>(1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of</p>

Title of Article	Article Number and contents
	<p>the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>(2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal objects would <i>inter alia</i> include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p> <p>(3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.</p>
Application of premium received on Shares	<p><b>17.</b></p> <p>(1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.</p> <p>(2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:</p> <p>(a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares;</p> <p>(b) In writing off the preliminary expenses of the Company;</p> <p>(c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ; or</p> <p>(d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.</p> <p>(e) For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.</p>
Power also to Company in General	<p><b>18.</b></p> <p>In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the</p>

Title of Article	Article Number and contents
Meeting to issue Shares	<p>provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.</p>
Power of General Meeting to authorize Board to offer Shares/Options to employees	<p><b>18A</b></p> <p>(1) Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose.</p> <p>(2) In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.</p>
Shares at a discount	<p><b>19.</b></p> <p>The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely:</p> <ul style="list-style-type: none"> <li>(a) the issue is authorized by a special resolution passed by the company;</li> <li>(b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued;</li> <li>(c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and</li> </ul>

Title of Article	Article Number and contents
	(d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.
Installments of Shares to be duly paid	<b>20.</b> If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
The Board may issue Shares as fully paid-up	<b>21.</b> Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Acceptance of Shares	<b>22.</b> Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
Deposit and call etc., to be debt payable	<b>23.</b> The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Liability of Members	<b>24.</b> Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.

Dematerialisation of securities	<p><b>25.(A)</b>  <b>Definitions:</b></p> <p><b>Beneficial Owner</b> “Beneficial Owner” means a person whose name is recorded as such with a Depository.</p> <p><b>SEBI</b> “SEBI” means the Securities and Exchange Board of India.</p> <p><b>Bye-Laws</b> “Bye-Laws” mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;</p> <p><b>Depositories Act</b> “Depositories Act” means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;</p> <p><b>Depository</b> “Depository” means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;</p> <p><b>Record</b> “Record” includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;</p> <p><b>Regulations</b> “Regulations” mean the regulations made by SEBI;</p> <p><b>Security</b> “Security” means such security as may be specified by SEBI.</p>
Dematerialisation of securities	<p><b>25.(B)</b>  Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialised form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.</p>
Options to receive security certificates or hold securities with depository	<p><b>25.(C)</b>  Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.</p> <p>Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.</p>
Securities in depositories to be in fungible form	<p><b>25.(D)</b>  All Securities held by a Depository shall be dematerialised and shall be in a fungible form;</p>
	<p><b>25.(E)</b></p>



Rights of depositories and beneficial owners	<p>(1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;</p> <p>(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;</p> <p>(3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.</p>
Depository To Furnish Information	<p><b>25.(F)</b> Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.</p>
Service of documents	<p><b>25.(G)</b> Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.</p>
Option to opt out in respect of any security	<p><b>25.(H)</b> If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.</p>
Sections 45 and 56 of the Companies Act, 2013 not to apply	<p><b>25.(I)</b> Notwithstanding anything to the contrary contained in the Articles:</p> <p>(1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository;</p> <p>(2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.</p>
Share certificate	<p><b>26.</b></p> <p>(a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.</p> <p>(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this</p>

	<p>Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to any one of such joint owners, on behalf of all of them.</p>
<p>Limitation of time for issue of certificates</p>	<p><b>26A.</b> Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one or several joint holders shall be a sufficient delivery to all such holder.</p>
<p>Renewal of share certificates</p>	<p><b>27.</b> No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.</p> <p>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.</p>
<p>Issue of new certificate in place of one defaced, lost or destroyed</p>	<p><b>28.</b> If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or</p>

	<p>rules applicable thereof in this behalf.</p> <p>The provision of this Article shall mutatis mutandis apply to Debentures of the Company.</p>
The first name joint holder deemed sole holder	<p><b>29.</b></p> <p>If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.</p>
Issue of Shares without Voting Rights	<p><b>30.</b></p> <p>In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.</p>
Buy-Back of Shares and Securities	<p><b>31.</b></p> <p>Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.</p>
Employees Stock Options Scheme/ Plan	<p><b>32.</b></p> <p>The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.</p>
Sweat Equity	<p><b>33.</b></p> <p>Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.</p>
Postal Ballot	<p><b>34.</b></p> <p>The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other</p>

	<p>law including Listing Agreement entered with Stock Exchanges. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.</p>
<p>Company not bound to recognize any interest in Shares other than of registered holder</p>	<p><b>35.</b> Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p>
<p>Trust recognized</p>	<p><b>36.</b></p> <p>(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p> <p>(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
<p>Declaration by person not holding beneficial interest in any Shares</p>	<p><b>37.</b></p> <p>(1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.</p> <p>(2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.</p>

	<p>(3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act</p> <p>(4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.</p>
Funds of Company not to be applied in purchase of Shares of the Company	<p><b>38.</b> No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.</p>

#### UNDERWRITING AND BROKERAGE

Title of Article	Article Number and contents
Commission may be paid	<p><b>39.</b> Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.</p>
Brokerage	<p><b>40.</b> The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.</p>
Commission to be included in the annual return	<p><b>41.</b> Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.</p>

