Dated: November 13, 2018
Please read Section 26 of the Companies Act, 2013
100% Fixed Price Issue



SHUBHLAXMI JEWEL ART LIMITED

Our Company was originally formed as a partnership firm under the Partnership Act having Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" vide a Deed of Partnership entered as on June 10, 2013. Shubhlaxmi Jewellers was thereafter converted from a Partnership Firm to a Public Limited Company under Companies Act, 2013 with the name of "Shubhlaxmi Jewel Art Limited" and received a Certificate of Incorporation from the Central Registration Center, dated May 02, 2018. For further details of incorporation, change of name and registered office of our company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on page 68 and page 141 of this Prospectus. The Corporate Identification Number of our Company is U74999GJ2018PLC102121

Registered Office: Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar - 364002, Gujarat, India. Contact Person: Binal Kothari, Company Secretary and Compliance Officer

Tel. No.: +91 278 2562600; Fax No.: Not Available Email: cs@shubhlaxmiltd.in; Website: www.shubhlaxmiltd.in

PROMOTERS OF OUR COMPANY: NARENDRASINH CHAUHAN AND JITENDRAKUMAR CHAUHAN

THE ISSUE

INITIAL PUBLIC OFFER CONSISITING FRESH ISSUE OF 25,04,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID OF SHUBHLAXMI JEWEL ART LIMITED ("THE ISSUER" OR "OUR COMPANY") FOR CASH AT A PRICE OF RS. 26/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 16/- PER EQUITY SHARE) (THE "ISSUE PRICE") AGGREGATING RS. 651.04 LAKHS (THE"ISSUE") OF WHICH 1,28,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH FOR CASH AT A PRICE OF RS. 26/- PER EQUITY SHARE, AGGREGATING RS. 33.28 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 23,76,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 26/- PER EQUITY SHARE, AGGREGATING RS. 617.76 LAKHS IS HEREINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.15% AND 28.61%, RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE OF RS. 26/- IS 2.6 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 217 of this Prospectus. A copy of the Prospectus has been delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). FOR FURTHER DETAILS PLEASE REFER THE SECTION TITLED 'ISSUE INFORMATION' BEGINNING ON PAGE 208 OF THIS PROSPECTUS.

RISKS IN RELATION TO FIRST ISSUE

This being the first public Issue of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares is Rs.10/- each and the Issue price of Rs. 26/- per Equity Share is 2.6 times of the face value. The Issue Price (as will be determined and justified by our Company in consultation with the Lead Manager as stated in the chapter titled "Basis for Issue Price" beginning on page 94 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and this Issue, including the risks involved. The Equity Shares 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 the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 22 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Issuer and this Issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

LISTING

The Equity Shares of our Company issued through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ('NSE EMERGE'). 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 November 01, 2018 from National Stock Exchange of India Limited for using its name in this Issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE REGISTRAR TO THE ISSUE PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED LINK INTIME INDIA PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court, Bandra Kurla C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, India Complex, Bandra (East), Mumbai – 400051, Maharashtra, India Tel: 022-49186200; Tel: +91-22 6194 6700 Fax: 022-49186195; LINKIntime Email: shubhlaxmi.jpo@linkintime.co.in Fax: +91-22 2659 8690 Website:www.pantomathgroup.com Website: www.linkintime.co.in Email: ipo@pantomathgroup.com Investor Grievance Id: Investor Grievance Id: ipo@pantomathgroup.com shubhlaxmi.ipo@linkintime.co.in Contact Person: Hardik Bhuta Contact Person: Shanti Gopalkrishnan SEBI Registration No: INM000012110SEBI Registration Number: INR000004058 ISSUE OPENS ON: NOVEMBER 22, 2018, THURSDAY ISSUE CLOSES ON: NOVEMBER 27, 2018, TUESDAY



SECTION I – GENERAL	3
DEFINITION AND ABBREVIATION	3
PRESENTATION OF FINANCIAL, INDUSTRIAL AND MARKET DATA	19
FORWARD LOOKING STATEMENT	21
SECTION II – RISK FACTORS	22
SECTION III - INTRODUCTION	45
SUMMARY OF OUR INDUSTRY	45
SUMMARY OF OUR BUSINESS	57
SUMMARY OF FINANCIAL STATEMENTS	63
THE ISSUE	67
GENERAL INFORMATION	68
CAPITAL STRUCTURE	77
OBJECTS OF THE ISSUE	87
BASIS FOR ISSUE PRICE	
STATEMENT OF POSSIBLE TAX BENEFITS	98
SECTION IV – ABOUT THE COMPANY	99
OUR INDUSTRY	99
OUR BUSINESS	119
KEY INDUSTRY REGULATIONS AND POLICIES	131
OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS	141
OUR MANAGEMENT	
OUR PROMOTER AND PROMOTER GROUP	
OUR GROUP COMPANIES	
RELATED PARTY TRANSACTIONS	
DIVIDEND POLICY	
SECTION V – FINANCIAL STATEMENTS	
FINANCIAL STATEMENTS AS RESTATED	166
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESU	
OPERATIONS	
FINANCIAL INDEBTEDNESS	
SECTION VI – LEGAL AND OTHER INFORMATION	
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	
GOVERNMENT AND OTHER STATUTORY APPROVALS	
OTHER REGULATORY AND STATUTORY DISCLOSURES	
SECTION VII – ISSUE INFORMATION	208
TERMS OF THE ISSUE	208
ISSUE STRUCTURE	214
ISSUE PROCEDURE	
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	262
SECTION VIII - MAIN PROVISIONS OF ARTICLE OF ASSOCIATION	265
SECTION IX - OTHER INFORMATION	307
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	
DECLARATION	308



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

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



SECTION I - GENERAL

DEFINITION AND ABBREVIATION

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Industry", "Statement of Tax Benefits", "Financial Statements", "Outstanding Litigation and Material Developments" and "Main Provisions of Articles of Association" beginning on pages 99, 98, 166, 187 and 265, respectively shall have the meaning ascribed to such terms in such sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

GENERAL TERMS

Term	Description
"Our Company", "the Company", "SJAL" or "the Issuer"	Shubhlaxmi Jewel Art Limited, a Public Limited company incorporated under the provisions of the Companies Act, 2013 and having its registered office at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India
"We", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company

COMPANY RELATED TERMS

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted on May 17, 2018 as the Company's Audit Committee in accordance with the Section 177 of the Companies Act, 2013 and the rules made thereunder and disclosed as such in the chapter titled "Our Management" beginning on page 144.
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being Sanghavi & Co.
Banker to our Company	Such banks which are disclosed as Bankers to the Company in the chapter titled "General Information" on page 68 of this Prospectus.
Board of Directors/ the Board / our Board/ Director(s)	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Chairman	The chairman of our Company being, Narendrasinh Chauhan
Chief Financial Officer / CFO	The Chief Financial Officer of our Company being, Ranjitsinh Solanki
Company Secretary and Compliance Officer / CS	The Company Secretary and Compliance Officer of our Company being, Binal Kothari
Director(s)	The Director(s) of our Company, unless otherwise specified



Term	Description
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up
Equity Shareholders/Shareholders	Persons / Entities holding Equity Shares of our Company
Executive Director(s)	An executive director of our Company namely, Narendrasinh Chauhan, Jitendrakumar Chauhan, Kajal Chauhan and Jagrutiben Chauhan
Group Companies	Such Companies as are included in the chapter titled "Our Group Companies" beginning on page no. 163 of this Prospectus
Independent Director	The Independent Director(s) of our Company as disclosed in the chapter titled 'Our Management' beginning on page 144 of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE01Z401013
Key Management Personnel(KMP)	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013 and as disclosed in "Our Management" on page 144 of this Prospectus.
Materiality Policy	Policy on Group Companies, material creditors and material legal proceedings adopted by the Board pursuant to its resolution dated May 17, 2018.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on May 17, 2018 as the Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 and the rules made thereunder and disclosed as such in the chapter titled "Our Management" beginning on page 144.
Peer Reviewed Auditor	The Peer Reviewed Auditor of our Company, being N. K. Aswani & Co., Chartered Accountants
"Promoter", "Promoters" or "our Promoters"	The Promoter(s) of our Company as included in the Chapter "Our Promoter(s) and Promoter Group" on page 159 of this Prospectus.
Promoters' Contribution	Pursuant to Regulation 32 and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoters which shall be considered as the minimum promoters' contribution and shall be locked-in for a period of three years from the date of Allotment.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations and as disclosed in the chapter titled "Our Promoters and Promoter Group" on page no. 159 of this Prospectus
Quarter	A period of 3 (three) continuous months
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009



Term	Description
Registered Office	The Registered office of our Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar- 364002, Gujarat, India
Restated Financial Statements	The restated financial statements of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss and the restated statement of cash flow as at and for the period ended May 31, 2018 and for the financial years ended March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014, together with the annexures and notes thereto prepared in terms of the requirements of the Companies Act, 2013, as amended read with the SEBI (ICDR) Regulations as amended from time to time.
RoC / Registrar of Companies	Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India
Stakeholders Relationship Committee	The committee of the Board of Directors constituted on May 17, 2018 as the Company's Stakeholder's Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and the rules made thereunder and disclosed as such in the chapter titled "Our Management" beginning on page 144.
"you", "your" or "yours"	Prospective investors in this Issue
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI Regulations

ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Applicant as proof of registration of the Application.
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	Successful Applicant(s) to whom Equity Shares are allotted
Applicant	Any prospective applicant who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied, includes an ASBA Applicants
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.



Term	Description
Application Collecting Intermediaries	 a SCSB with whom the bank account to be blocked, is maintained a syndicate member (or sub-syndicate member) If any a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker') if any a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application form/ASBA form	An application form, whether physical or electronic, used by Applicants which will be considered as the application for Allotment in terms of this Prospectus.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Applicants, to make an Application authorising an SCSB to block the Application Amount in the ASBA Account.
ASBA Account	An account maintained with an SCSB and specified in the Application Form submitted by Applicants for blocking the Application Amount mentioned in the Application Form.
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, and Bhavnagar.
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank Limited.
Banker to the Issue Agreement/ Public Issue Account Agreement	Agreement dated September 20, 2018 entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 217 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of Stock Exchange (www.nseindia.com).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
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.



Term	Description
Controlling Branches/Designated Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Designated CDP Locations	Such centres of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated RTA Locations	Such centres of the RTAs where Applicant can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/or unblocked in terms of this Prospectus.
Designated Intermediary(ies)/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Stock Exchange/Stock Exchange	National Stock Exchange of India Limited.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus dated October 12, 2018 issued in accordance with section 26 of the Companies Act, 2013 and filed with National Stock Exchange of India Limited under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors 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



Term	Description
	purchase the Equity Share Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
First/sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
General Information Document/GID	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 and included in "Issue Procedure" on page 217 of this Prospectus
Issue/Issue Size / Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Issue of 25,04,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. 26/- each, aggregating to Rs.651.04 lakhs comprising the Fresh Issue.
Issue Agreement	The agreement dated September 20, 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 after which the Designated Intermediary will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being November 27, 2018.
Issue Opening Date	The date on which the Designated Intermediary shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being November 22, 2018.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, including any revisions thereof.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 26/- per equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled "Objects of the Issue" at page 87 of this Prospectus
Lead Manager/LM	The Lead Manager to the Issue namely Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Lot size	4,000 Equity Shares and in multiples of 4,000 Equity Shares thereof
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity



Term	Description
	Shares or for any other period as may be notified by SEBI from time to time
Market Making Agreement	Market Making Agreement dated October 06, 2018 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The Reserved Portion of 1,28,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs 26/- per Equity Share aggregating Rs. 33.28 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 23,76,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 26/- per Equity Share aggregating Rs. 617.76 Lakhs by our Company.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further information about use of the Issue Proceeds and the Issue expenses, see "Objects of the Issue" on page 87.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non Institutional Applicants	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000/- but not including NRIs other than Eligible NRIs
Non-Resident	A person resident outside India, as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and includes FIIs and FPIs
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	This Prospectus dated November 13, 2018 registered with the RoC in accordance with Section 26 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information.



Term	Description
Public Issue Account	Account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the applicants on the Designated Date.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Banker to the Issue at which the Refund Account will be opened, in this case being ICICI Bank.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on www.nseindia.com .
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Link Intime India Private Limited
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar Agreement	The agreement dated September 20, 2018, entered by our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009.
Reserved Category / Categories	Categories of persons eligible for making Application under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time.
Retail Individual Applicant(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta), who apply for an amount less than or equal to Rs 2,00,000/
Revision Form	Form used by the Applicants, to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker	Bank which is registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.



Term	Description
SME Exchange	Emerge Platform of National Stock Exchange of India Limited
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated September 20, 2018 entered into between the Underwriter and our Company
Working Day	(i) Till Application / Offer closing date: All days other than a Sunday or a public holiday, on which commercial banks in Mumbai are open for business;
	(ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
APAC	Asia-Pacific
BIS	Bureau Of Indian Standards
CFC	Common Facility Centres
CII	Confederation Of Indian Industry
CPI	Consumer Price Inflation
DIPP	Department Of Industrial Policy And Promotion
DPS	Gold Deposit Scheme
EMDE	Emerging Market & Developing Economies
GFC	Global Financial Crisis
GJEPC	Gem Jewellery Export Promotion Council
GJSCI	Gem & Jewellery Skill Council Of India
GML	Gold Metal Loan
GMS	Gold Monetization Scheme
GST	Goods And Services Tax
GVA	Gross Value Added
HS Code	Harmonised Systems Code
ICEX	Indian Commodity Exchange
IFS	International Financial Statistics
IIDGR	International Institute Of Diamond Grading And Research
IIGJ	Indian Institute Of Gem & Jewellery
IIP	Index Of Industrial Production



Term	Description
MEIS	Merchandise Exports From India Scheme
MIDC	Maharashtra Industrial Development Corporation
MOU	Memorandum Of Understanding
MSP	Minimum Support Price
NOSs	National Occupational Standards
OMO	Open Market Operations
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
RPL	Recognition Of Prior Learning
SEZs	Special Economic Zone
SNZ	Special Notified Zone
SSI	Small Scale Industry
VR	Virtual-Reality
WEO	World Economic Outlook

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description					
A/C	Account					
ACS	Associate Company Secretary					
AGM	Annual General Meeting					
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012					
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India					
AS 18	Accounting Standard 18 issued by the Institute of Chartered Accountants of India					
A.Y./AY	Assessment Year					
AoA	Articles of Association					
Banking Regulation Act	Banking Regulation Act, 1949					
B. A.	Bachelor of Arts					
B. Com	Bachelor of Commerce					
Bn	Billion					
BG/LC	Bank Guarantee / Letter of Credit					
BIFR	Board for Industrial and Financial Reconstruction					
CAGR	Compounded Annual Growth Rate					
CAN	Confirmation of Allocation Note					



		Term		Description					
Category Investors	I	Foreign	Portfolio	FPIs who are registered as-Category I foreign portfolio investors under the SEBI FPI Regulations					
Category Investors	II	Foreign	Portfolio	FPIs who are registered as- Category II foreign portfolio investor under the SEBI FPI Regulations					
Category Investors	III	Foreign	Portfolio	FPIs who are registered as-Category III foreign portfolio investors under the SEBI FPI Regulations					
CC				Cash Credit					
CDSL				Central Depository Services (India) Limited					
CENVAT				Central Value Added Tax					
CFO				Chief Financial Officer					
CIN				Corporate Identification Number					
CST				Central Sales Tax					
Cm				Centimetre					
Companie	s Ac	t, 1956		Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.					
Companie	Companies Act, 2013			The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections					
Companies Act				Companies Act, 1956 to the extent not repealed, and/ or the Companies Act, 2013					
Consolidated FDI Policy				The consolidated FDI Policy, effective from August 28, 2017, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time					
CSR				Corporate Social Responsibility					
Depositori	es A	ct		The Depositories Act, 1996, as amended from time to time.					
DGFT				Directorate General of Foreign Trade					
DIN				Director Identification Number					
DIPP				Department of Industrial Policy & Promotion					
DP				Depository Participant					
DP ID				Depository Participant's Identification Number					
EBIDTA				Earnings before interest, depreciation, tax, amortization and extraordinary items					
ECS				Electronic Clearing System					
EGM/EOGM				Extraordinary General Meeting					
EPFA				The Employees' Provident Funds and Miscellaneous Provisions Act, 1952					
ESIC				Employee State Insurance Corporation					
ESOP				Employee Stock Option Plan					
ESPS				Employee Stock Purchase Scheme					
				•					



Description
Earnings Per Share
Employees Provident Fund
Foreign Currency Non Resident Account
Foreign Direct Investment
Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
Financial Institutions
Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under Regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
Face Value
Period of twelve months ended March 31 of that particular year, unless otherwise stated
Generally Accepted Accounting Principles
Gross Domestic Product
General Index Registry number
Government of India
High Networth Individual
Hindu Undivided Family
Institute of Chartered Accountants of India
The Institute of Company Secretaries of India
International Financial Reporting Standards
International Monetary Fund
The Income Tax Act, 1961, as amended.
The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Generally Accepted Accounting Principles in India
Indian National Rupee
1
Initial Public Offering



Term	Description
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
Ltd.	Limited
MAT	Minimum Alternate Tax
MBA	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M.Com	Master of Commerce
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, GoI
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
MSME	Micro, Small and Medium Enterprises
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non-Banking Finance Company
Net Worth	Aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident (External) Account
NRO Account	Non Resident (Ordinary) Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NI Act	Negotiable Instruments Act, 1881
OCB	Overseas Corporate Bodies
p.a.	per annum
PAN	Permanent Account Number



Term	Description
PAT	Profit After Tax
PBT	Profit Before Tax
PTEC	Professional Tax Enrolment Certificate
PTRC	Professional Tax Registration Certificate
Pvt.	Private
P/E Ratio	Price Earnings Ratio
PSU	Public Sector Undertaking(s)
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act, 1933
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
ROE	Return on Equity
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
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



Term	Description
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Sec	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA/ United States	United States of America
USD / US\$ / \$	United States Dollar, the official currency of the United States of America
UOI	Union of India
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

- i. In the section titled "Main Provisions of the Articles of Association" beginning on page 265 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the chapter titled "Financial Statements as Restated" beginning on page 166 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter;
- iii. In the section titled "*Risk Factors*" beginning on page 22 of this Prospectus, defined terms shall have the meaning given to such terms in that section;



- iv. In the chapter titled "Statement of Possible Tax Benefits" beginning on page 98 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 167 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.