#### DEBENTURES

Title of Article	Article Number and contents
Debentures with	<p><b>42.</b> (a) The Company shall not issue any debentures carrying voting rights at any</p>

Title of Article	Article Number and contents
voting rights not to be issued	<p>Meeting of the Company whether generally or in respect of particular classes of business.</p> <p>(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013.</p> <p>(c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013.</p> <p>(d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.</p> <p>(e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred.</p> <p>(f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.</p> <p>(g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges.</p>

## CALLS

Title of Article	Article Number and contents
Directors may make calls	<p><b>43.</b></p> <p>(a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call.</p> <p>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in</p>

Title of Article	Article Number and contents
	respect thereof.
Notice of call when to be given	<b>44.</b> Not less than <b>fourteen days</b> notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
Call deemed to have been made	<b>45.</b> A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	<b>46.</b> The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated as calls	<b>47.</b> If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
When interest on call or installment payable	<b>48.</b> If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company against share holder	<b>49.</b> On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor



Title of Article	Article Number and contents
	that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	<p><b>50.</b> The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.</p> <p>The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p><b>The provisions of these Articles shall <i>mutatis mutandis</i> apply to the calls on Debentures of the Company.</b></p>

## LIEN

Title of Article	Article Number and contents
Partial payment not to preclude forfeiture	<p><b>51.</b> Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.</p>
Company's lien on Shares/ Debentures	<p><b>52.</b> The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.</p>

Title of Article	Article Number and contents
As to enforcing lien by sale	<p><b>53.</b> The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same.</p> <p>PROVIDED THAT no sale shall be made:-</p> <ul style="list-style-type: none"> <li>(a) Unless a sum in respect of which the lien exists is presently payable; or</li> <li>(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 the person entitled thereto by reason of his death or insolvency.</li> </ul> <p>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members</p> <p>The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale.</p>
Application of proceeds of sale	<p><b>54.</b></p> <ul style="list-style-type: none"> <li>(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and</li> <li>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).</li> </ul>

## FORFEITURE OF SHARES

Title of Article	Article Number and contents
If money payable on Shares not paid notice to be given	<p><b>55.</b> If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.</p>
Sum payable on allotment to be deemed a call	<p><b>56.</b> For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.</p>

Title of Article	Article Number and contents
Form of notice	<p><b>57.</b> The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>
In default of payment Shares to be forfeited	<p><b>58.</b> If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. 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.</p>
Notice of forfeiture to a Member	<p><b>59.</b> When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.</p>
Forfeited Shares to be the property of the Company and may be sold etc.	<p><b>60.</b> Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.</p>
Member still liable for money owing at the time of forfeiture and interest	<p><b>61.</b> Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.</p>
Effects of forfeiture	<p><b>62.</b> The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.</p>
Power to annul forfeiture	<p><b>63.</b> The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.</p>

Title of Article	Article Number and contents
Declaration of forfeiture	<p><b>64.</b></p> <p>(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p> <p>(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.</p>
Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum	<p><b>65.</b></p> <p>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 Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p>
Cancellation of shares certificates in respect of forfeited Shares	<p><b>66.</b></p> <p>Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.</p>
Evidence of forfeiture	<p><b>67.</b></p> <p>The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p>

Title of Article	Article Number and contents
Validity of sale	<p><b>68.</b> Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p>
Surrender of Shares	<p><b>69.</b> The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.</p>

#### TRANSFER AND TRANSMISSION OF SHARES

Title of Article	Article Number and contents
No transfers to minors etc.	<p><b>70.</b> No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.</p>
Instrument of transfer	<p><b>71.</b> The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.</p>
Application for transfer	<p><b>72.</b></p> <ul style="list-style-type: none"> <li>(a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.</li> <li>(b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</li> <li>(c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.</li> </ul>

Title of Article	Article Number and contents
Execution of transfer	<p><b>73.</b> The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.</p>
Transfer by legal representatives	<p><b>74.</b> A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.</p>
Register of Members etc when closed	<p><b>75.</b> The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.</p>
Directors may refuse to register transfer	<p><b>76.</b> Subject to the provisions of Section 58 &amp; 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.</p>
Death of one or more joint holders of Shares	<p><b>77.</b> In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.</p>
Titles of Shares of deceased Member	<p><b>78.</b> The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member</p>

Title of Article	Article Number and contents
	(not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013.
Notice of application when to be given	<b>79.</b> Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	<b>80.</b> Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the “Transmission Clause”.
Refusal to register nominee	<b>81.</b> Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as a Member	<b>82.</b> A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
No fee on transfer or transmissions	<b>83.</b> No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of



Title of Article	Article Number and contents
	Attorney or other similar document.
Transfer to be presented with evidence of title	<p><b>84.</b> Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.</p>
Company not liable for disregard of a notice prohibiting registration of transfer	<p><b>85.</b> The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.</p>

### CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Title of Article	Article Number and contents
Share may be converted into stock	<p><b>86.</b> The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.</p>
Transfer of stock	<p><b>87.</b> The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit.</p> <p>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 stock arose.</p>
Right of stock holders	<p><b>88.</b> The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company,</p>

Title of Article	Article Number and contents
	and other matters, as if they held them in 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 those privileges or advantages.
Regulation applicable to stock and share warrant	<b>89.</b> Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.

## BORROWING POWERS

Title of Article	Article Number and contents
Power to borrow	<p><b>90.</b> Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.</p> <p>PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.</p>
The payment or repayment of moneys borrowed	<b>91.</b> The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Bonds, Debentures, etc. to be subject to control of Directors	<b>92.</b> Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.

Title of Article	Article Number and contents
Terms of issue of Debentures	<p><b>93.</b> Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. However, Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>
Mortgage of uncalled capital	<p><b>94.</b> If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.</p>
Indemnity may be given	<p><b>95.</b> Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.</p>

#### RELATED PARTY TRANSACTIONS

Related Party Transactions	<p><b>96.</b></p> <p><b>A.</b> Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee and subsequently Board.</p> <p><b>B.</b> Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Agreement or any other law for the time being in force, with approval of the shareholders in the general meeting.</p>
----------------------------	--

#### MEETING OF MEMBERS

Title of Article	Article Number and contents
Annual General Meeting	<p><b>97.</b></p> <p>(a) An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.</p> <p>(b) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the</p>

Title of Article	Article Number and contents
	<p>Act to extend the time with which any Annual General Meeting may be held.</p> <p>(c) Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a public holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p> <p>(d) The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting.</p> <p>(e) Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> <p>(f) At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.</p> <p>(g) The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 159, 161 and 220 of the Act.</p>
Report statement and registers to be laid before the Annual General Meeting	<p><b>98.</b></p> <p>The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.</p>
Extra-Ordinary General Meeting	<p><b>99.</b></p> <p>All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.</p>
Requisitionists' Meeting	<p><b>100.</b></p> <p>(1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified:-</p> <p>(a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.</p> <p>(b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.</p>

Title of Article	Article Number and contents
	<p>(2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or</p> <p>(3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter.</p> <p>(4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:</p> <p style="padding-left: 40px;">(a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company.</p> <p style="padding-left: 80px;">i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;</p> <p style="padding-left: 80px;">ii. In the case of any other requisition, not less than two weeks before the Meeting, and</p> <p style="padding-left: 40px;">(b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.</p> <p>PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>(5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.</p> <p>(6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given</p>

Title of Article	Article Number and contents
	<p>in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.</p>
<p>Extra-Ordinary General Meeting by Board and by requisition</p> <p>When a Director or any two Members may call an Extra Ordinary General Meeting</p>	<p><b>101.</b></p> <p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.</p> <p>(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.</p>
<p>Contents of requisition, and number of requisitionists required and the conduct of Meeting</p>	<p><b>102.</b></p> <p>(1) In case of requisition the following provisions shall have effect:</p> <p>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.</p> <p>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.</p> <p>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> <p>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later</p>

Title of Article	Article Number and contents
	<p>than forty-five days from the date of the deposit of the requisition, the Meeting may be called:</p> <ul style="list-style-type: none"> <li>(i) by the requisitionists themselves; or</li> <li>(ii) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less.</li> </ul> <p>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.</p> <p>(2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:</p> <ul style="list-style-type: none"> <li>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but</li> <li>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.</li> </ul> <p>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.</p> <p>(3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.</p> <p>(4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.</p>
Length of notice of Meeting	<p><b>103.</b></p> <ul style="list-style-type: none"> <li>(1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.</li> <li>(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto: <ul style="list-style-type: none"> <li>(i) In the case of Annual General Meeting by all the Members entitled to vote thereat; and</li> </ul> </li> </ul>



Title of Article	Article Number and contents
	<p>(ii) In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting.</p> <p>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.</p>
<p>Contents and manner of service of notice and persons on whom it is to be served</p>	<p><b>104.</b></p> <p>(1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.</p> <p>(2) Subject to the provisions of the Act notice of every General Meeting shall be given;</p> <p>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013;</p> <p>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and</p> <p>(c) to the Auditor or Auditors for the time being of the Company</p> <p>(3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p>
<p>Special and ordinary business and explanatory statement</p>	<p><b>105.</b></p> <p>(1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to</p> <p>(i) the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors;</p> <p>(ii) the declaration of dividend;</p> <p>(iii) the appointment of Directors in the place of those retiring; and</p> <p>(iv) the appointment of, and the fixing of the remuneration of the Auditors, and</p> <p>(b) In the case of any other meeting, all business shall be deemed special.</p>

Title of Article	Article Number and contents
	<p>(2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.</p> <p>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up-share capital of the other company.</p> <p>(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p>
Omission to give notice not to invalidate proceedings	<p><b>106.</b> The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.</p>

## MEETING OF MEMBERS

Title of Article	Article Number and contents
Notice of business to be given	<p><b>107.</b> No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.</p>
Quorum	<p><b>108.</b> Five Members entitled to vote and present in person shall be quorum for General Meeting and no business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013.</p>
If quorum not present when Meeting to be dissolved and when to be adjourned	<p><b>109.</b> If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other</p>

Title of Article	Article Number and contents
	time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
Resolution passed at adjourned Meeting	<b>110.</b> Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
Chairman of General Meeting.	<b>111.</b> At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.
Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required	<b>112.</b> Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	<b>113.</b> No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	<b>114.</b> (a) The Chairman may with the consent of Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and from place to place.  (b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place  (c) When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting.  (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.