PRESENTATION OF FINANCIAL, INDUSTRIAL AND MARKET DATA

CERTAIN CONVENTIONS

All references in this Prospectus to "India" are to the Republic of India. All references in this Prospectus to the "U.S.", "USA" or "United States" are to the United States of America, together with its territories and possessions.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled 'Financial Statements as Restated' beginning on page 166 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on April 1st of each year and ends on March 31st of the next year. All references to a particular fiscal year are to the 12 month period ended March 31st of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled 'Financial Statements as Restated' beginning on page 166 of this Prospectus.

CURRENCY AND UNITS OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

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

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

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section "*Risk Factors*" on page 22 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.



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



FORWARD LOOKING STATEMENT

This Prospectus contains certain "forward-looking statements". These forward looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 22 and 167 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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



SECTION II – RISK 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. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and which have been restated in accordance with the SEBI (ICDR) Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 119 "Our Industry" beginning on page 99 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 167 respectively, of this Prospectus as well as other financial information contained herein.

Materiality:

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

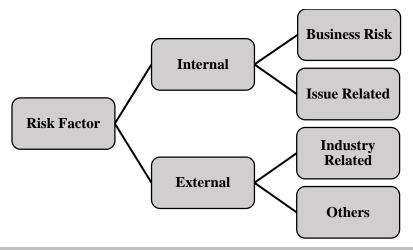
- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively; and
- Some events may not be material at present but may have material impact in future.

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

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off.

The risk factors are classified as under for the sake of better clarity and increased understanding:





INTERNAL RISK FACTORS

BUSINESS SPECIFIC RISKS:

1. There are outstanding legal proceedings and litigations against our Company and our Promoters. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

Our Company and our Promoters are currently involved in certain litigations which are currently pending at various stages and any adverse decision in such proceeding may render us and our promoters liable to liabilities and penalties and may adversely affect our business and results of operations.

Also, there is no assurance that in future, we and our promoters may not face legal proceedings; any adverse decision in such legal proceeding may impact our business. For further details in relation to legal proceedings involving our Company and our Promoters, see the chapter titled "Outstanding Litigation and Material Developments" on page 187 of this Prospectus.

Name of Entity	Criminal Proceedi ngs	Civil/ Arbitratio n Proceeding	Tax Proceeding s	Labour Dispute s	Consumer Complaint s	Complaint s under Section 138 of NI Act, 1881	Aggregat e amount involved (Rs. In lakhs)
			Compa	ny			
By the Company	1	Nil	Nil	Nil	Nil	Nil	5.97
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
			Promot	ers			
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	2	Nil	Nil	Nil	Nil	Not Ascertain able
	Group Companies						
By Group Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



Against Group Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Dire	ctors other th	an promot	ers		
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
			Subsidia	ries			
By the Subsidiarie s	N.A.*	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Against the Subsidiarie s	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

⁺ The amount may be above the given figures

2. Our showroom is geographically located in one area i.e. Bhavnagar, Gujarat and any localized social unrest, natural calamities, etc. could have material adverse effect on business and financial operations.

Our showroom is based in Bhavnagar in the State of Gujarat. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Bhavnagar could have material adverse effect on our business, financial position and results of operations. Further, any continuous addition of industries in and around Bhavnagar without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure in Bhavnagar, which may affect our business.

3. Our business is subject to seasonal fluctuations with significant sales in the period in a peak season which could impact our results of operations.

Our business is seasonal in nature, with a significant proportion of our sales generated in the third and fourth quarter of the financial year viz., period commencing from August to December and February to March. Our sales are particularly high for the period ranging from August to December owing to festive seasons across India, whereas for the period between February to March higher sales have been attributed on account of happy days (such as valentine's day and mother's day amongst others). We expect to continue to experience a seasonal fluctuation in our sales and income. We have limited ability to compensate for shortfalls in our sales or income during such periods by introducing changes in operations and strategies for rest of the year, or to recover from any extensive disruption, for example due to sudden adverse changes in consumer confidence, global pricing of gold, lower disposable income or disruption to storehouse and retail store replenishment systems. A significant shortfall in sales during these periods would therefore be expected to have a material adverse effect on our results of operations.

Further, as a result of the above, our quarter-on-quarter financial results may not be comparable or a meaningful indicator of our futuristic performance. For example, for Fiscal 2016, 2017 and 2018 our sales during the period from August to December constitutes 47.25%, 51.14% and 43.18% of our total turnover and during the period from February to March constitutes 18.62%, 19.13% and 15.39% of our total turnover, respectively. Any analysis of our financial results on a quarter-on-quarter basis may be perceived as negative indicator of our growth, which may adversely impact market price of our Equity Shares.

4. Any fluctuation and variation in price and supply of gold and silver which account for the majority of our total raw material costs, could adversely impact our income.

Raw materials, which we use for our manufacturing process, include gold and silver. For the fiscal year ended 2016, 2017 and 2018, gold and silver constituted 99.84 %, 99.73 % and 98.99 % of our total raw

^{*}N.A. = Not Applicable



material cost, respectively. Any increase in the prices of gold and silver may adversely affect the demand for our jewellery products. Therefore, our cost of merchandise and income may be severely impacted by such prevailing market considerations.

The major final demand for gold is driven by jewellery manufacture, however, the cost of gold at times is driven by investment transactions. Prices of gold, is volatile in nature and is linked to the international commodity indices. Earlier, we have also faced shortfall in supply of gold and polished diamonds.

Our inability to increase our sale prices to reflect higher commodity costs would result in lower profitability. Historically, we have been able to increase prices to reflect changes in commodity costs. We also face the risk of our products becoming unaffordable if we pass on the increase in the prices of gold and silver globally to our end retail customers through a corresponding increase in the price of our jewellery in order to maintain our profit margins. However, particularly sharp increases and volatility in commodity costs usually result in a time lag before increased commodity costs are fully reflected in retail prices. Further, any increase in commodity cost is likely to impact demand for our products during high price periods. There is no certainty that such price increase will be sustainable and downward pressure on gross margins and income may occur.

5. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.

Our Company has been incorporated pursuant to the conversion of the Shubhlaxmi Jewellers, Partnership Firm under Part I Chapter XXI of the Companies Act, 2013 on May 2, 2018. Prior to conversion, the provisions of the Companies Act were not applicable to us. However, consequent to the aforesaid conversion, our Company is subject to compliance of various provisions of the Companies Act such as repayment of amounts falling under the definition of deposits under Section 73 of the Companies Act, 2013, prior approval for entering into related party transactions, filing of relevant RoC forms etc. Though our Company will take all possible endeavour to comply with the provisions of the Companies Act but in case of our inability to do so or in case of any delay, we may be subject to penal action from the appropriate authorities which may have an adverse effect on our financial and operational performance and reputation.

6. We are dependent upon key suppliers for our raw materials and any disruption in their supply could disrupt our business and adversely affect our financial results.

Gold, Silver and Polished Diamonds contributed significantly to our total raw material cost. We purchase the raw materials from various suppliers on either pre-agreed rates or flexible spot-rates linked to the prevailing market benchmark. As on March 31, 2018, our top 10 and top 5 suppliers constitute 46.43% and 35.43% respectively of our total purchase. However, we do not enter into any long term agreements with our suppliers and our arrangements with them are on short-term and spot basis.

There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages of products to us. We also cannot assure you that a particular supplier will continue to supply us in the future. Also, if we are unable to source gold and polished diamonds at commercially acceptable prices, or at all, it may affect our ability to fulfill our supply commitments, or to fulfil them in an economical manner, which will have an adverse effect on our business, financial condition and results of operations.

7. Our dependency on job worker or Karigars for the performance of our operation may adversely affect our business.

We are totally dependent on the job worker or Karigars for the performance of our operation. We have not entered into written arrangements with any of these job workers or Karigards, and there can be no assurance that these job workers will continue to be associated with us on reasonable terms, or at all. Although, we work closely with these job workers and Karigards, we do not exercise control over them, and our arrangements with these job workers could involve various risks, including potential interruptions to their operations for factor beyond their or our control, any significant adverse changes in their financial or business conditions, as well as low levels of output or efficiency.



Also, we have not entered into any employment agreement or any non-compete, confidentiality or non-disclosure agreement with any of our job worker or Karigas which could result into potential duplicity/copying of our designs and style thereby directly affecting our business operations. Copying of our designs and style by our competitors could also lead into potential conflict with them and impact our capability to compete thereby having consequential effect on revenues.

8. Our business depends, in part, on factors affecting consumer spending that are out of our control.

Jewellery purchases are discretionary and are often perceived to be a luxury purchase. Our business is sensitive to a number of factors that influence consumer spending. In addition, we compete with other retail categories, for example electronics, travel and other FMCG products for consumers' discretionary expenditure. Therefore, the price of jewellery relative to other products influences the proportion of consumers' expenditure that is spent on jewellery. Other factors include general economic conditions, consumer confidence in future economic conditions and political conditions, recession and fears of recession, consumer debt, disposable consumer income, conditions in the housing market, consumer perceptions of personal well-being and security, fuel prices, inclement weather, interest rates, sales tax rate increases, inflation, and war and fears of war.

Most of our customers are individuals who purchase jewellery for personal use and who are generally less financially resilient than the corporate entities. In particular, an economic downturn may lead to decreased discretionary spending, which can adversely impact the luxury retail operations and lead to declining income and losses for our business, resulting in a continued reduction in our sales and further harming our business and results of operation.

9. Demand for our products is subject to rapid and unpredictable changes in fashion trends and consumer preferences, and an inability to anticipate and address such changes may adversely affect our business prospects, results of operations and financial condition.

The jewellery industry, like other luxury retail industries, is subject to rapid and unpredictable changes in fashion trends and customer preferences. Customer preferences for jewellery designs and types may vary significantly from region to region in India. Also, trends in fashion today change rapidly and a particular jewellery design may go out of trend resulting in increased unsold inventory. We cannot guarantee that we will be able to adopt the latest trends immediately, thus giving our competitors a first mover advantage, if they are able to identify the changes before we do.

Furthermore, the increasing popularity of branded jewellery merchandise may adversely impact our business prospects and revenues if we are unable to increase our sales to branded jewellery retailers. In addition, the availability and consumer acceptance of alternates such as diamond jewellery, silver or platinum jewellery or a shift in customer preference to other luxury products or a rise in use of imitation jewellery products, may also adversely affect our business. Our inability to anticipate, identify and react appropriately or in a timely manner to customer preferences, or failure to develop and implement customer oriented sales policies that influence customer purchase decisions, could result in a decrease in consumer acceptance of our products, a diminished brand image and market share, which could result in lower profits. These changes can adversely affect our business prospects, results of operations and financial condition.

10. We have been subject to search operation by the GST Authorities. In the event of any demand raised by authorities it may adversely affect the financial condition and results of operation of our Company.

The Central GST, H.Q team had carried out a search at our registered office and our showroom on July 11, 2018 under the provisions of CGST Act, 2017 and rules framed thereunder. During the search, a one page hand written kachi parchi is found from billing counter along with soft copies of the audited balance sheet from the FY 2013-14 to 2017-18 along with the sales and purchase registered from April 1, 2016 to July 10, 2018 have been seized by the officers for the purpose of scrutiny and further investigation. There could be reassessment of our current and previous assessment years which may result in additional tax liabilities. In the event of any demand raised by the GST Authorities, it may adversely affect the financial condition and results of operation of our Company.



11. We do not register our jewellery designs under the Designs Act, 2000 and we may lose income if our designs are duplicated by competitors.

We develop designs for most of our jewellery products which we manufacture based on the designs which are developed by us. We select the jewellery designs from the designs made by our designing team which are largely based on the market trends and our requirements in each of our retail stores. Due to the competitive nature of the jewellery markets in which we operate, innovative designs remain the key differentiators, which therefore possesses short life span. As a result of jewellery designs which are modified and changed on a frequent basis, we do not register these designs under the Designs Act, 2000.

Our designs are therefore not protected under the Designs Act, 2000 and if competitors copy our designs it could lead to loss of income, which could adversely affect our reputation and our results of operations. Even though, we have passing off right which could lead to lengthy litigation which could materially result in loss of reputation and our results of operations.

12. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernization and technology up-gradation is essential to provide better services to customers. Although, we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations. Our failure or inability in terms of costs, efficient and timely delivery of the final products.

13. If the Company is unable to introduce new products or improve upon its existing products at the rate that the market requires, the Company's business and financial condition could be adversely affected.

The Company believes that its future success depends, in part, on the ability to introduce new and innovative products having new designs and ways that meet or exceed its competitor's product offerings. Maintaining the Company's market position will require continued monitoring of technological advances that come from global research and development efforts and sales and marketing. Industry standards, customer expectations, or other products may emerge that around render one or more of the Company's products less desirable or obsolete. The Company may be unsuccessful in making the technological advances necessary to develop new products or improve its existing products with new designs to maintain its market position consistent. If any of these events do occur, it could cause decrease in sales and have an adverse effect on the Company's business, financial position, results of operations and cash flow.

14. Our ability to attract customers is dependent on the success and visibility of our Company Operated Showroom. Our failure to attract optimal volume of customers to our Company Operated Showroom could materially and adversely affect our business, financial condition and results of operations.

Sales at our Company operated showroom is derived, in part, from the volume of customer visits in the location. Showroom location may become unsuitable and our sales volume and customer traffic may be slowed by economic downturns in the showroom area; competition from nearby jewellery retailers; increased rentals; changing consumer demographics; changing lifestyle and the popularity of other businesses located near the location. Along with our dependence on customers visiting our showroom, our success is dependent upon the continued popularity of particular locations. Changes in areas in and around our Company operated showroom location that result in reductions in customer traffic or otherwise render the location unsuitable could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations.

15. The revenue of the Company has been significantly dependent on gold jewellery sales, any factor adversely affecting the procurement of gold or the sales of gold jewellery may negatively impact the business, financial condition, results of operations and prospects.

Gold jewellery sales (includes third party manufactured and traded goods) amounted to Rs. 4485.96 lakhs, Rs. 4141.43 Lakhs and Rs. 4467.64 Lakhs in Fiscals 2018, 2017 and 2016, respectively. This accounted for 95.87%, 95.68% and 94.20% of our revenue from sale of products in Fiscals 2018, 2017 and 2016, respectively. Accordingly, any factors adversely affecting our sales of gold jewellery may negatively impact our business, financial condition, results of operations and prospects.



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

We are in the business of jewellery which we supply to various wholesalers, retailers including local players and big brands. Our Company's business is working capital intensive and hence inventories and trade receivables form a major part of our current assets and net worth. The results of operations of our business are and will be dependent on our ability to effectively manage our inventory and trade receivables. As of May 31, 2018, we had total inventory and trade receivables amounting of Rs. 1323.73 Lakhs and Rs. 111.74 Lakhs respectively.

To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory. Further, if we fail to sell the inventory we purchase, we may be required to write down our inventory or pay our vendors without new purchases, or create additional vendor financing, which would have an adverse impact on our income and cash flows.

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

The availability of gold, being our key raw material, may be adversely affected due to various reasons, which might affect our sales of gold jewellery, which may not under our control. Any decrease in supply of gold or our inability to effectively procure gold at competitive rates, in time, or at all, may adversely impact our business, financial condition, results of operations and growth prospects.

17. The Company may not be successful in implementing the brand building, marketing and advertising initiatives for the brands.

Our business is significantly dependent on the reputation and awareness of our brand, "Shubhlaxmi". We believe that the recognition and reputation of "Shubhlaxmi" among consumers has contributed significantly to the growth and success of our business.

The ability to differentiate our brand, "Shubhlaxmi", and our products from our competitors through our advertisement and sales promotion is an important factor in attracting customers. As the majority of our income is derived from our retail sale of gold jewellery, diamond, platinum and silver jewellery products, creating and maintaining public awareness of our brand is crucial to our business. There can be no assurances that we will be successful in implementing the brand building, marketing and advertising initiatives for Company Brand in the future. Failure to do so could adversely affect our business, financial condition and results of operation.

18. Theft and other incidences in our retail store will adversely impact our profitability.

Our operations involve significant retail sales along with large amounts of inventory at our retail store. Theft and shoplifting by our employees and customers may result in loss of inventory. The jewellery industry that we operate in typically encounters some inventory loss on account of either theft, shoplifting etc. Shrinkage which is another common factor in our inventory can also happen through a combination of shoplifting by customers, pilferage by employees, and errors in documents and transactions that go unnoticed. Any increase in shrinkage levels at our existing stores and project stores can adversely impact results from operations. Although we have a security system in place, i.e. tagging our products, CCTV in showroom, armed security guards etc., and have not experienced any material loss of inventory or cash due to theft since our inception, either by third parties or our employees, there can be no assurance we will not do so in the future.



Further, we have also maintain an insurance cover against such theft, we cannot assure you that untoward incidences will not occur in future or our security systems are sufficient to prevent such theft.

19. We generate our revenue from Gujarat Region only. Any adverse developments affecting our operations in the Gujarat Region could have an adverse impact on our revenue and results of operations.

We generate our total revenue from state of Gujarat only. Such geographical concentration of our business in the Gujarat state heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in the region which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in Gujarat region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in Gujarat region, and our experience in the Gujarat region may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside Gujarat market may adversely affect our business prospects, financial conditions and results of operations.

20. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of "Shubhlaxmi Jewel Art Limited" from "Shubhlaxmi Jewellers" pursuant to conversion of Partnership firm into Company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.

We need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course of our business Pursuant to our conversion from a private limited company to a public limited company in the year 2018, we need to take necessary steps for transferring the approvals of our company in the new name. Our Company is yet to apply for change of name on ESIC Certificate, GST Certificate, Trademark Certificate, BIS Certificate, VAT certificates, PTEC and PTRC. In case of delay or failure to obtain the same, it could affect our business operations. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of noncompliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Additionally, our company has not obtained Certificate of Registration of Service Tax. However, the same has been replaced by GST and our Company has obtained GST registration certificate as mentioned in "Material Licenses/ Approvals for which the Company is yet to apply" section of Government and Other Statutory Approvals Chapter. For more information, see chapter "Government and Other Statutory Approvals" on page 193 of this Prospectus.

21. We may be unable to respond to changes in consumer demands and market trends in a timely manner.

Our success depends on our ability to identify product and market trends at micro and macro level, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our products must also appeal to a broad range of customers whose preference may vary significantly across regions and cannot be predicted with certainty. We cannot assure that the demand for our products with end-customers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing customer demands in the future. If we misjudge the market for our jewellery products or fail to anticipate a shift in consumer preferences, we may be faced with a significant reduction in revenues. We produce jewellery targeted to suit regional jewellery styles and preferences, which means the potential market for such jewellery is more limited than the market for more generically-designed jewellery. Any



inability to respond to changes in consumer demands and market trends in a timely manner could have material adverse effect on our business, financial condition and results of operations.

22. We operate in a highly competitive environment and face competition in our business from organized and unorganized players, which may be adversely affect our business operation and financial condition.

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

Additionally, we face competition through e-commerce retailers. E-commerce platforms not only provide medium to the unorganised sector to showcase their products but also provide a substantial visibility and as a result could have more established presence vis-à-vis compared to us. While we believe that we do currently compete effectively through brick-mortar store, we cannot assure you that we will in the future be able to compete effectively with new competitors.

23. Our business depends on protection of our intellectual property in our product range. Our ability to compete effectively will be impaired if we are unable to protect our intellectual property rights.

Certain trademarks used by our company are applied in the name of our promoters, the details of the same are mentioned herein below:-

Sr. No.	Trademark	Trademark Type	Class	Applicant
1.	शुंसुत्रक्षी	Device	14	Narendrasinh Chauhan
2.	Crystal	Device	14	Jitendra Kumar Chauhan
3.	Shubhlaxmi	Device	14	Narendrasinh Chauhan
4.		Device	14	Jitendra Kumar Chauhan

For further details, please refer chapter titled "Government and Other Approval" on page 193 of this Prospectus.

24. We have not been able to locate certain records of the educational qualifications of certain of our Directors and have relied on declarations and affidavits furnished by such individuals.

We do not have the documents evidencing the education qualification of our Directors, Jagrutiben Chauhan and Ramkrushnabhai Champaneri as disclosed in "Our Management" on page 144 of this Prospectus.

Accordingly, reliance has been placed on the affidavits furnished by these said Director to us and the Lead Manager to disclose details of their educational qualifications in this Prospectus. We and the Lead Manager have been unable to independently verify such information prior to its inclusion in this Prospectus.



25. If more stringent labour laws or other industry standards in India are introduced, our profitability may be adversely affected.

Our Company is subject to a number of stringent labour laws, which protect the interests of workers, including in relation to dispute resolution, employee retrenchment, pending payments and legislation which impose financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations of the state of Gujarat, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions, recruitment and termination of employment, non-discrimination, work permits and employee benefits.

Further, stringent labour laws will ensure difficulty in maintaining flexible human resource policies, and working environment, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

26. Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.

Our business is working capital intensive. A significant portion of our working capital is utilized towards inventories. Summary of our working capital position is given below:-

Amount (Rs. In lakhs)

	For the		As	at March 31	,	
Particulars	period ended May 31, 2018	2018	2017	2016	2015	2014
A. Current Assets						
Inventories	1323.72	1326.29	1053.80	1090.15	1022.59	645.79
Trade Receivables	111.74	116.36	111.21	114.87	133.23	160.56
Cash and Cash Equivalents	37.87	7.87	9.01	6.12	25.83	8.28
Short Term Loans & Advances	45.21	75.28	33.25	30.13	35.46	29.17
Total Current Assets(A)	1518.54	1525.8	1207.27	1241.27	1217.11	843.8
B. Current Liabilities						
Trade Payables	104.58	120.03	88.01	108.39	141.33	340.37
Other Current Liabilities	249.35	223.44	153.77	216.77	273.01	36.69
Short Term Provisions	11.03	6.98	0.79	2.92	0.30	1.45
Total Current Liabilities (B)	364.96	350.45	242.57	328.08	414.64	378.51
Working Capital (A-B)	1153.58	1175.35	964.7	913.19	802.47	465.29

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables and inventories. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "Objects of the Issue" beginning on page 87 of this Prospectus.



27. Our Company has negative cash flows from its operating, investing and 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, investing and financing activities in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

Amount (Rs. In lakhs)

	For the period ended May 31, 2018	For the year ended March 31,				
Particulars		2018	2017	2016	2015	2014
Cash Flow from / (used in) Operating Activities	55.11	(20.89)	147.95	247.44	(172.83)	(423.66)
Cash Flow from / (used in) Investing Activities	(0.14)	(2.47)	12.34	(24.39)	(7.27)	(355.87)
Cash Flow from / (used in) Financing Activities	(25.25)	22.22	(157.40)	(242.76)	197.65	787.81

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

28. We do not own the land where our proposed manufacturing unit and storage facility is located, which we have taken on rent. Any termination of rent agreements may require us to vacate such premises and adversely affect our business operations.

Company's proposed manufacturing unit and storage facility is proposed to be located at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat, India is taken on rent from M/s. N G Mehta HUF acting through its karta viz., Ajay N Mehta and Rajendra Murlidhar Shah.

If any such rent agreement under which we occupy the premises is not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the rent, the owner may terminate the rent agreement entered into. In the event of non-renewal of rental agreement, we may be required to shift our manufacturing unit and storage unit to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on rent by our Company, please refer section "Land and Properties" in the chapter titled "Our Business" beginning on page 119 of this Prospectus.

29. We may be unable to attract and retain employees with the requisite skills, expertise and experience, which would adversely affect our operations, business growth and financial results.

We rely on the skills, expertise and experience of our employees to provide quality products to our customers. Our employees may terminate their employment with us prematurely and we may not be able to retain them. Experienced and skilled workers in our industry are highly sought after, and competition for talent is intense. If we experience any failure to attract and retain competent personnel's or any material increase in labour costs as a result of the shortage of skilled labour, our competitiveness and business operations would be impacted, thereby adversely affecting our financial condition and operating results. Further, if we fail to identify suitable replacements of departed staff, our business and operations could be adversely affected and our future growth and expansions may be inhibited.



30. Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.

We believe that the industry in which we operate face competitive pressures in recruiting and retaining skilled and unskilled labour. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions to our business operations due to disputes or other problems with our work force in the past; there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.

We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

31. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

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

Our ability to achieve financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our business network and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source substantial 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. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

33. 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. 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 clients. 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.

34. We have issued Equity Shares in the last twelve months, the price of which may be lower than the Issue Price.

We have issued equity shares in the last twelve months at a price which may be lower than the Issue Price. Details of such issuance are given in the table below:



Date of Allotment	No. of Equity Shares	Issue Price (In Rs.)	Face value (In Rs.)	Consideration (in Rs.)	Nature of Allotment
May 02, 2018	58,00,000	10	10	NIL	Subscription to MoA

For further details of Equity Shares issued, please refer to chapter titled, "Capital Structure" beginning on page 77 of this Prospectus.

35. Our insurance coverage may not be adequate.

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies such as Jewellers Block Protector Policy and Machinery Breakdown Insurance Policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, losses due to terrorism, etc. Further, there can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

For further details, please refer chapter titled "Our Business" beginning on page 119 of this Prospectus.

36. Our lender, Kotak Mahindra Bank, have charge over our movable and immovable properties in respect of finance availed by us.

We have secured lender viz. Kotak Mahindra Bank, by creating a charge over our movable and immovable properties in respect of loans/ facilities availed by us. The total amounts outstanding and payable by us as secured loans were Rs. 760.66 lakhs as on May 31, 2018. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lender, which in turn could have significant adversely effect on business, financial condition or results of operations. For further information on the *Financial Indebtedness* please refer to page 184 of this Prospectus.

37. Our lenders have imposed certain restrictive conditions on us under financing arrangements.

As on May 31, 2018, our aggregate secured long-term borrowings and short-term borrowings from banks was Rs. 760.66 Lakhs. We have entered into certain agreements for our borrowings and some of these agreements require us to maintain certain financial ratios and also impose certain restrictive covenants on us, such as requiring lender consent for, *inter alia*, effecting any changes in capital structure, making material changes to constitutional documents, incurring further indebtedness, creating further encumbrances on or disposing of assets, undertaking a restructuring or declaring dividends. While there have not been any instances of non-compliances in relation to any of our loan agreements or any covenant therein, there can be no assurance that we will be able to comply with these covenants in the future or that we will be able to obtain the consents necessary to take the actions that may be necessary.

Any failure to service our debt, perform any condition or covenant or comply with the restrictive covenants could lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, affect our ability to raise additional funds or renew maturing borrowings to finance our existing working capital requirements and pursue our growth initiatives. We cannot provide any assurance that our business will generate sufficient cash to enable us to service our debt as they become due. The termination of, or declaration or enforcement of default under, any financing agreement may have an adverse effect on our business, results of operations, financial condition, results of operations and prospects.

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

Since, the Issue size is less than Rs.10,000 lakh and as per the provisions of Regulation 16 (1) of the SEBI (ICDR) Regulations, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors



of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

39. The objects of the Issue have not been appraised by any bank or financial institution and we have not entered into definitive agreements in relation to all of our objects of the Issue. If there are delays or cost overruns in utilization of Net Proceeds, our business, financial condition and result of operations may be adversely affected.

We intend to utilize the Net Proceeds of the Issue as set forth in chapter titled, "Objects of the Issue" beginning page 87 of this Prospectus. The fund requirement mentioned as a part of the objects of the Issue is based on internal management estimates and has not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies.

Furthermore, we may need to vary the objects of the Issue due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act, 2013, any variation in the objects of the Issue would require a special resolution of our shareholders, and our Promoters or controlling shareholders will be required to provide an exit opportunity to our shareholders who do not agree to such variation. If our shareholders exercise such an exit option, our share price may be adversely affected.

However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorize to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholder shall provide 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.

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

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

41. 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.

After completion of the Issue, our Promoters and Promoter Group will collectively own 69.85% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able 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 also 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 are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority 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.



42. Our Company has unsecured loans which are repayable on demand. Any demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on May 31, 2018, our Company has unsecured loans amounting to Rs. 136.20 lakhs from related and other parties that are repayable on demand to the relevant lender. Sudden recall may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition. For further details, please refer the chapter "Financial Indebtedness" on page 184 of this Prospectus.

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

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 165 of this Prospectus.

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

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

46. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding,



unsecured loan given by them or by entities in which they are interested and dividend entitlement in our Company. For further information, see "Capital Structure" and "Our Management" on pages 77 and 144, respectively, of this Prospectus.

47. We have taken guarantees from Promoters and members of promoter group in relation to debt facilities provided to us.

We have taken guarantees from Promoters and members of promoter group in relation to our secured debt facilities availed from Banks. In an event any of these persons withdraw or terminate its/their guarantees, 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. For more information please see the chapter titled "Financial Indebtedness" beginning on page 184 of this Prospectus.

48. Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

49. Negative publicity could adversely affect our revenue model and profitability of our Company.

Our business is dependent on the trust our customers have reposed in the quality of our products. Any negative publicity our Company, product, or our brand due to any other unforeseen events could affect our reputation and our results from operations. Further, our business may also be affected if there is any negative publicity associated with the products and services which are being rendered by our Company which may indirectly result in erosion of our reputation and goodwill.

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

We have entered into various transactions with related parties, including our Promoter and Promoter Group. While we believe that all such transactions are conducted on arms' length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "Related Party Transactions" beginning on page 164 of this Prospectus.

51. Some of the information disclosed in this Prospectus is based on information from industry sources and publications which may be based on projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on, or base their investment decision on this information.

The information disclosed in the "Industry Overview" section of this Prospectus on page 45 is based on information from publicly-available industry, Government and research information, publications and websites and has not been verified by us independently and we do not make any representation as to the accuracy of the information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.



52. The requirements of being a listed a public listed company may strain our resources and impose additional requirements.

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

53. The average cost of acquisition of Equity Shares by our Promoters could be 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 Lead Manager. 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 22 of this Prospectus.

ISSUE SPECIFIC RISKS

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

Once listed, we would be subject to circuit breakers imposed by all stock exchange in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

The Issue Price of our Equity Shares will be determined by our Company in consultation with Lead Manager. This price is be based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 94 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.