Title of Article	Article Number and contents
How questions are decided at Meetings	<b>115.</b> Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	<b>116.</b> A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand of poll	<b>117.</b> Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
Time of taking poll	<b>118.</b> A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	<b>119.</b> In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutineers	<b>120.</b> Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.
Demand for poll not	<b>121.</b> The demand for a poll shall not prevent transaction of



Title of Article	Article Number and contents
to prevent transaction of other business	other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	<p><b>122.</b> Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.</p>

## VOTES OF MEMBERS

Title of Article	Article Number and contents
Member paying money in advance not to be entitled to vote in respect thereof	<p><b>123.</b> A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.</p>
Restriction on exercise of voting rights of Members who have not paid calls	<p><b>124.</b> No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.</p>
Number of votes to which Member entitled	<p><b>125.</b> Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.</p> <p>Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.</p> <p>A Member is not prohibited from exercising his voting rights on the ground that he has</p>

Title of Article	Article Number and contents
	not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.
Votes of Members of unsound mind	<p><b>126.</b> A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.</p>
Votes of joint Members	<p><b>127.</b> If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.</p>
Representation of body corporate	<p><b>128.</b></p> <p>(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.</p> <p>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.</p>

Title of Article	Article Number and contents
<p>Votes in respects of deceased or insolvent Members</p>	<p><b>129.</b> Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.</p>
<p>Voting in person or by proxy</p>	<p><b>130.</b> Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.</p>
<p>Rights of Members to use votes differently</p>	<p><b>131.</b> On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses</p>
<p>Proxies</p>	<p><b>132.</b> Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.</p>
<p>Proxy either for specified meeting or for a period</p>	<p><b>133.</b> An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.</p>
<p>No proxy to vote on a show of hands</p>	<p><b>134.</b> No proxy shall be entitled to vote by a show of hands.</p>
<p>Instrument of proxy when to be deposited</p>	<p><b>135.</b> The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.</p>



Title of Article	Article Number and contents
Form of Proxy	<p><b>136.</b> Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.</p>
Validity of votes given by proxy notwithstanding revocation of authority	<p><b>137.</b> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.</p>
Time for objection to vote	<p><b>138.</b> No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.</p>
Chairman of any Meeting to be the judge of Validity of any value	<p><b>139.</b> The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.</p>
Custody of Instrument	<p><b>140.</b> If any such instrument of appointment is confined to the object of appointing an attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.</p>

## DIRECTORS

Title of Article	Article Number and contents
Number of Directors	<p><b>141.</b> Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not</p>

Title of Article	Article Number and contents
	be less than three and not more than fifteen.
Appointment of Directors	<p><b>142.</b> The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.</p>
Debenture Directors	<p><b>143.</b> Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.</p>
Nominee Director or Corporation Director	<p><b>144.</b></p> <p>(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.</p> <p>(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.</p> <p>(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall <i>ipso facto</i> vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.</p>

Title of Article	Article Number and contents
	<p>(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.</p> <p>(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation..</p> <p>Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.</p>
Special Director	<p><b>145.</b></p> <p>(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaboration” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p>

Title of Article	Article Number and contents
	(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.
Limit on number of non-retiring Directors	<b>146.</b> The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	<b>147.</b> The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	<b>148.</b> The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	<b>149.</b> Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	<b>150.</b> A Director need not hold any qualification shares.

Title of Article	Article Number and contents
Directors' sitting fees	<p><b>151.</b></p> <p>The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.</p>
Extra remuneration to Directors for special work	<p><b>152.</b></p> <p>Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.</p> <p>Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either:</p> <ol style="list-style-type: none"> <li>i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or</li> <li>ii. by way of commission if the Company by a Special Resolution authorized such payment.</li> </ol>
Traveling expenses incurred by Directors on Company's business	<p><b>153.</b></p> <p>The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.</p>
Director may act notwithstanding vacancy	<p><b>154.</b></p> <p>The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.</p>
Board resolution necessary for certain contracts	<p><b>155.</b></p> <p>(1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner,</p>

Title of Article	Article Number and contents
	<p>any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:</p> <p>(a) For the sale, purchase or supply of goods, materials or services; or  (b) for underwriting the subscription of any Share in or debentures of the Company;  (c) nothing contained in clause (a) of sub-clause (1) shall affect:-</p> <p>(i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or</p> <p>(ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.</p> <p><b>PROVIDED THAT</b> such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.</p> <p>(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.</p> <p>(c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into.</p> <p>(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board.</p> <p>(e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.</p>