56. 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 Exchange may fluctuate as a result of the factors, including:

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

57. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with Section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the Stock Exchange, we are required to refund all monies collected from investors.

58. Any future issuance of Equity Shares by our Company or sales of our Equity Shares by any of our Company's significant shareholders may adversely affect the trading price of our Equity Shares.

Our Company may be required to finance its future growth and business requirements through additional securities offerings. Any future issuance of Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares, including allotments made pursuant to any employee stock option schemes, or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares, and could impact our ability to raise capital through an offering of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge, or otherwise encumber their 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.

59. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting a Application.

Pursuant to the SEBI (ICDR) Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting an Application. Retail Individual Investors can revise their Applications during the Issue Period and withdraw their Applications until Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Issue Closing Date, events affecting the Applicants' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and



such events limit the Applicants' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

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

EXTERNAL RISK FACTORS

INDUSTRY RISK

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

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

OTHER RISKS

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

As stated in the reports of the Auditor included in this Prospectus under chapter "Financial Statements as restated" beginning on page 166 the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a stock exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this Section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this



case, this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under Section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds Rs. 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of Rs. 1,00,000/- pa. shall be chargeable at the rate of 10%.

Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

64. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "Key Industry Regulations and Policies" on page 131 for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable. Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

65. Financial instability in Indian financial markets could adversely affect our Company's results of operations and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy.



Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

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

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

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

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

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

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

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

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

70. 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.

71. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

72. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

PROMINENT NOTES

- 1. Initial Public Issue of 25,04,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. 26/- per Equity Share ("Issue Price") (including a share premium of Rs. 16/- per Equity Share) aggregating Rs. 651.04 Lakhs (the "Issue"), of which 1,28,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 26/- per Equity Share will be reserved for subscription by Market Maker to the Issue (the "Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. issue of 23,76,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 26/- per Equity Share, aggregating Rs. 617.76 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 30.15% and 28.61%, respectively of the fully diluted post issue paid up equity share capital of the Company.
- 2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "General Information" beginning on page 68 of this Prospectus.
- 3. The pre-issue net worth of our Company was Rs. 583.70 lakhs and Rs. 554.89 lakhs for the period/year ended May 31, 2018 and March 31, 2018 respectively as per our Restated Financial Statements. The book value of Equity Share was Rs. 10.06 and Rs. 9.57 as of May 31, 2018 and March 31, 2018, respectively as per our Restated Financial Statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 166 of this Prospectus.
- 4. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:



Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
Narendrasinh Chauhan	20,78,140	10.00
Jitendrakumar Chuahan	20,78,140	10.00

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled "Capital Structure" beginning on page 77 of this Prospectus.

- 5. Our Company has entered into related party transaction during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure XXVIII under the head "Related Party Transaction" under chapter titled "Financial Statements as restated" beginning on page 166 of this Prospectus.
- 6. 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 214 of this Prospectus.
- 7. Except as disclosed in the chapter titled "Capital Structure", "Our Promoter and Promoter Group", "Our Management" and "Related Party Transaction" beginning on pages 77, 159, 144 and 164 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
- 8. Except as stated in the chapter titled "Our Group Companies", beginning on page 163 and chapter titled "Related Party Transactions" beginning on page 164 of this Prospectus, our Group Companies have no business interest or other interest in our Company
- 9. Except as disclosed in the chapter titled "Capital Structure" beginning on page 77 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
- 10. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
- 11. Investors are advised to refer to the chapter titled "Basis for Issue Price" beginning on page 94 of this Prospectus.
- 12. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Prospectus with the Stock exchange.
- 13. Our Company was originally formed as a partnership firm under the Partnership Act, 1932 having Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" vide a Deed of Partnership entered as on June 10, 2013 between two partners namely Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently vide Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were added to the said Partnership Firm. Shubhlaxmi Jewellers was thereafter converted from a Partnership Firm to a Public Limited Company under the provisions of Companies Act, 2013 in the name and style of "Shubhlaxmi Jewel Art Limited" and received a Certificate of Incorporation dated May 02, 2018 from the Registrar of Companies, Central Registration Centre.
- 14. As on the date of this Prospectus, our Company does not have any Group Company.
- 15. The Issue does not contemplate a change of control of the Company.



SECTION III - INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 22 and 166 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO GEMS AND JEWELLERY INDUSTRY:

Gems and Jewellery Market constitutes various jewelleries made out of metals like gold, diamonds, platinum, gemstones and silver. Jewellery as term can be defined as a term used for objects made out of valuable metals and stones designed for adornment or decoration of the body. Such objects can be precious or semiprecious stones, shells, diamonds, metals like copper, gold, silver used for carving and designing ornaments majorly worn by women around the globe. Such ornaments or jewellery can be in the form of necklaces, rings, bracelets, earrings, brooches etc. According to the report, "Global Gems and Jewellery Market Analysis By Product Type (Gold, Diamond, Platinum, Gems, Others), Sales Channel (Online, Retail, Jewellery Stores), By Region, By Country: Opportunities and Forecast (2017-2022)" by Research and Markets, global gems and jewellery market is anticipated to exhibit a healthy growth of over 4.73% during 2017-2022, chiefly driven by supportive legislations regarding the authenticity of the jewellery, aggressive marketing and promotional strategies by leading jewellery companies and rising women employment and resultant dual household budgets, elevated spendable income and its demand for religious and customary purposes.

Over the next five years, demand and growth for synthetic diamonds, jewellery products crafted by infusing digital analytics and body tracking techniques with traditional jewellery, use of nano-technology, cadmium free electroforming, motorized drilling & polishing and anti-tarnish solutions, all enabling easy crafting and design and a perpetual use of jewelleries.

Regions accounting for major share of gems and jewellery market in 2016 are the Asia-Pacific. However, Rest of the World is forecasted to gain major share in 2022 as the region (comprising countries like Brazil, Saudi Arabia, UAE, and South Africa) account for sizeable number of high net worth population, robust legislative measures and its implementation, and the existence of big jewellery companies with substantial financial wherewithal to invest in marketing and promotional activities as well as undertake synergic investments like merger, acquisitions and even R&D activities inclining to propel the market.

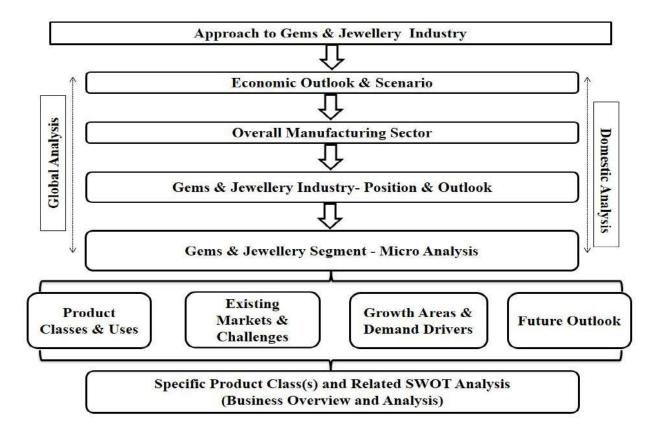
(Source: Global Gems and Jewellery Market Analysis by Product Type (Gold, Diamond, Platinum, Gems, Others), Sales Channel (Online, Retail, Jewellery Stores), By Region, By Country: Opportunities and Forecast (2017-2022), research and Markets, www.researchandmarkets.com)

APPROACH TO GEMS & JEWELLERY INDUSTRY ANALYSIS:

Analysis of Gems & Jewellery Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Gems & Jewellery Industry forms part of Manufacturing Sector at a macro level. Hence, broad picture of manufacturing Sector should be at preface while analysing the Gems & Jewellery Industry.

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall Manufacturing sector is Gems & Jewellery, which in turn encompasses of two major components i.e. Gold and diamond.





Thus, Gold and diamond should be analysed in the light of Gems & Jewellery Industry at large. An appropriate view on Gems & Jewellery Industry, then, calls for the overall economy outlook, performance and expectations of manufacturing Sector, position and outlook of overall Gems & Jewellery and segment wise micro analysis.

This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ('Pantomath') and any unauthorized reference or use of this Note, whether in the context of Gems & Jewellery industry and / or any other industry, may entail legal consequences.

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping



up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both
 bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now
 forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial
 Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations);
 and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations
 and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labour markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

(Source: Economic Survey 2017-18 Volume 1, <u>www.indiabudget.nic.in</u>)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

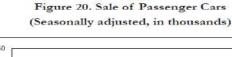
Economic activity

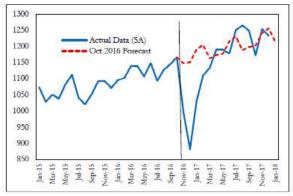
The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

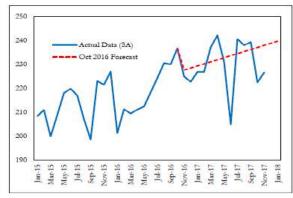


Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).

Figure 19. Sale of Motorcycles (Seasonally adjusted, in thousands)

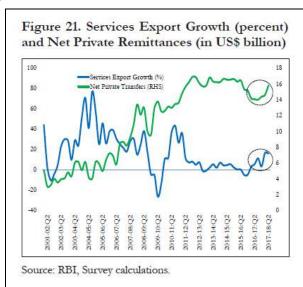


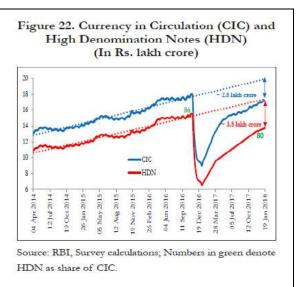




Source: Society for Indian Automobile Manufacturers, Survey calculations

Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).





On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

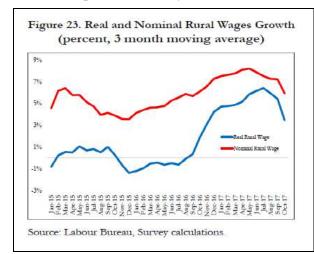
A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments at remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

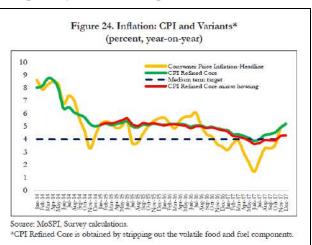


All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and Rabi, reducing the demand for labour. The acreage for kharif and Rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farmgate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.





Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

Macroeconomic indicators

After 13 months of continuously under-shooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017 (Figure 24). The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit can be split into a manufacturing trade deficit, an oil and



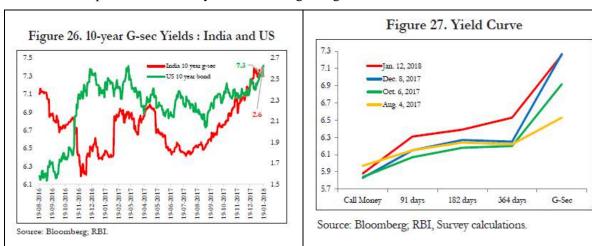
gold deficit, a services deficit, and a remittances deficit (Figure 25). In the first half of 2017-18, the oil and gold balance has improved (smaller deficit of \$47 billion) but this has been offset by a higher trade deficit (\$18 billion) and a reduced services surplus (\$37 billion), the latter two reflecting a deterioration in the economy's competitiveness.

Despite these developments, the overall external position remains solid. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about \$432 billion (spot and forward) at end-December 2017, well above prudent norms.

Fiscal developments

Bond yields have increased sharply (Figure 26) since August 2017, reflecting a variety of factors, including concerns that the fiscal deficit might be greater-than-budgeted, expectations of higher inflation, a rebound in activity that would narrow the output gap, and expectations of rate increases in the US. As a result, the yield curve has become unusually steep (Figure 27).

The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.



GST revenue collections are surprisingly robust given that these are early days of such a disruptive change (See Box 7). Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 Crores over the two fiscal years of 2016-17 and 2017-18.3 Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 Crores (both exclude the 25,000 Crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 Crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

As a result of the budget overruns, the central government's fiscal deficit until November 2017 was Rs. 6.1 lakh crore compared to the budgeted Rs. 5.5 lakh crore. In contrast, state governments seem to be hewing closely to their targeted fiscal consolidation – in part because the centre has guaranteed them a large increase in their indirect tax take, as part of the GST agreement.

Reflecting largely fiscal developments at the centre, a pause in general government fiscal consolidation relative to 2016-17 cannot be ruled out. In addition, the measured deficit for 2017-18 will include Rs. 80,000 crore (0.5



percent of GDP) in capital provided to public sector banks. But this will not affect aggregate demand, as reflected in international accounting practice which deems such operations as financing ("below-the-line") rather than expenditure.

In the case of borrowing by the states, markets have perhaps inadequately taken into account the fact that higher market borrowings by them does not reflect higher deficits; rather about Rs. 50,000 crore or 0.3 percent of GDP of market borrowings is due to changes in the composition of financing, away from higher cost NSSF borrowings toward lower cost market borrowings. This lack of strict correspondence between the deficit and borrowings at the central and state levels (Figure 28) is discussed in greater detail in Box 8. For general government, about Rs. 40,000 Crores represents greater market borrowings that is not due to deficits—a fact which markets apparently have not internalized.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 Crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh Crores during the same period in 2016-17) to sterilize the impact of foreign flows, themselves induced by high interest rates.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private cape cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.



Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market "sudden stall" induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

GLOBAL GEMS AND JEWELLERY INDUSTRY:

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(Source: Global Gems and Jewellery Market Analysis, www.researchandmarkets.com)

Gold Reserves in Central Banks across countries is an important global economic indicator. USA's Fort Knox holds the largest gold reserves with about 8133 tonnes constituting about 75% of its total reserves. India ranks



eleventh with RBI's gold reserves of about 557 tonnes that constitutes about 5.7% of its total reserves. The table below provides World's top twenty gold holdings in Central Banks.

WORLD OFFICIAL GOLD HOLDINGS

International Financial Statistics, January 2018

Sr. No.	Name of Countries	Tonnes	% of Reserves
1.	United States	8,133.5	75.0%
2.	Germany	3,373.6	69.1%
3.	IMF	2,814.0	1)
4.	Italy	2,451.8	67.5%
5.	France	2,435.9	63.5%
6.	China	1,842.6	2.4%
7.	Russia	1,828.6	17.5%
8.	Switzerland	1,040.0	5.4%
9.	Japan	765.2	2.5%
10.	Netherlands	612.5	66.6%
11.	India	557.8	5.7%
12.	Turkey6)	525.8	18.4%
13.	ECB	504.8	28.4%
14.	Taiwan	423.6	3.7%
15.	Portugal	382.5	63.4%
16.	Saudi Arabia	322.9	2.7%
17.	United Kingdom	310.3	8.8%
18.	Kazakhstan	295.7	38.7%
19.	Lebanon	286.8	20.8%
20.	Spain	281.6	17.0%

(Source: World Gold Council International Monetary Fund's International Financial Statistics (IFS), www.mw801.com)

INDIAN GEMS AND JEWELLERY INDUSTRY:

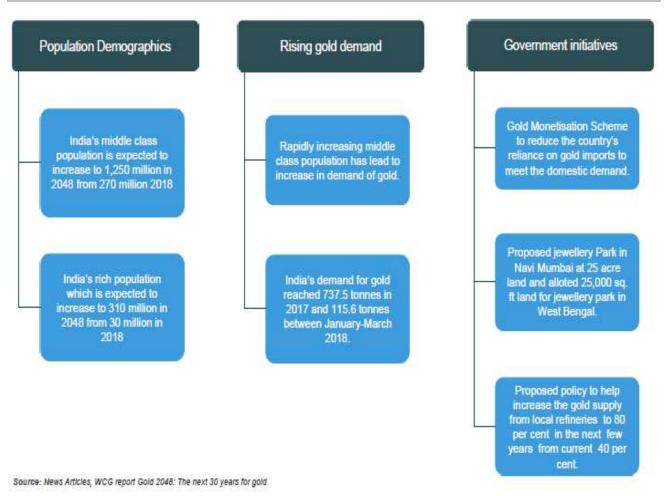
The Indian Gems and Jewellery industry is one of the fastest growing segments in the Indian economy with an annual growth rate of approximately 16 per cent. The domestic market is estimated to be around US\$ 16.1 billion and CII expects it to grow to US\$ 30 billion in the next 4 years. The country is also the largest consumer of gold in the world. It consumes in excess of 800 tonnes of gold that accounts for 21 per cent of world gold consumption, of which nearly 620 tonnes go into making jewellery. India is also emerging as the world's largest trading centre for gold targeting US\$ 17 billion by 2011. The industry has the best skilled manpower for designing and producing high volumes of exquisite jewellery at low labour costs. India is the largest diamond cutting and polishing centre in the world—the industry enjoys 60 per cent value share, 82 per cent carat share and 95 per cent share of the world market in terms of number of pieces. In other words, nearly 9 out of 10 diamonds sold worldwide are cut and polished in India. India exported cut and polished diamonds worth US\$ 14.18 billion in 2007-08. The Indian Gems and Jewellery market continues to be dominated by the unorganized sector. However, with the Indian consumer becoming more aware and quality conscious, branded jewellery is



becoming very popular and the market for branded jewellery is likely to be worth US\$ 2.2 billion by 2010, according to a McKinsey report. Moreover, the government allows 51 per cent FDI in single brand retail outlets, attracting both global and domestic players to this sector. The World Gold Council recently estimated the size of India's gold coin market at about US\$ 2.11 billion.

(Source: Human Resource and Skill Requirements in Gems and Jewellery Industry, Confederation of Indian Industry, www.cii.in)

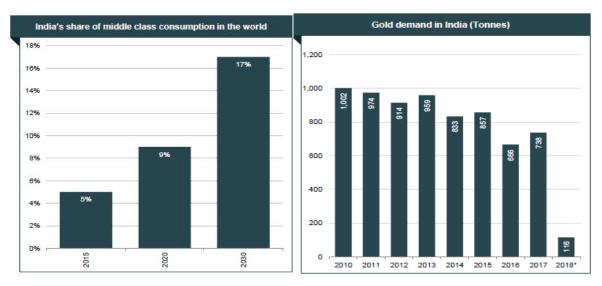
GROWTH DRIVERS OF GEMS AND JEWELLERY SECTOR IN INDIA



Increasing Middle Class Population is Expected Drive Growth in the Future

India's current middle class population stands at about 200-250 million and is expected to exceed 500 million by 2025. The increasing middle class population symbolises an increase in income of the population; and income is a major driver of demand for gold and jewellery in India. Income levels are the most significant long-term determinant of consumer gold demand: holding all else equal, a 1 per cent rise in income leads to a 1 per cent rise in gold demand. As income rises, so does savings and Indians prefer buying gold with their savings as they consider gold as an important form of investment. Also, during festivals like Diwali and Dhanteras as well as during weddings and other significant celebrations, people in India tend to spend a major amount of money on gold and other jewellery, all of which are expected to drive demand of gold in the future.



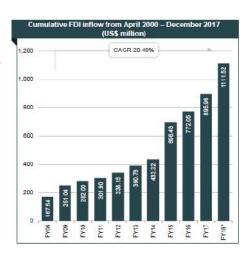


High Gold Demand in India acts as a Major Driver for Growth and Opportunity

India has always been a major country with respect to gold demand. Gold accounts for a major part of India's total gems and jewellery imports. India's gold demand was the second highest in the world from 2012- 2016. In 2016, India's gold demand stood at 666.1 tonnes; and 454.4 tonnes between January-September 2017. In 2017, India's gold demand averaged up to 840 tonnes over the last 10 years.

Increasing FDI Inflows into the Sector

Cumulative Foreign Direct Investment (FDI) in diamond and gold ornaments in India FY08-17 rose at a compound annual growth rate (CAGR) of 20.48 per cent. Cumulative FDI between April 2000-September 2017 in the sector rose from US\$ 167.54 million as of March 2008 to 1,045.58 million as of September 2017. The Government of India has permitted 100 per cent FDI in the sector through the automatic route. The International Institute of Diamond Grading and Research (IIDGR) has invested US\$ 5 million for expanding its synthetic diamond testing facility in Surat. The Indian Commodity Exchange (ICEX), backed by the Anil Ambani Group has launched the first ever futures contract for diamonds in the world, to create many new opportunities for diamond players.



Government Initiatives & Regulatory Framework

The Goods and Services Tax (GST) which was rolled out in July

2017 was in favour of the gems and jewellery sector. The Government of India has levied 3 per cent Goods and Services Tax (GST) on gold, gold jewellery, silver jewellery and processed diamonds and 0.25 per cent on rough diamonds.

- In the Union Budget 2018-19, a proposal to cut down corporate tax of companies with annual revenues of up to Rs 250 crore (US\$ 38.62 million) to 25 per cent is expected to lead to increased investment and employment generation in the gems and jewellery sector.
- The Government of India's proposal to cut corporate tax rates to 25 per cent for micro, small and medium enterprises (MSMEs) having annual turnover up to Rs 50 Crores (US\$ 7.5 million) will benefit a large number of gems and jewellery exporters from MSME category.
- The Government of India has permitted 100 per cent Foreign Direct Investment (FDI) in the sector under the automatic route.
- The *demonetisation* move is encouraging people to use plastic money, debit/ credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency. The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.



- The Government of India's announcement on establishing *gold spot exchange* could help in India's participation in determining gold price in the international markets.
- BIS Hallmarking Scheme: The *Bureau of Indian Standards (BIS)* has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- Mr Arun Jaitley, Minister of Finance, Government of India, launched the *Gold Monetisation Scheme* in November 2015. This scheme enables individuals, trusts and mutual funds to deposit gold with banks and earn interest on the same in return. The designated banks accept gold deposits under the Short Term (1-3 Years) Bank Deposit as well as Medium (5-7 years) and long (12-15 years) Term Government Deposit Schemes.
- The Government of India launched the *Sovereign Gold Bond Scheme*. This scheme enables the Reserve Bank of India (RBI) to issue gold bonds denominated in grams of gold individuals in consultation with Ministry of Finance. This scheme provides an alternative to owning physical gold. It is aimed at keeping a check on imports of gold.
- A *jewellery park* worth Rs 50 crore (US\$ 7.8 million) is to be set up in Mumbai by the Government of India where local handmade workers and factories will be relocated to develop their trade, improve their work environment and standard of living.
- The Government of India has inaugurated two *Common Facility centres*, one at Visnagar and second one at Palanpur. Gem Jewellery Export Promotion Council (GJEPC) has plans to open two more CFCs at Amreli and Ahmedabad. GJEPC also plans to set up a CFC at Thrissur, Kerala. Thrissur being a major jewellery cluster it would be suitable to set up a CFC to encourage in production and quality of manufacturing jewellery by creating awareness to modern machines to small units in and around Thrissur. These CFCs are expected to provide access to a common pool of state-of-the-art machinery and equipment at a cheaper rate to small and medium diamond manufacturers; and it will also be used for transfer of technology and r e-skilling and training of existing artisans. A total of 200 small and medium manufacturers will receive access to the CFCs.

(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)



SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "Forward-Looking Statements" beginning on page 21 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, prepared in accordance with Indian GAAP and Companies Act and restated in accordance with the SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Information" as restated beginning on pages 22 and 166 respectively.

Unless otherwise stated, references in this section to "Shubhlaxmi", "the Company" or "our Company" are to Shubhlaxmi Jewel Art Limited, and references to "we", "our" or "us" are to the Company.

OVERVIEW OF THE BUSINESS

Our Company was originally formed and registered as a partnership firm on July 30, 2013 at Bhavnagar, Gujarat under the Indian Partnership Act, 1932 bearing Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" pursuant to a Deed of Partnership dated June 10, 2013 entered between Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently, pursuant to Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were introduced to the existing Partnership Firm. Further, the aforementioned partnership firm was converted into a Public Limited Company under Chapter XXI of the Companies Act, 2013 in the name of "Shubhlaxmi Jewel Art Limited" and obtained a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre dated May 02, 2018. The Corporate Identification Number of our Company is U74999GJ2018PLC102121.

We are engaged in the retail and wholesale business of various jewelleries and ornaments made out of gold, silver, diamonds and platinum studded with precious and semi-precious stones. Our portfolio includes necklace, Mangalsutra, Patla, chains, mala, kandoro, poncho, payal, rings, armlet, pendants, bracelets, bangles and other wedding jewelleries. Our products have presence across different price points and cater to customers across high-end, mid-market and value market segments. The ornaments are also made to order as per specific requirements by the customers and the same are manufactured by third party manufacturers on job work basis. Further, we also purchase readymade jewelleries from independent jewellers. In addition to our retail operations, we also sell the jewelleries on a wholesale basis to other jewellery retailers in Gujarat.

Our showroom is located at Bhavnagar. This showroom was set up in the year 2013 having total area of 27,000 sq. ft. Further, we are setting up our own manufacturing facility in Bhavnagar to cater the demands of the local customers by the end of financial year 2019, for which we have taken the area admeasuring 962 sq. ft. on rent situated at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat,

We majorly procure required gold bullion, silver bullion, diamonds, platinum jewellery, gold and diamond ornaments and precious and semi-precious stones from bullion and jewellery market dealers in Gujarat. We place orders based on various factors including pricing, delivery time and quality.

Our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan have more than two decades of experience in the gems and jewellery industry. We believe that the experience of our Promoters and senior management has been critical to our success and business growth and has translated into the enhancement of our jewellery quality, increased profitability and improved margins which give us a competitive edge.



OUR PRODUCTS

We sell a wide range of jewellery products in gold, diamond and platinum studded with precious and semi-precious stones such as necklace, mangalsutra, patla, chains, mala, kandoro, poncho, payal, rings, armlet, pendants, bracelets, bangles and other wedding jewelleries. We also offer many accessories such as brooch, belts, eye frames, pens, watches, buttons, cuff links, tie pins, etc. having work of gold, diamond or other precious and semi precious stones. Our wide range of product offerings caters to diverse customer segments, from the high-end to mid-market and value market segments. Our portfolio consists of jewellery collections such as bridal, rajasthani, junagadhi, polka, fine pearl and other antique jewellery items. We sell our jewellery from our retail showroom located in Bhavnagar.

Some of our finished products are presented below:-

Sr. No	Product	Desc	eription	
1.		Necklace w	rith Ear Rings	
		Type:	Half Set	
		Weight:	103 g	
		Purity:	916 Hallmark	
		Variety:	Bikaneri	
2.		Necklace w	vith Ear Rings	
		Type:	Set	
		Weight:	85 g	
		Purity:	916 Hallmark	
		Variety:	Antique	
3.	A STATE OF THE PARTY OF THE PAR	Mangalsutra		
		Type:	-	
		Weight:	45 g	
		Purity:	916 Hallmark	
		Variety:	Antique	
4.		Pa	tla Set	
		Type:	-	
		Weight:	50 g	
		Purity:	916 Hallmark	
		Variety:	Uncut	



Sr. No	Product	Desc	ription		
5.		Single Patla			
		Type:	-		
		Weight:	100 g		
		Purity:	916 Hallmark		
	and the second	Variety:	Antique		
6.		Ci	hain		
	Samming and	Type:	-		
		Weight:	30 g		
	The state of the s	Purity:	18 KT		
		Variety:	Rose Gold CZ		
7.		Lı	ıcky		
	and the same of th	Type:	Diamond Lucky		
	A CONTRACTOR OF THE PARTY OF TH	Weight:	18 g		
		Purity:	916 Hallmark		
		Variety:	Casting Diamond		
8.	Contraction of the Contraction o	Mala with Earrings			
		Type:	Set		
	E IN	Weight:	31 g		
	The same of the sa	Purity:	916 Hallmark		
		Variety:	Indoitalian		
9.	grinner and the same of the sa	Kan	ıdoro		
		Type:	-		
		Weight:	170 g		
		Purity:	916 Hallmark		
		Variety:	Antique		
10.		Po	ncha		
	- or the same of t	Type:	-		
		Weight:	23 g		
		Purity:	916 Hallmark		
		Variety:	Antique		



Sr. No	Product	Descr	iption
11.	1 1 10	Pa	yal
	Type:	Gold	
		Weight:	-
	3 &	Purity:	916 Hallmark
		Variety:	Uncut

OUR SHOWROOM:-





OUR COMPETITIVE STRENGTHS

Experienced Promoters

Our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan have more than two decades of experience in the gems and jewellery industry. Their relationships with our suppliers, customers and other industry participants have been instrumental in implementing our growth strategies. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our Promoters with the assistance of our sales representative are involved in selecting the designs of the jewellery to be purchased or manufactured to cater the local demands of the customers.

Quality of our products

We believe in providing quality jewellery to our customers. Quality and purity of the jewelleries are very important for the company from the customer point of view. Providing the desired quality and purity in our jewelleries helps us in enhancing our brand value and maintaining long term relationships with customers. The Company deals in jewellery certified by BIS Hallmark. The quality Assurance department monitors and examines the jewellery designs inward in the stock to match the standard, thus the quality standard of gold jewellery dealt with is maintained throughout and therefore, our customer's trust is sustained.

Strong understanding of customer preference

We believe that we can appeal to our customers through our understanding of market preferences and experiences. Our Promoters have more than two decades of experience in the jewellery industry in Bhavnagar, hence they have deep knowledge about the jewellery taste of the local market. We offer jewellery designs based on the general trends and specific customer requirements. We believe that our understanding of preferences and tastes coupled with variety of designs and jewelleries offered by us, provides us with a competitive advantage in the markets in which we currently operate. Through our strategy of catering to different preferences, we believe that we are able to effectively compete with both unorganised and organised jewelers by establishing customer rapport at a local level.



We maintain long term relationships with our customers by offering them quality jewelleries, newer and latest designs and selling the jewellery at the most competitive price. Most of the jewelleries we purchase or manufacture are in a traditional manner as the demand for traditional jewellery is very high in the local market of Bhavnagar. We have also started up with the monthly recurring scheme for the customers wherein customers can buy the gold by paying monthly installments. Customers are entitled to discounts and other benefits on this scheme.

Wide Range of Products

Our product portfolio consists of wide range of jewelleries which differentiate us from the local jewellers. Our portfolio offers our customers a wide variety of traditional, Indo-western & modern jewelleries. We sell gold jewelleries made with or without studded diamonds, precious and semi-precious stones. Our product portfolio includes rings, earrings, armlet, pendants, nose rings, bracelets, chains, necklaces, bangles and also make customized jewelleries for weddings.

SWOT ANALYSIS

Strengths	Weakness
 Experience of Promoters Quality products at competitive prices Wide range of products 	 Tough competition in the market mean limited market share Limited operation company Limited presence with having only one showroom
 Flexibility to provide customized products Opportunities 	Threats
 Increasing purchasing power of the people Growing market for customized jewellery and innovative designs Setting up the manufacturing facility 	 Largely dominated by unorganized sector Fluctuation in raw material prices Constant change in consumer preferences

OUR STRATEGIES

Continue to invest in our marketing and brand building initiatives.

Our marketing and promotion efforts seek to increase sales by increasing brand awareness that stimulates interest in our products range and entrenching our position in the Indian jewellery industry. The key marketing channels that we use on an ongoing basis include customer advertisements with specific coverage in newspapers, hoardings, exhibitions and social media. We believe our branding strategy helps us to retain existing customers and attract new customers. We intend to continue investing in our marketing initiatives and brand building exercise. We also continue to provide effective training for our sales personnel in sales techniques and product knowledge. We believe that effective marketing is important for future revenue growth, enhancing our brand visibility, to establish relationships with target markets and to sell our products in a competitive and cost-effective manner.

Focus on product innovation

The company intends to strengthen its product development efforts by creating customer/ product-range/ market-specific teams, helping them to focus and create innovative and acceptable designs that will help to increase the sales. Variation in the product mix will enable us to cater to various segments of the market giving our customer a one-stop shop for full range of studded jewellery. This would also help us in increasing our profitability margins.

Setting up of manufacturing facility

To cater the demands of the our customers and timely delivery of products, we are planning to set up manufacturing facility at the end of Fiscal year 2018-19, for which we have already taken the property on rental basis at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat, India admeasuring 962 sq. ft. and the require machineries. The proposed facility will ensure to meet the requirements of the customers.