Title of Article	Article Number and contents
<p>Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director</p>	<p><b>156.</b> When the Company:- (a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.</p>
<p>Directors of interest  General notice of disclosure</p>	<p><b>157.</b> (a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013.  (b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.</p>
<p>Directors and Managing Director may contract with Company</p>	<p><b>158.</b> Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.</p>
<p>Disqualification of the Director</p>	<p><b>159.</b> A person shall not be capable of being appointed as a Director of the Company if:- (a) he has been found to be of unsound mind by a Court</p>



Title of Article	Article Number and contents
	<p>of competent jurisdiction and the finding is in force;</p> <p>(b) he is an undischarged insolvent;</p> <p>(c) he has applied to be adjudged an insolvent and his application is pending;</p> <p>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence;</p> <p>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or</p> <p>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.</p>
<p>Vacation of office by Directors</p>	<p><b>160.</b></p> <p>The office of Director shall become vacant if:-</p> <p>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or</p> <p>(b) he applies to be adjudged an insolvent; or</p> <p>(c) he is adjudged an insolvent; or</p> <p>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or</p> <p>(e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or</p> <p>(f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or</p> <p>(g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or</p> <p>(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or</p> <p>(i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or</p> <p>(j) if by notice in writing to the Company, he resigns his office, or</p> <p>(k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.</p>
<p>Vacation of office by Directors (contd.)</p>	<p><b>161.</b></p> <p>Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect:</p>

Title of Article	Article Number and contents
	<p>(a) for thirty days from the date of the adjudication, sentence or order;</p> <p>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or</p> <p>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.</p>
Removal of Directors	<p><b>162.</b></p> <p>(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.</p> <p>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.</p> <p>(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting.</p> <p>(d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so:</p> <p>(i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and</p> <p>(ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting:</p> <p><b>Provided</b> that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.</p> <p>(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is</p>

Title of Article	Article Number and contents
	<p>removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly</p> <p>Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.</p> <p>(g) Nothing contained in this Article shall be taken:-</p> <p>(i) as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or</p> <p>(ii) as derogating from any power to remove a Director which may exist apart from this Article.</p>
<p>Interested Directors not to participate or vote in Board's proceedings</p>	<p><b>163.</b></p> <p>No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.</p> <p>Provided however, that nothing herein contained shall apply to:-</p> <p>(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;</p> <p>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;</p> <p>(i) in his being:</p> <p>(a) a director of such company; and</p> <p>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or</p> <p>(ii) in his being a member holding not more than two percent of its paid-up share capital.</p>
<p>Director may be director of companies promoted by the Company</p>	<p><b>164.</b></p> <p>A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.</p>



Title of Article	Article Number and contents

## ROTATION AND APPOINTMENT OF DIRECTORS

Title of Article	Article Number and contents
Rotation of Directors	<p><b>165.</b></p> <p>Not less than two third of the total number of Directors shall:</p> <p>(a) Be persons whose period of the office is liable to termination by retirement by rotation and</p> <p>(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.</p>
Retirement of Directors	<p><b>166.</b></p> <p>Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.</p>
Retiring Directors	<p><b>167.</b></p> <p>Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.</p>
Appointment of Technical or Executive Directors	<p><b>168.</b></p> <p>(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
Ascertainment of Directors retiring by rotation and filling of vacancies	<p><b>169.</b></p> <p>Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst</p>

Title of Article	Article Number and contents
	themselves be determined by the lot.
Eligibility for re-election	<p><b>170.</b> A retiring Director shall be eligible for re-election and shall act as a Director through out and till the conclusion of the Meeting at which he retires.</p>
Company to fill vacancies	<p><b>171.</b> At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.</p>
Provision in default of appointment	<p><b>172.</b></p> <p>(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.</p> <p>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:</p> <ul style="list-style-type: none"> <li>(i) at that Meeting or the previous Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost.</li> <li>(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.</li> <li>(iii) he is not qualified or is disqualified for appointment.</li> <li>(iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or</li> <li>(v) section 162 of the Companies Act, 2013 is applicable to the case</li> </ul>
Company may increase or reduce the number of Directors or remove any Director	<p><b>173.</b> Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.</p>
Appointment of Directors to be voted individually	<p><b>174.</b></p> <p>(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.</p> <p>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of</p>

Title of Article	Article Number and contents
	<p>retiring Directors in default of another appointment as therein before provided shall apply.</p> <p>(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.</p>
<p>Notice of candidature for office of Directors except in certain cases</p>	<p><b>175.</b></p> <p>(1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.</p> <p>(3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.</p> <p>(4) A person other than:</p> <p style="padding-left: 40px;">(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or</p> <p style="padding-left: 40px;">(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office</p> <p>shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.</p>
<p>Disclosure by Directors of their</p>	<p><b>176.</b></p> <p>Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters</p>

Title of Article	Article Number and contents
holdings of their Shares and debentures of the Company	relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	<p><b>177.</b> A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.</p>

## MANAGING DIRECTOR

Title of Article	Article Number and contents
Powers to appoint Managing Director	<p><b>178.</b> Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>(a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.</p> <p>(b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.</p>
Remuneration of Managing Director	<p><b>179.</b> Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.</p>



Title of Article	Article Number and contents
Special position of Managing Director	<p><b>180.</b> Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, <i>ipso facto</i> and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.</p>
Powers of Managing Director	<p><b>181.</b> The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.</p>
	<p><b>182.</b> The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p>
	<p><b>183.</b> Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.</p>
	<p><b>184.</b> The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p>
	<p><b>185.</b> Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and</p>

Title of Article	Article Number and contents
	conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
Appointment and powers of Manager	<p><b>186.</b></p> <p>The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.</p>

### WHOLE TIME DIRECTOR

Title of Article	Article Number and contents
Power to appoint Whole-Time Director and/or Whole-time Directors	<p><b>187.</b></p> <p>Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.</p>
To what provisions Whole time Directors shall subject	<p><b>188.</b></p> <p>Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall <i>ipso facto</i> and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.</p>

Seniority of Whole Time Director and Managing Director	<p><b>189.</b> If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.</p>
--	---

## PROCEEDINGS OF THE BOARD OF DIRECTORS

Title of Article	Article Number and contents
Meeting of Directors	<p><b>190.</b> The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.</p>
Quorum	<p><b>191.</b></p> <p>(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.</p> <p>PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.</p> <p>(b) For the purpose of clause (a)</p> <p>(i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and</p> <p>(ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.</p>
Procedure when Meeting adjourned for want of quorum	<p><b>192.</b> If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public</p>

Title of Article	Article Number and contents
	holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.
Chairman of Meeting	<b>193.</b> The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
Question at Board meeting how decided	<b>194.</b> Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
Powers of Board meeting	<b>195.</b> A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
Directors may appoint Committee	<b>196.</b> The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.
Meeting of the Committee how to be governed	<b>197.</b> The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.
Circular resolution	<b>198.</b> (a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.  (b) A resolution shall be deemed to have been duly passed by the Board or by a

Title of Article	Article Number and contents
	<p>Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.</p>
<p>Acts of Board or Committee valid notwithstanding defect in appointment</p>	<p><b>199.</b> All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.</p>

## POWERS OF THE BOARD

Title of Article	Article Number and contents
<p>General powers of management vested in the Board of Directors</p>	<p><b>200.</b> The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p> <p>Provided that the Board shall not, except with the consent of the Company in General Meeting :-</p> <ul style="list-style-type: none"> <li>(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;</li> <li>(b) remit, or give time for the repayment of, any debt due by a Director,</li> <li>(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only</li> </ul>

Title of Article	Article Number and contents
	<p>with difficulty or only after a considerable time;</p> <p>(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body;</p> <p>(i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e)</p> <p>(ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.</p>
<p>Certain powers to be exercised by the Board only at Meetings</p>	<p><b>201.</b></p> <p>(1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;</p> <p>(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,</p> <p>(b) the power to issue Debentures,</p> <p>(c) the power to borrow moneys otherwise than on Debentures,</p> <p>(d) the power to invest the funds of the Company, and</p> <p>(e) the power to make loans</p> <p>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub-clause (c),(d) and (e) to the extent specified below.</p> <p>(2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.</p>



Title of Article	Article Number and contents
	<p>(3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.</p> <p>(4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.</p>
<p>Certain powers of the Board</p>	<p><b>202.</b></p> <p>Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:</p> <ol style="list-style-type: none"> <li>(1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</li> <li>(2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.</li> <li>(3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</li> <li>(4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</li> <li>(5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.</li> <li>(6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.</li> <li>(7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.</li> <li>(8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the</li> </ol>



Title of Article	Article Number and contents
	<p>Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon.</p> <p>(9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.</p> <p>(10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.</p> <p>(11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.</p> <p>(12) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.</p> <p>(13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.</p> <p>(14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company.</p> <p>(15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p> <p>(16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation</p>

Title of Article	Article Number and contents
	<p>fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.</p> <p>(17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.</p> <p>(18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.</p> <p>(19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix</p>

Title of Article	Article Number and contents
	<p>their remuneration or salaries or emoluments.</p> <p>(20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.</p> <p>(21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.</p> <p>(22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>(23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.</p> <p>(24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.</p> <p>(25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p> <p>(26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company</p>

Title of Article	Article Number and contents
	<p>and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</p> <p>(27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(31) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>

## MANAGEMENT

Title of Article	Article Number and contents
Appointment of different categories of Key managerial personnel	<p><b>203.</b></p> <p>The Company shall have the following whole-time key managerial personnel,—</p> <p>(i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;</p> <p>(ii) company secretary; and</p> <p>(iii) Chief Financial Officer</p>



## MINUTES

Title of Article	Article Number and contents
Minutes to be made	<p><b>204.</b></p> <p>(1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.</p> <p>(2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed:</p> <p>(a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p>(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.</p>
Minutes to be evidence of the proceeds  Books of minutes of General Meeting to be kept	<p><b>205.</b></p> <p>(a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.</p> <p>(b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.</p>
Presumptions	<p><b>206.</b></p> <p>Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.</p>