Continue to focus on existing customers

We believe maintaining good relationship with customers is a most critical factor in jewellery business to keep growing. Through regular interactions with the Customers at our Showroom, product sales trends and market research, we are able to determine current trends in the industry, which are used by us in the product development. We will continue to focus on timely delivery of quality products which will help in forging strong relationships with our customers and gaining increased business from them.

Consistently meeting quality and purity

Our Company intends to focus on adhering to the quality standards of the jewelleries. Quality and purity of the jewelleries are very important for the company from the customer point of view. Continuous quality assurance review and timely corrective measures in case of diversion and technology up gradation are keys for maintaining quality standards of the jewellery. Providing the desired quality and purity in our jewellery helps us in enhancing our brand value and maintaining long term relationships with customers.



SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE I (Amount in lakhs)

Particulars	As at May 31, 2018	As at May1, 2018	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
I. EQUITY AND LIABILITIES							
1. Shareholders' funds							
(a) Share capital	580.00	583.63	554.89	400.80	326.16	396.15	291.52
(b) Reserves and surplus	3.70	-	-	-	-	-	-
Sub-Total	583.70	583.63	554.89	400.80	326.16	396.15	291.52
2. Share application money pending allotment	-	-	-	-	-	-	-
Sub-Total	-	-	-	-	-	-	-
3. Non Current Liabilities							
(a) Long-term borrowings	295.92	251.02	370.82	239.65	289.92	221.83	269.69
(b) Deferred tax liabilities (Net)	3.64	4.93	5.41	2.87	2.74	0.87	1.52
(c) Other Non Current Liabilities	-	-	-	1	-	-	-
(d) Long-term Provisions	2.45	2.42	2.39	2.02	1.60	0.92	0.16
Sub-Total	302.01	258.37	378.62	244.54	294.26	223.62	271.37
4. Current liabilities							
(a) Short-term borrowings	522.36	591.60	497.99	592.26	594.92	489.67	246.90
(b) Trade payables	104.58	115.25	120.03	88.01	108.39	141.33	340.37
(c) Other current liabilities	249.35	229.46	223.44	153.77	216.77	273.01	36.69
(d) Short-term provisions	11.03	11.30	6.98	0.79	2.92	0.30	1.45
Sub-Total	887.32	947.61	848.44	834.83	923.00	904.31	625.41
TOTAL	1773.03	1789.61	1781.95	1480.17	1543.42	1524.08	1188.30
II. ASSETS							
1. Non-current assets							
(a) Fixed assets	246.78	248.49	248.44	265.97	295.25	300.31	338.03
(i) Tangible Assets	246.78	248.49	248.44	265.97	295.25	300.31	338.03
(ii)Intangible Assets	-	-	-	1	-	-	-
(iii)Capital Work in Progress	-	-	-	1	-	-	-
(iv) Intangible assets Under			_		-		
Development	_	_	_				
(b) Non-current investments	-	-	-	-	-	-	-
(c) Deferred tax assets (net)	-	-	-	-	-	-	-
(d) Long-term loans and advances	7.71	7.72	7.71	6.93	6.90	6.66	6.47
(e) Other Non Current Assets	-	-	-	-	-	-	-
Sub-Total	254.49	256.21	256.15	272.90	302.15	306.97	344.50
2. Current assets							
(a) Current investments	-	-	-	-	-	-	-
(b) Inventories	1323.72	1334.92	1326.29	1053.80	1090.15	1022.59	645.79
(c) Trade receivables	111.74	156.17	116.36	111.21	114.87	133.23	160.56
(d) Cash and cash equivalents	37.87	8.15	7.87	9.01	6.12	25.83	8.28
(e) Short-term loans and advances	45.21	34.16	75.28	33.25	30.13	35.46	29.17
(f) Other Current Assets	-	-	-	-	-	-	-
Sub-Total	1518.54	1533.40	1525.80	1207.27	1241.27	1217.11	843.80
TOTAL	1773.03	1789.61	1781.95	1480.17	1543.42	1524.08	1188.30



STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE-II (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
I.Revenue from operations	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78
II.Other income	0.87	2.17	5.88	15.16	0.54	1.14	6.79
III. Total Revenue (I + II)	203.57	408.75	4684.91	4343.54	4743.38	4514.00	697.57
IV. Expenses:							
Cost of materials consumed							
Purchases of Stock-in-Trade	164.43	369.98	4544.44	3940.12	4385.90	4391.43	1270.89
Changes in inventories of Stock-in-Trade	11.17	(8.61)	(272.50)	36.35	(67.55)	(376.79)	(645.80)
Employee benefits expense	5.14	4.45	55.52	28.16	35.16	35.69	5.89
Finance costs	6.81	9.17	115.49	136.60	161.47	137.96	16.95
Depreciation and amortization expense	1.86	1.92	21.71	31.49	29.20	44.85	11.37
Other expenses	10.97	15.74	183.00	76.63	145.48	89.20	33.39
Total expenses	200.38	392.65	4557.66	4249.35	4689.66	4322.34	692.69
V. Profit before exceptional and extraordinary items and tax (III- IV)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
VI. Exceptional items	-	-	-	-	-	-	-
VII. Profit before extraordinary items and tax (V - VI)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
VIII. Extraordinary Items-	-	-	-	-	-	-	-
IX. Profit before tax (VII- VIII)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
X. Tax expense:							
(1) Current tax	0.78	4.95	42.28	29.25	15.07	63.09	0.93
(2) MAT Credit	-	-	-	-	-	-	(0.92)
(3) Deferred tax	(1.29)	(0.48)	2.54	0.14	1.87	(0.65)	1.52
(4) Current tax expense relating to prior years	-	-	-	-	-	-	-
XI. Profit (Loss) for the period from continuing operations (VII- VIII)	3.70	11.63	82.43	64.80	36.78	129,22	3.35
XII. Profit/(loss) from discontinuing operations	1	1	1	1	1	1	1
XIII. Tax expense of discontinuing operations	-	-	-	-	1	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)	3.70	11.63	82.43	64.80	36.78	129.22	3.35
XVI Earnings per equity share:							
(1) Basic & Diluted	0.06	0.20	1.42	1.12	0.63	2.23	0.06
(2) Diluted	0.06	0.20	1.42	1.12	0.63	2.23	0.06



STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE-III (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
CASH FLOW FROM OPERATING ACTIVITIES							
Restated Net profit Before Tax and Extraordinary Items	3.19	16.10	127.25	94.19	53.72	191.66	4.88
Adjustments For:							
Depreciation	1.86	1.92	21.71	31.49	29.20	44.85	11.37
Prelimanary Expenses	-	-	-	-	-	-	-
(Interest Received)	-	-	(2.49)	(14.58)	-	(0.05)	-
Dividend Received	-	-	-	-	-	-	-
Gratuity Provision	0.03	0.03	0.38	0.43	0.70	0.77	0.16
Net (Gain)/Loss on Foreign Currencies	-	-	-	-	-	-	-
Net (Gain)/ Loss on Sales of Investments	-	-	-	-	-	-	-
Rental Income	-	-	-	-	-	-	-
Interest and Finance Charges	6.81	9.17	115.49	136.60	161.48	137.97	16.95
Operating Profit before working capital changes	11.89	27.22	262.34	248.13	245.10	375.20	33.36
Adjustment For:							
Decrease/(Increase) in Inventories	11.17	(8.61)	(272.50)	36.35	(67.55)	(376.79)	(645.80)
Decrease/(Increase) in Trade receivables	44.43	(39.81)	(5.15)	3.66	18.36	27.32	(160.56)
(Decrease)/Increase in Short Term Loan &Advancesss	(11.04)	41.12	(42.03)	(3.12)	5.33	(6.29)	(29.17)
Decrease/(Increase) in Other Current Assets	-	-	-	-	-	-	-
Decrease/(Increase) in Other Non Current Assets	-	-	-	-	-	-	-
(Decrease)/Increase in Trade Payables	(10.67)	(4.79)	32.03	(20.38)	(32.94)	(199.04)	340.37
(Decrease)/Increase in Other Current Liabilities	10.37	5.87	40.51	(85.30)	91.60	71.02	36.69
(Decrease)/Increase in Short Term Provisions	(0.26)	4.32	6.19	(2.14)	2.61	(1.16)	1.45
(Decrease)/Increase in Other Non current Provision	-	-	-	-	-	-	-
(Decrease)/Increase in Other Non current Liabilities	-	-	-	-	-	-	-
Cash Generated from Operations	55.89	25.32	21.39	177.20	262.51	(109.74)	(423.66)
Less: Taxes Paid	0.78	4.95	42.28	29.25	15.07	63.09	-
Net Cash From /(Used In) Operating Activities (A)	55.11	20.37	(20.89)	147.95	247.44	(172.83)	(423.66)
Cash Flow From Investing Activities				İ		İ	
Purchase/Sale Of Fixed Assets /Capital/ Work in Progress	(0.14)	(1.98)	(4.17)	(2.21)	(24.14)	(7.13)	(349.40)
Decrease/(Increase) in Non Current investments	-	-	-	-	-	-	-



Decrease/(Increase) in Long term Loans & Advances	-	-	(0.79)	(0.03)	(0.25)	(0.19)	(6.47)
Other Statutory Adjustments	-	-	-	-	-	-	-
Net gain / loss on Sale of Investments	-	-	-	-	-	-	-
Interest Received	-	-	2.49	14.58	-	0.05	-
Dividend Received	-	-	-	-	-	-	-
Rental Received	-	-	-	-	-	-	-
Net Cash From /(Used In) Investing Activities (B)	(0.14)	(1.98)	(2.47)	12.34	(24.39)	(7.27)	(355.87)
Cash Flow From Financing Activities	-	-	-	-	-	-	-
Change in Capital / Alteration in Capital / Proceeds from Issue of Shares	(3.63)	17.11	71.66	9.84	(106.77)	(24.58)	288.17
Security Premium	-	-	-	-	-	-	-
Interest & Finance Charges	(6.81)	(9.17)	(115.49)	(136.60)	(161.48)	(137.97)	(16.95)
Proceeds / (Repayments) of Share Application Money	-	-	-	-	-	-	-
(Decrease)/Increase in Short Term Borrowing	(69.23)	93.60	(94.28)	(2.66)	105.24	242.76	246.90
(Decrease)/Increase in Long Term Borrowing	54.42	(119.65)	160.33	(27.98)	(79.75)	117.44	269.69
Share Issue Expenses	-	-	-	-	-	-	-
Prelimanary Expenses	-	-	-	-	-	-	-
Net gain / loss on Foreign Exchanges	-	-	-	-	-	-	-
Net Cash From Financing Activities (c)	(25.25)	(18.10)	22.22	(157.40)	(242.76)	197.65	787.81
Net Increase / (Decrease) in Cash (A)+(B)+(C)	29.72	0.29	(1.14)	2.89	(19.71)	17.55	8.28
Cash and Cash equivalents at the beginning of the year	8.15	7.87	9.01	6.12	25.83	8.28	-
Cash and Cash equivalents at the end of the year	37.87	8.15	7.87	9.01	6.12	25.83	8.28

I. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statements"

II. Figures in Brackets represent outflows

The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I,II, IV(A) respectively.



THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	25,04,000 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. 651.04 lakhs
Of which:	
Market Maker Reservation Portion	1,28,000 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. 33.28 lakhs
	23,76,000 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. 617.76 lakhs
Net Issue to the Public**	Of which
	11,88,000 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. 308.88 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2.00 lakhs
	11,88,000 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. 308.88 lakhs will be available for allocation to investors above Rs. 2.00 lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	58,00,000 Equity Shares of face value of Rs. 10/- each
Equity Shares outstanding after the Issue	83,04,000 Equity Shares of face value of Rs. 10/- each
Use of Proceeds	For details, please refer chapter titled "Objects of the Issue" beginning on page 87 of this Prospectus for information on use of Issue Proceeds

Notes:

The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on May 17, 2018 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting held on May 19, 2018.

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

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

For further details please refer to section titled 'Issue Information' beginning on page 208 of this Prospectus.



GENERAL INFORMATION

Our Company was originally formed and registered as a partnership firm on July 30, 2013 at Bhavnagar, Gujarat under the Indian Partnership Act, 1932 bearing Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" pursuant to a Deed of Partnership dated June 10, 2013 entered between Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently, pursuant to Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were introduced to the existing Partnership Firm. Further, the aforementioned partnership firm was converted into a Public Limited Company under Chapter XXI of the Companies Act, 2013 in the name of "Shubhlaxmi Jewel Art Limited" and obtained a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre dated May 02, 2018. The Corporate Identification Number of our Company is U74999GJ2018PLC102121.

For details of Business, Incorporation, change of name, and Registered Office of our Company, please refer to chapter titled "Our Business" and "Our History and Certain Other Corporate Matters" beginning on page 119 and 141 of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

SHUBHLAXMI JEWEL ART LIMITED

Shop No. 1, Ground Floor,

"D & I Excelus", Waghawadi Road, Bhavnagar -364002, Gujarat, India

Tel: +91 278 2562600 **Fax:** Not Available

Email: info@shubhlaxmiltd.in
Website: www.shubhlaxmiltd.in

Corporate Identification Number: U74999GJ2018PLC102121

REGISTRAR OF COMPANIES

Registrar of Companies, Ahmedabad, Gujarat

ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E),

Mumbai - 400 051 Maharashtra, India

Website: www.nseindia.com

BOARD OF DIRECTORS OF OUR COMPANY

The following table sets out details regarding our Board as on the date of this Prospectus:



Sr. No.	Name	Age (in Years)	DIN	Address	Designation
1.	Narendrasinh Chauhan	42	08123747	Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar – 364001, Gujarat, India	Chairman & Managing Director
2.	Jitendrakumar Chauhan	36	08123748	Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar – 364001, Gujarat, India	Whole Time Director
3.	Jagrutiben Chauhan	38	08127789	Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar – 364001, Gujarat, India	Executive Director
4.	Kajal Chauhan	32	08123749	Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar – 364001, Gujarat, India	Executive Director
5.	Bhadreshkumar Dave	55	08127868	Plot Number 2363/1/A, Ruhambasaibaba Park, Shaher Farti Sadak, Subhashnagar, Bhavnagar – 364001, Gujarat, India	Independent Director
6.	Ramkrushn Champaneri	50	08127968	Block NoB/11, Surbhi Apartment, Near Simandhar Digmbar Jain Derasar, Bhavnagar – 364001, Gujarat, India	Independent Director
7.	Rakesh Soni	45	08129291	Flat No. 301/Plot No. – 1230 - B, Upanishad Apartment, Opp. Union Bank, Ghogha Circle, Bhavnagar – 364001, Gujarat, India	Independent Director
8.	Snehalben Jani	40	08127975	Plot No/1911-C, Bababhai ni Chali, Rupani Circle, Bhavnagar, Takhteshwar - 364002, Gujarat, India	Independent Director

For further details of our Directors, please refer to the chapter titled "Our Management" beginning on page 144 of this Prospectus



CHIEF FINANCIAL OFFICER

RANJITSINH SOLANKI

Shop No. 1, Ground Floor,

"D & I Excelus", Waghawadi Road,

Bhavnagar – 364002, Gujarat, India

Tel: +91-278 - 2562600 **Fax:** Not Available

Email: cfo@shubhlaxmiltd.in
Website: www.shubhlaxmiltd.in

COMPANY SECRETARY & COMPLIANCE OFFICER

BINAL KOTHARI

Shop No. 1, Ground Floor,

"D & I Excelus", Waghawadi Road, Bhavnagar – 364002, Gujarat, India

Tel: +91-278 - 2562600 **Fax:** Not Available

Email: <u>cs@shubhlaxmiltd.in</u>
Website: <u>www.shubhlaxmiltd.in</u>

Investors can contact the Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allottent, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

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

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

STATUTORY AUDITOR

M/s. SANGHAVI & CO.

"BULBUL", First Floor,

Crescent Road, Bhavnagar - 364001,

Gujarat, India

Tel: +91-278 - 2423434

Fax: Not Available

Email: <u>bhavnagar@sanghavi.com</u>
Contact Person: Manoj Ganatra

Firm Registration Number: 109099W

Membership Number: 043485

PEER REVIEWED AUDITOR

M/S. N K ASWANI & CO.

701/A Block, Wall Street-2, Opp. Orient Club, Nr. Gujarat College Crossing, Ellis bridge,



Ahmedabad – 3800006, Gujarat, India

Tel No.: +91-79-26402552 **Fax No.:** +91-79-26402553

Email: narainkaswani@yahoo.co.in Contact Person: Narian Aswani Firm Registration No.: 100738W

Membership No.: 033278

M/s N.K. Aswani & Co., Chartered Accountant holds a peer reviewed certificate dated January 19, 2018 issued

by the Institute of Chartered Accountants of India.

LEAD MANAGER

PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

406-408, Keshava Premises, Behind Family Court,

Bandra Kurla Complex, Bandra (East) Mumbai- 400051, Maharashtra, India

Tel: +91 22 6194 6700 **Fax:** + 91 22 2659 8690

Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Hardik Bhuta

SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

LINK INTIME INDIA PRIVATE LIMITED

C 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West),

Mumbai-400083, Maharashtra, India.

Tel: +91 22 49186200 **Fax:** +91 22 49186195

Website: www.linkintime.co.in

Investor Grievance E-mail: Shubhlaxmi.ipo@linkintime.co.in

Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058

CIN: U67190MH1999PTC118368

LEGAL ADVISOR TO THE ISSUE

M V KINI, LAW FIRM

Kini House, Near Citi Bank,

D.N. Road, Fort, Mumbai - 400 001, Maharashtra, India

Tel: +91 22 22612527/28/29 **Fax:** +91 22 22612530

E-mail: vidisha@mvkini.com
Contact Person: Vidisha Krishan

Website: www.mvkini.com



BANKER TO THE COMPANY

KOTAK BANK LIMITED

2nd Floor, Shri Nath Complex,

Dr. Yagnik Road,

Rajkot, Gujarat, India **Tel:** +91 281 6648208

E-mail: Reelesh.Thakkar@kotak.com
Contact Person: Reelesh Thakkar

Website: www.kotak.com

PUBLIC ISSUE BANK / BANKER TO THE ISSUE / REFUND BANKER

ICICI BANK LIMITED

Capital Market Division,

1st Floor, 122, Mistry Bhavan,

Dinshaw Vachha Road, Backbay Reclamation,

Churchgate, Mumbai-400020 **Tel:** +91 22 66818924/923/932

Fax: +91 22 22611138

E-mail: shweta.surana@icicibank.com

Contact Person: Shweta Surana Website: www.icicibank.com
CIN: L65190GJ1994PLC021012

SEBI Registration Number: INBI00000004

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do Recognised=yes. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above mentioned SEBI link.

REGISTERED BROKERS

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

Registrar to Issue and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange of India Ltd., as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs



to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

MONITORING AGENCY

As per regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. 651.04 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any Objects of this Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Pantomath Capital Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor, M/s. N. K. Aswani & Co., Chartered Accountants, on statement of tax benefits and report on restated financial statements for the period/year ended May 31, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 as included in this Prospectus, our Company has not obtained any expert opinion.

DEBENTURE TRUSTEE

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

UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated September 20, 2018 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Issue Size Underwritten	
Pantomath Capital Advisors Private Limited				
406-408, Keshava Premises Co-Op Soc. Ltd.				
Bandra Kurla Complex, Bandra (East)				
Mumbai 400051				
Tel: +91 22 61946700	25,04,000	651.04	100%	
Fax: +91 22 26598690				
Email: <u>ipo@pantomathgroup.com</u>				
Contact Person: Hardik Bhuta				
SEBI Registration Number: INM000012110				
Total	25,04,000	651.04	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.

Note-Includes 1,28,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated September 06, 2018 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making:

PANTOMATH STOCK BROKERS PRIVATE LIMITED

108, Madhva Premises, Behind Family Court,

Bandra Kurla Complex, Bandra (East), Mumbai 400 051,

Maharashtra, India Tel: +91 22 4257 7000

Fax: +91 22 2659 8690

Email: broking@pantomathgroup.com Website: www.pantomathbroking.com Contact Person: Mahavir Toshniwal SEBI Registration No.: INZ000068338

Pantomath Stock Brokers Private Limited, registered with National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

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

- 1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the stock exchange from time to time and the same shall be updated in Prospectus. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.
- 3. 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 Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of 26/- the minimum lot size is 4,000 Equity Shares thus minimum depth of the quote shall be Rs. 4,000/- until the same, would be revised by NSE.
- 4. 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 1,28,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
- 5. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.



- 6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 7. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.
- 8. 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. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange.
- 9. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on National Stock Exchange of India Limited and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
- 10. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer 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 Offer price.

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

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

- 11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market-for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- 12. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).
- 13. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars 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.
- 14. National Stock Exchange of India Limited 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.
- 15. National Stock Exchange of India Ltd. 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.

- 16. 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.
- 17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the issue size and as follows:

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

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

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



CAPITAL STRUCTURE

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

Amount (Rs.in Lakhs except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
Α.	Authorised Share Capital		
	85,00,000 Equity Shares of face value of Rs. 10/- each	850.00	-
В.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	58,00,000 Equity Shares of face value of Rs. 10/- each	580.00	-
C.	Present Issue in terms of this Prospectus		
	Issue of 25,04,000 Equity Shares of face value of Rs.10/- each at a price of Rs. 26/- per Equity Share	250.40	651.04
	Consisting:		
	Reservation for Market Maker – 1,28,000 Equity Shares of face value of Rs. 10/- at price of Rs. 26/- per Equity Share reserved as Market Maker portion	12.80	33.28
	Net Issue to the Public – 23,76,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 26/- per Equity Share	237.60	617.76
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors- 11,88,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 26/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lacs	118.80	308.88
	Allocation to Other than Retail Individual Investors-11,88,000 Equity Shares of face value of Rs. 10/- each at a price of Rs 26/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 2 lacs	118.80	308.88
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	83,04,000 Equity Shares of face value of Rs. 10/- each	830.40	-
E.	Securities Premium Account		
	Before the Issue	NI	L
	After the Issue		400.64

The Issue has been authorized by the Board of Directors of our Company *vide* a resolution passed at its meeting held on May 17, 2018, and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on May 19, 2018.

The Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only as on the date of Prospectus. 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 change in Authorized Share Capital:

The Authorized Share Capital of the company at the time of incorporation was Rs. 8,50,00,000 divided into 85,00,000 Equity Shares of Rs. 10/- (Rupees Ten each) each. There has been no change in Authorized Share Capital since incorporation.

2. History of Equity Share Capital of our Company

Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Pric e (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
May 02, 2018 (Incorporation)	58,00,000	10	10	Other than cash#	Subscripti on to MoA ⁽ⁱ⁾	58,00,000	5,80,00,000

[#]Equity Shares allotted pursuant to conversion of Shubhlaxmi Jewellers, a partnership firm into our Company under Companies Act, 2013.

(i) Initial Subscribers to Memorandum of Association subscribed 58,00,000 Equity Shares of face value of Rs. 10/- each fully paid at par as per the details given below:

Sr. No.	Name of Allottees / Subscribers	No. of shares Subscribed
1.	Narendrasinh Chauhan	20,78,140
2.	Jitendrakumar Chauhan	20,78,140
3.	Jagrutiben Chauhan	7,94,600
4.	Kajal Chauhan	7,94,600
5.	Jignasha Solanki	19,140
6.	Ranjitsinh Solanki	19,140
7.	Vilasben Parmar	16,240
	Total	58,00,000

3. We have not issued any Equity Shares for consideration other than cash except as mentioned below:-

Date of Allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to Company	Allottees	No of shares allotted
			10	Shares issued pursuant to		Narendrasinh Chauhan	20,78,140
	58,00,000	10		conversion of M/s. Shubhlaxmi Jewellers		Jitendrakumar Chauhan	20,78,140
May 02,					Expansion	Jagrutiben Chauhan	7,94,600
2018				(Partnership	of Business	Kajal Chauhan	7,94,600
				Firm) through		Jignasha Solanki	19,140
				Subscription		Ranjitsinh Solanki	19,140
				to MOA		Vilasben Parmar	16,240

4. No Equity Shares have been allotted pursuant to any scheme approved under 230-240 of the Companies Act, 2013.



- 5. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- 6. Except as mentioned below, we have not issued any shares at price below Issue Price within last one year from the date of this Prospectus:

Date of Allotment	No. of Equity Shares allotted	Face valu e (Rs.)	Issue Pric e (Rs.)	Reasons for allotment	Benefits accrued to Company	Allottees	No of shares allotted
	58,00,00	10	10	Shares issued pursuant to conversion of M/s. Shubhlaxmi Jewellers (Partnership		Narendrasinh Chauhan	20,78,140
					Expansion	Jitendrakumar Chauhan	20,78,140
May 02,						Jagrutiben Chauhan	7,94,600
2018	0				of Business	Kajal Chauhan	7,94,600
				Firm) through		Jignasha Solanki	19,140
				Subscription to MOA		Ranjitsinh Solanki	19,140
						Vilasben Parmar	16,240

- 7. As on the date of this Prospectus, our Company does not have any preference share capital.
- 8. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

(i) Build Up of Promoter's shareholdings

As on the date of this Prospectus, our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan in aggregate holds 41,56,280 Equity Shares constituting 71.66% of pre-issued, subscribed and paid-up Equity Shares Capital of our Company. None of the shares held by our promoters are subject to any pledge.

Narendrasinh Chauhan

Date of Allotment / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %
May 02, 2018	20,78,140	10	10	Subscription to MoA	35.83	25.03

• Jitendrakumar Chauhan

Date of Allotment / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post – issue shareholding %
May 02, 2018	20,78,140	10	10	Subscription to MoA	35.83	25.03

(ii) Details of Promoter Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue capital held by our Promoters shall be locked-in for a period of three years from the date of Allotment and our Promoter's Shareholding in excess of 20% shall be locked-in for a period of one year from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per



applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The Equity Shares being locked in for 3 (three) years from the date of Allotment are as follows:

No. of Equity Shares Locked in	Face Value	Issue/ Acquisiti on Price	Date of Allotment/Acq uisition and when made fully paid-up	Nature of Allotmen t/ Transfer	Consideratio n (Cash/other than cash)	Percentag e of post- Issue paid-up capital	Source of Promoter's Contributio n				
Narendrasinh Chauhan											
8,30,400	10	10	May 02, 2018	Subscripti on to MOA	Other than cash	10	Savings				
Jitendrakuı	nar Chai	ıhan									
8,30,400	10	10	May 02, 2018	Subscripti on to MOA	Other than cash	10	Savings				

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

- 1. The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- 2. The minimum Promoters' contribution doesn't include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;
- 3. Our Company has been formed by the conversion of a partnership firm into a Company, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in management;
- 4. The Promoters of the Issuer have subscribed Equity Shares against the capital of the Partnership Firm existing for a period of more than one year on a continuous basis;
- 5. The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- 6. All the Equity Shares of our Company held by the Promoter will be in the dematerialized form; and
- 7. The Equity Shares offered for Promoters' contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoters' contribution subject to lock-in.

(iii) Details of share capital locked in for one year

Other than the above Equity Shares that would be locked in for 3 (three) years, the entire pre-Issue capital of our Company would be locked-in for a period of 1 (one) year from the date of Allotment in the Issue pursuant to Regulation 36(b) and Regulation 37 of the SEBI (ICDR) Regulations.

(iv) Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public



financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

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

Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by the Promoters may be transferred to and amongst the Promoters, the Promoter Group or to new promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI (ICDR) Regulations has ended, subject to compliance with the SEBI Takeover Regulations, as applicable. We further confirm that our Promoter's Contribution of 20% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.



(v) Our Shareholding Pattern

The table below presents the shareholding pattern of our Company as on date.

				No. of Partl	No. of shares		Shareholdin g as a % of total no. of shares	Number of Voting Rights held in each class of securities*		No. of Shares Underlying	Shareholdin g, as a % assuming full conversion of	Number of Locked in shares		Number of Shares pledged or otherwise encumbere d		Number of
Categor y	Category of Shareholde r	Nos. of sharehol ders	No. of fully paid up equity shares held	y paid- up equit y share s held	underlyin g Depositor y Receipts	Total nos. shares held	(calculated as per SCRR, 1957) As a % of (A+B+C2)	No of Voting Rights	Total as a % of (A+B+C	Outstandin g convertible securities (including Warrants)	convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No · (a)	As a % of total Share s held (b)	No · (a)	As a % of total Share s held (b)	equity shares held in dematerialize d form
I	II	III	IV	v	VI	VII = IV + V+ VI	VIII	$IX \qquad X \qquad XI = VII + XII$		XII	XIII		XIV			
A	Promoter and Promoter Group	7	58,00,000	-	-	58,00,00 0	100%	58,00,00 0	100%	-	-	-	-	-	-	-
В	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	ı	-
С	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	58,00,000	-	-	58,00,00 0	100%	58,00,00 0	100%	-	-	-	-	-	-	-

^{*}As on the date of this Prospectus 1 Equity Shares holds 1 vote.

Note: PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

^{**} All Pre IPO Equity shares of our Company will be locked in as mentioned above prior to listing of shares on NSE EMERGE.



Our Company will file the shareholding pattern or 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.

In terms of SEBI circular bearing no. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/CIR/ISD/05/2011 dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter and Promoter Group shall be in dematerialised prior to the listing of Equity Shares.

(vi) Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group":

		Pre – Issue		Post – Issue	
Sr. No.	Name of the Shareholder	No. of Equity Shares	% of Pre- Issue Capital	No. of Equity Shares	% of Post- Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1	Narendrasinh Chauhan	20,78,140	35.83%	20,78,140	25.03%
2	Jitendrakumar Chauhan	20,78,140	35.83%	20,78,140	25.03%
	Sub Total(A)	41,56,280	71.66%	41,56,280	50.05%
	Promoter Group				
3	Jagrutiben Chauhan	7,94,600	13.70%	7,94,600	9.57%
4	Kajal Chauhan	7,94,600	13.70%	7,94,600	9.57%
5	Jignasha Solanki	19,140	0.33%	19,140	0.23%
6	Ranjitsinh Solanki	19,140	0.33%	19,140	0.23%
7	Vilasben Parmar	16,240	0.28%	16,240	0.20%
	Sub Total (B)	16,43,720	28.34%	16,43,720	19.79%
	Total(A+B)	58,00,000	100.00%	58,00,000	69.85%

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition* (in Rs.)
Narendrasinh Chauhan	20,78,140	10
Jitendrakumar Chauhan	20,78,140	10

^{*} As certified by our Statutory Auditor vide certificate dated September 28, 2018.

- (viii) No persons belonging to the category "Public" holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.
- (ix) The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Prospectus are set forth below:



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

Sr. No	Particulars	Number of Equity Shares	% of Total Paid- Up Capital
1.	Narendrasinh Chauhan	20,78,140	35.83%
2.	Jitendrakumar Chauhan	20,78,140	35.83%
3.	Jagrutiben Chauhan	7,94,600	13.70%
4.	Kajal Chauhan	7,94,600	13.70%
5.	Jignasha Solanki	19,140	0.33%
6.	Ranjitsinh Solanki	19,140	0.33%
7.	Vilasba Parmar	16,240	0.28%

Note: Our Company has only 7 shareholders as on the date of filing of this Prospectus.

b. Particulars of top ten shareholders ten days prior to the date of filing this Prospectus:

Sr. No	Particulars	Number of Equity Shares	% of Total Paid- Up Capital
1.	Narendrasinh Chauhan	20,78,140	35.83%
2.	Jitendrakumar Chauhan	20,78,140	35.83%
3.	Jagrutiben Chauhan	7,94,600	13.70%
4.	Kajal Chauhan	7,94,600	13.70%
5.	Jignasha Solanki	19,140	0.33%
6.	Ranjitsinh Solanki	19,140	0.33%
7.	Vilasba Parmar	16,240	0.28%

Note: Ten days prior to the date of filing of this Prospectus Our Company has only 7 shareholders.

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

 The status of our Company was "Partnership Firm" two years prior to the date of filing of this Prospectus. Our Company has been converted from Portnership Firm M/s. Shubbleymi Lyvel" to
 - Prospectus. Our Company has been converted from Partnership Firm M/s. Shubhlaxmi Jewel" to Company in the name and style "Shubhlaxmi Jewel Art Limited" with effect from May 02, 2018.
- (x) Our Company has not made any public issue since its incorporation.
- (xi) Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- (xii) Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor its associates hold any Equity Shares of our Company as on the date of this Prospectus.
- (xiii) Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Managers and the National Stock Exchange of India Limited.