## THE SECRETARY

Title of Article	Article Number and contents
Secretary	<p><b>207.</b></p> <p>The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called “the Secretary”) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies (Appointment and Qualifications of Secretary) Rules, 1988.</p>
The Seal, its custody and use	<p><b>208.</b></p> <p>(a) The Board shall provide for the safe custody of the seal.</p> <p>(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>

## DIVIDENDS AND CAPITALISATION OF RESERVES

Title of Article	Article Number and contents
Division of profits	<p><b>209.</b></p> <p>(a) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares;</p> <p>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.</p>
The Company at General Meeting may declare dividend	<p><b>210.</b></p> <p>The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.</p>



Title of Article	Article Number and contents
Dividends out of profits only	<b>211.</b> No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.
Interim Dividend	<b>212.</b> The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	<b>213.</b> (a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.  (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	<b>214.</b> Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	<b>215.</b> All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	<b>216.</b> No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	<b>217.</b> A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend to joint holders	<b>218.</b> Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.



Title of Article	Article Number and contents
Dividend how remitted	<p><b>219.</b> The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.</p>
Notice of dividend	<p><b>220.</b> Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.</p>
Reserves	<p><b>221.</b> The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.</p>
Dividend to be paid within time required by law.	<p><b>222.</b> The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-</p> <ul style="list-style-type: none"> <li>(a) where the dividend could not be paid by reason of the operation on any law; or</li> <li>(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or</li> <li>(c) where there is dispute regarding the right to receive the dividend; or</li> <li>(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or</li> <li>(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.</li> </ul>
Unpaid or unclaimed dividend	<p><b>223.</b> (a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “_____ Limited_____ (year) Unpaid Dividend Account”.</p>

Title of Article	Article Number and contents
	<p>(b) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013.</p> <p>(c) No unclaimed or unpaid dividend shall be forfeited by the Board.</p>
Set-off of calls against dividends	<p><b>224.</b> Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.</p>
Dividends in cash	<p><b>225.</b> No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.</p>
Capitalisation	<p><b>226.</b></p> <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) That is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and</p> <p>(b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.</p> <p>(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;</p> <p>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or</p> <p>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>(3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.</p>

Title of Article	Article Number and contents
Board to give effect	<p><b>227.</b> The Board shall give effect to the resolution passed by the Company in pursuance of above Article.</p>
Fractional certificates	<p><b>228.</b></p> <p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p> <p style="padding-left: 40px;">(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and</p> <p style="padding-left: 40px;">(b) Generally do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power:</p> <p style="padding-left: 40px;">(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p style="padding-left: 40px;">(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such Members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.</p>

## ACCOUNTS

Title of Article	Article Number and Contents
Books to be kept	<p><b>229.</b></p> <p>(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:</p> <p style="padding-left: 40px;">(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place</p>

	<p>(b) all sales and purchases of goods by the Company  (c) the assets and liabilities of the Company and  (d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government</p> <p>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.</p> <p>(2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.</p>
<p>Inspection by Members</p>	<p><b>230.</b>  No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.</p>
<p>Statements of accounts to be furnished to General Meeting</p>	<p><b>231.</b>  The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.</p>
<p>Right of Members or others to copies of balance sheet and Auditors' report and statement under Section 136</p>	<p><b>232.</b></p> <p>(1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013.</p> <p>(2) The copies of every balance sheet including the Profit &amp; Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting.</p> <p>(3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.</p>

<p>Accounts to be audited</p>	<p><b>233.</b> Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.</p>
<p>Appointment of Auditors</p>	<p><b>234.</b></p> <p>(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013.</p> <p>(2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.</p> <p>(3) The company or shall not appoint or re-appoint—</p> <p>(a) an individual as auditor for more than one term of five consecutive years; and (b) an audit firm as auditor for more than two terms of five consecutive years:</p> <p>Provided that—</p> <p>(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;</p> <p>(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term:</p> <p>(4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—</p> <p>(a) he is not disqualified for re-appointment;</p> <p>(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and</p> <p>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p>

	<p>(6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.</p> <p>(7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).</p>
Accounts when audited and approved to be conclusive except as to errors discovered within 3 months	<p><b>235.</b> Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.</p>

## DOCUMENTS AND NOTICES

Title of Article	Article Number and Contents
To whom documents must be served or given	<p><b>236.</b> Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company</p>
Members bound by documents or notices served on or given to previous holders	<p><b>237.</b> Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.</p>
Service of documents on the Company	<p><b>238.</b> A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.</p>
Authentication of documents and	<p><b>239.</b> Save as otherwise expressly provided in the Act, a document or proceedings requiring</p>



proceedings	authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.
-------------	--

## REGISTERS AND DOCUMENTS

Title of Article	Article Number and Contents
Registers and documents to be maintained by the Company	<p><b>240.</b></p> <p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <p>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013</p> <p>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.</p> <p>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013.</p> <p>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013.</p> <p>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.</p> <p>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.</p> <p>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013.</p> <p>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.</p> <p>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.</p>



<p>Inspection of Registers</p>	<p><b>241.</b> The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.</p>
--------------------------------	---

## WINDING UP

Title of Article	Article Number and Contents
<p>Distribution of assets</p>	<p><b>242.</b> If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.</p>
<p>Distribution in specie or kind</p>	<p><b>243.</b></p> <p>(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the</p>

Title of Article	Article Number and Contents
	Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.
Right of shareholders in case of sale	<p><b>244.</b> A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.</p>
Directors and others right to indemnity	<p><b>245.</b> Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.</p>
Director, officer not responsible for acts of others	<p><b>246.</b> Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.</p>



## SECURITY CLAUSE

Title of Article	Article Number and Contents
Secrecy Clause	<p><b>247.</b> Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>
No Member to enter the premises of the Company without permission	<p><b>248.</b> No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.</p>



## SECTION X- OTHER INFORMATION

### MATERIAL CONTRACTS & DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus to be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered office: Plot No. 3E/17 B.P. N.I.T Faridabad Haryana-121001 India from the date of filing Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

### MATERIAL CONTRACTS

1. Issue Agreement dated June 19, 2018 between our company and the Lead Manager.
2. Agreement dated May 22, 2018 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated July 09, 2018 among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated June 19, 2018 between our company and the Lead Manager.
5. Market making Agreement dated July 04, 2018 between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated May 18, 2018.
7. Agreement among CDSL, our company and the registrar to the issue dated May 14, 2018.

### MATERIAL DOCUMENTS

1. Certificate of Incorporation dated March 18, 2010, in the name of Rajnandini Metal Private Limited and Fresh Certificate of Incorporation dated March 14, 2018 issued by the Registrar of Companies, NCT of Delhi and Haryana pursuant to conversion of Rajnandini Metal Private Limited to Rajnandini Metal Limited.
2. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificate of incorporation.
3. Resolution of the Board dated February 26, 2018 authorizing the issue.
4. Special Resolution of the shareholders passed at the Extra Ordinary General Meeting dated March 20, 2018 authorizing the issue.
5. Statement of Tax benefit dated June 08, 2018, issued by the Statutory Auditor, M/s SANMARKS & Associates Chartered Accountants.
6. Report of the Statutory Auditor, M/s SANMARKS & Associates, Chartered Accountants on the Restated Financial Statements dated May 22, 2018 for last 5 Financial Year ended as on March 31, 2018 of our Company.
7. Copy of Engagement Letter dated February 22, 2018 for appointment of Apparent Advisors LLP as Advisors to the Company.
8. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Bankers to our Company, the Lead Manager, The Underwriter, Registrar to the Issue, Market Maker to the Issue, Peer review Auditor, Legal Advisor, Advisors to the Company, Bankers to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.
9. Copy of approval from NSE *vide* letter dated August 30, 2018 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
10. Due Diligence Certificate dated September 07, 2018 from the Lead Manager.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We , hereby declares that ,all the relevant provisions of the Companies Act 1956,Companies Act 2013 and the guidelines /regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act 1992, as the case may be , have been complied with no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the statements made in this Prospectus are true and correct

### Signed by the Directors of our Company

Name	DIN	Designation	Signature
Het Ram	02925990	Managing Director	
Mithlesh Sharma	06810394	Executive Director	
Surender Sharma	08074623	Non-Executive and Independent Director	
Shiv Kumar	08139268	Non-Executive and Independent Director	

**SIGNED BY THE CHIEF FINANCIAL OFFICER  
OF OUR COMPANY**

**SIGNED BY THE COMPANY SECRETARY &  
COMPLIANCE OFFICER OF OUR COMPANY**

Mr. Manoj Kumar Jangir  
Chief Financial Officer

Mr. Rahul Kumar Bansal  
Company Secretary

**Date:** September 08, 2018

**Place:** Faridabad



**ANEXURE A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY  
CORPORATE CAPITAL VENTURES PRIVATE LIMITED:**

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing	
1.	Shish Industries Limited	4.06	30.00	05-09-2017	32.00	-11.99%	-15.33%	-17.15%			
						-2.70%	20.71%	27.89%			
2.	Ratnabhumi Developers Limited	23.31	63.00	14-12-2017	63.45	-34.70%	-48.07%	-33.75%			
						10.06%	0.01%	0.19%			
3.	Touchwood Entertainment Limited	4.21	40.00	21-12-2017	43.50	50.94%	-24.06%	17.81%			
						6.31%	-6.00%	-2.33%			
4.	SMVD Poly Pack Limited	9.02	55.00	26-12-2017	58.00	-20.43%	-44.31%	-57.09%			
						3.21%	-10.14%	-5.63%			
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-4.32%	-13.12%	N.A.			
						-0.57%	-2.94%				
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	-1.68%	N.A.	N.A.			
						-1.43%					

**SUMMARY STATEMENT OF DISCLOSURE**

**TABLE 2**

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
1 <sup>st</sup> April, 2018 to till date	2	26.22	Nil	Nil	2	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	Nil	1
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.