- (xiv) The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
- (xv) 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.
- (xvi) There are no Equity Shares against which depository receipts have been issued.
- (xvii) Other than the Equity Shares, there are no other classes of securities issued by our Company.
- (xviii) There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and 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 does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
- (xix) None of the persons/entities comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.
- (xx) There were no shares purchased/sold by the Promoter and Promoter Group, Directors and their immediate relatives during last 6 months immediately preceding the date of filing of the Prospectus with the Stock Exchange.
- (xxi) Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
- (xxii) There are no safety net arrangements for this public issue.
- (xxiii) An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in
- (xxiv) In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
- (xxv) As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
- (xxvi) All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
- (xxvii) As per RBI regulations, OCBs are not allowed to participate in this Issue.
- (xxviii) Our Company has not raised any bridge loans against the proceeds of the Issue.
- (xxix) Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.



- (xxx) Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
- (xxxi) An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
- (xxxii) No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
- (xxxiii) Our Company has 7 (seven) shareholders as on the date of filing of this Prospectus.
- (xxxiv) Our Promoters and the members of our Promoter Group will not participate in this Issue.
- (xxxv) Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
- (xxxvi) For the details of transactions by our Company with our Promoter Group, Group Company for the financial years ended March 31, 2014, 2015, 2016, 2017, 2018 and for the period ended May 31, 2018, please refer to paragraph titled "Details of Related Parties Transactions as Restated" in the chapter titled 'Financial Statements as restated' on page 166 of this Prospectus.
- (xxxvii) None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "Our Management" beginning on page 144 of this Prospectus.
- (xxxviii) The associates and affiliates of the Lead Manager may subscribe the Equity Shares in the Issue, in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.



OBJECTS OF THE ISSUE

Requirement of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. 601.04 lakhs (the "**Net Proceeds**").

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

- 1. Funding the working capital requirements of our Company; and
- 2. General corporate purposes.

(Collectively, herein referred to as the "**Objects**")

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

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

ISSUE PROCEEDS

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

(Rs in lakhs)

Particulars	Estimated Amount
Gross Proceeds of the Issue	651.04
Less- Issue related expenses	50.00
Net Proceeds	601.04

UTILISATION OF NET PROCEEDS

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

(Rs in lakhs)

Sr. No.	Particulars	Amount to be financed from Net Proceeds (Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
1.	Funding the working capital requirements of our Company	520.00	79.87%	86.52%
2.	General Corporate Purposes	81.04	12.45%	13.48%

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Prospectus, our Company had not deployed any funds towards the objects of the Issue.



(Rs. In lakhs)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2018- 2019)
1.	Funding the working capital requirements of our Company	520.00	520.00
2.	General Corporate Purposes	81.04	81.04

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.

MEANS OF FINANCE

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. 520.00 lakhs and balance through internal accruals/ net worth/secured & unsecured Loans and short term bank finance. Further details of funding of objects is given below:

(Rs in lakhs)

Objects of the Issue	Amount Required	IPO Proceeds	Internal Accruals/ Net worth/ Secured Loans/ Unsecured Loans	Short Term Cash Credit Facility
Funding the working capital requirements of our Company	1,816.18	520.00	796.18	500.00
General Corporate Purposes	81.04	81.04	-	-

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.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of the Objects

1. Funding the working capital requirements of our Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, secured and unsecured loans from bank and various related parties. As on March 31, 2017 and March 31, 2018, the amount outstanding on our Company's fund based working capital facility was Rs 592.26 lakhs and Rs 497.99 lakhs respectively as per restated financial statements. As on March 31,



2018, our sanctioned working capital facilities comprised of fund based limit of Rs. 500.00 lakhs. For further details, please refer to the chapter titled "*Financial Indebtedness*" beginning on page 184 of this Prospectus.

Our Company's existing working capital requirement and funding on the basis of Restated Financial Information as of March 31, 2017 and March 31, 2018 are as follows:

(Rs. in lakhs)

Particulars	March 31, 2017	March 31, 2018
Current Assets		
Inventories	1,053.80	1,326.30
Trade Receivables	111.21	116.36
Cash and Bank Balance	9.00	7.87
Short term loans & advances	33.25	75.28
Total (A)	1,207.26	1,525.81
Current Liabilities.		
Trade Payables	88.01	120.03
Other Current Liabilities & Short Term Provision	154.55	230.42
Total (B)	242.56	350.45
Total Working Capital (A)-(B)	964.70	1,175.36
Existing Funding Pattern		
Working Capital funding from Bank	592.26	497.99
Internal accruals/Net Worth/Secured Loans/ Unsecured Loans	372.44	677.37



Basis of estimation of working capital requirement

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated October 08, 2018 has approved the business plan for the Fiscal 2019 and 2020. The projected working capital requirements for Fiscal 2019 is stated below:

(Rs. in lakhs)

Particulars	March 31, 2019 (Estimated)
Current Assets	
Inventories	1,946.66
Trade Receivables	175.46
Cash and Bank Balance	1.12
Short term loans & advances	99.40
Total (A)	2,222.64
Current Liabilities	
Trade Payables	170.16
Other Current Liabilities & Short Term Provision	236.30
Total (B)	406.46
Total Working Capital (A)-(B)	1,816.18
Existing Funding Pattern	
Working Capital loan from Bank	500.00
IPO Proceeds	520.00
Internal accruals/Net Worth/Secured Loans/Unsecured Loans	796.18

Assumption for working capital requirements:

(In months)

Particulars	Holding Level as on March 31, 2017	Holding Level as on March 31, 2018	Holding Level for March 31, 2019 (Estimated)
Current Assets			
Inventories	2.48	2.79	2.75
Trade Receivables	0.31	0.30	0.30
Current Liabilities			
Trade Payables	0.27	0.32	0.30



Justification for "Holding Period" levels

The justifications for the holding levels mentioned in the table above are provided below:

Current Assets	
Inventories	We have assumed inventories holding period of 2.75 months in financial year 2018-19 as against 2.79 month in financial year 2017-18 which is slightly lower than previous year's holding period as we are expecting increase in growth of our business operation during the year.
Trade receivables	We have assumed trade receivable holding period of 0.30 month for financial year 2018-19 which is the similar with our previous financial year's holding period level as we intend to maintain our credit policy to expand our business operations.
Current Liabilities	
Trade Payables	We have assumed trade payables period of 0.30 month for the fiscal 2018-19 as against actual credit period of 0.32 month for fiscal 2017-18 as we intend to decrease the credit period expected from our creditors due to fulfilment of our working capital requirements through our proposed initial public offer. This would help us in maintaining good relations with our creditors.

Our Company proposes to utilize Rs. 520.00 lakhs of the Net Proceeds in Fiscal 2019 towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2019 will be arranged from existing Bank loans, unsecured loans and internal accruals/ net worth.

2. General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI (ICDR) Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

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

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

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 50 Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	40.00	80%	6.14%



Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Regulatory fees	5.00	10%	0.77%
Marketing and Other Expenses	5.00	10%	0.77%
Total estimated Issue expenses	50.00	100%	7.68%

^{*}As on the date of the Prospectus, our Company has incurred Rs. 7.42 Lakhs towards Issue Expenses out of internal accruals.

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

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs, on the portion for RIIs and NIIs, would be payable as follows:

Portion for RIIs	0.25% (exclusive of Goods and Service Tax)
Portion for NIIs	0.15% (exclusive of Goods and Service Tax)

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

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

BRIDGE FINANCING

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

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.

INTERIM USE OF FUNDS

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

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

MONITORING UTILIZATION OF FUNDS

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

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



Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Prospectus.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized 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 Net Proceeds will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.



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 an assessment of qualitative and quantitative factors as described below. The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 26/- per Equity Share and is 2.60 times the face value.

Investors should also refer to the Section titled "Risk Factors", "Financial Statements" and chapter titled "Our Business" beginning on pages 22, 166, and 119 respectively of this Prospectus, to have an informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to risk factors and you may lose all or part of your investments.

OUALITATIVE FACTORS

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

- Experienced promoters and management team;
- Strong understanding of customer preference;
- Quality of Products;
- Customer Satisfaction; and
- Wide Range of products.

For further details, refer to heading "Our Competitive Strengths" under chapter titled "Our Business" beginning on page 119 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 2018, 2017 and 2016 and for the period ended May 01, 2018 and May 31, 2018, prepared in accordance with Indian GAAP, The Companies Act and Restated in accordance with SEBI (ICDR) Regulations. 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 as per the restated financial statements:

Year/ Period Ended	Basic & Diluted EPS (Rs.)	Weight
March 31, 2018	1.42	3
March 31, 2017	1.12	2
March 31, 2016	0.63	1
Weighted Average		1.19
For the period April 01, 2018 to May 01, 2018*		0.20
For the period May 02, 2018 to May 31, 2018*		0.06

^{*}Not Annualized

Notes:

• The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is Rs. 10/-.



- Basic EPS is Net profit attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year / period.
- Pursuant to conversion of the Partnership Firm into Company, the subscribers to the Memorandum of Association subscribed to 58,00,000 Equity Shares of our company on May 02, 2018.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 26/- per Equity Share of Rs. 10 each fully paid up

Particulars	P/E Ratio	
P/E ratio based on Basic & Diluted EPS for FY 2017-18	18.31	
P/E ratio based on Weighted Average Basic & Diluted EPS	21.85	
*Industry P/E		
Highest	22.31	
Lowest	3.61	
Average	12.45	

^{*}Industry Composite comprises of D.P. Abhushan Limited, Moksh Ornaments Limited and Thangamayil Jewellery Limited

3. Return on Net Worth (RoNW):

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

Year/ Period Ended	RoNW (%)	Weight
March 31, 2018	14.86	3
March 31, 2017	16.17	2
March 31, 2016	11.28	1
Weighted average		14.70
For the period April 01, 2018 to May 01, 2018 (%)*		1.99
For the period May 02, 2018 to May 31, 2018 (%)*		0.63

^{*}Not Annualized

Notes:

- The RONW has been computed by dividing net profit after tax (excluding exceptional income, if any) as restated by net worth (excluding revaluation reserve, if any) as restated as at year/period end.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights]
- 4. Minimum Return on Total Net Worth post Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2018 is 9.56%

5. Net Asset Value (NAV) per Equity Share:

Net Asset Value as per restated financial statements:

NAV per Equity Share	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2018	9.57
Net Asset Value per Equity Share as of May 31, 2018	10.06
Net Asset Value per Equity Share after the Issue	14.87



Issue Price per equity share	26.00
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Notes: Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year/period. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company.

6. Comparison with listed industry peers:

Companies	СМР	EPS (Basic and Diluted) (Rs. per share)	PE Ratio	RON W %	NAV (Rs. per Share)	Face Value (Rs. per share)	Total Income (Rs. in Lakhs)
Shubhlaxmi Jewel Art Limited	26.00	1.42	18.29	14.86	9.57	10.00	4,684.92
Peer Group*							
D.P. Abhushan Limited	48.20	4.22	11.42	19.83	18.46	10.00	65,991.29
Moksh Ornaments Limited	19.05	5.28	3.61	15.17	24.06	10.00	31,001.77
Thangamayil Jewellery Limited	369.90	16.58	22.31	13.48	122.98	10.00	1,38,084.68

*Source: www.nseindia.com

Notes:

- Considering the size of business of the Company the peers are not strictly comparable. However same have been included for broad comparison.
- The figures for Shubhlaxmi Jewel Art Limited are based on the restated results for the year ended March 31, 2018.
- The figures for the peers group are based on standalone audited financial results for the year ended March 31, 2018.
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net
 worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation
 Reserves) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjust or written off)
 and the debit balance of profit and loss account.
- P/E Ratio for the peer has been computed based on the closing market price of equity shares as divided by the Basic EPS. The closing price was taken for Moksh Ornaments Limited as on November 06, 2018 and D.P. Abhushan Limited & Thangamayil Jewellery Limited as on November 13, 2018 sourced from website of The National stock Exchange of India Limited.
- Current Market Price (CMP) is the closing prices of scripts on the website of National Stock Exchange. The closing price was taken for Moksh Ornaments Limited as on November 06, 2018 D.P. Abhushan Limited & Thangamayil Jewellery Limited as on November 13, 2018.
- The Issue Price of Rs. 26/- per Equity Share has been determined by the Company in consultation with the LM and is justified based on the above accounting ratios.
- RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves).
- The Issue Price of Shubhlaxmi Jewel Art Limited is Rs. 26/- per Equity Share.



For further details see Section titled "Risk Factors" beginning on page 22 of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the Section titled "Financial Statements" beginning on page 166 of this Prospectus for a more informed view.



STATEMENT OF POSSIBLE TAX BENEFITS

Particulars	Page No
Statement of Possible Tax Benefits	S-1 to S-2

STATEMENT OF POSSIBLE TAX BENEFITS

To,

The Board of Directors

Shubhlaxmi Jewel Art Limited

Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar - 364002, Gujarat, India

Dear Sirs,

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

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ("Act") as amended by the Finance Act, 2018 (i.e. applicable to Financial Year 2018-19 relevant to Assessment Year 2019-20), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under 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 business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. 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. A shareholder is advised to consult his/her/its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

*No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

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

The enclosed annexure is intended for your information and for inclusion in the Draft Prospectus /Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, N. K. Aswani & Co.

Chartered Accountants

Firm Registeration No.: 100738W

Sd/-

N. K. Aswani

Proprietor

Membership No.: 033278

Date: May 24,2018 Place: Ahmedabad

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

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2018-19

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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



SECTION IV - ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 22 and 166 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO GEMS AND JEWELLERY INDUSTRY:

Gems and Jewellery Market constitutes various jewelleries made out of metals like gold, diamonds, platinum, gemstones and silver. Jewellery as term can be defined as a term used for objects made out of valuable metals and stones designed for adornment or decoration of the body. Such objects can be precious or semiprecious stones, shells, diamonds, metals like copper, gold, silver used for carving and designing ornaments majorly worn by women around the globe. Such ornaments or jewellery can be in the form of necklaces, rings, bracelets, earrings, brooches etc. According to the report, "Global Gems and Jewellery Market Analysis By Product Type (Gold, Diamond, Platinum, Gems, Others), Sales Channel (Online, Retail, Jewellery Stores), By Region, By Country: Opportunities and Forecast (2017-2022)" by Research and Markets, global gems and jewellery market is anticipated to exhibit a healthy growth of over 4.73% during 2017-2022, chiefly driven by supportive legislations regarding the authenticity of the jewellery, aggressive marketing and promotional strategies by leading jewellery companies and rising women employment and resultant dual household budgets, elevated spendable income and its demand for religious and customary purposes.

Over the next five years, demand and growth for synthetic diamonds, jewellery products crafted by infusing digital analytics and body tracking techniques with traditional jewellery, use of nano-technology, cadmium free electroforming, motorized drilling & polishing and anti-tarnish solutions, all enabling easy crafting and design and a perpetual use of jewelleries.

Regions accounting for major share of gems and jewellery market in 2016 are the Asia-Pacific. However, Rest of the World is forecasted to gain major share in 2022 as the region (comprising countries like Brazil, Saudi Arabia, UAE, and South Africa) account for sizeable number of high net worth population, robust legislative measures and its implementation, and the existence of big jewellery companies with substantial financial wherewithal to invest in marketing and promotional activities as well as undertake synergic investments like merger, acquisitions and even R&D activities inclining to propel the market.

(Source: Global Gems and Jewellery Market Analysis by Product Type (Gold, Diamond, Platinum, Gems, Others), Sales Channel (Online, Retail, Jewellery Stores), By Region, By Country: Opportunities and Forecast (2017-2022), research and Markets, www.researchandmarkets.com)

STATISTICAL OVERVIEW OF GEMS AND JWELLERY INDUSTRY:

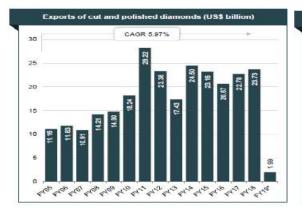
Gold demand in India rose to 737.5 tonnes between 2017. India's gems and jewellery exports stood at US\$ 32.71 billion in FY2018. During the same period, exports of cut and polished diamonds stood at US\$ 23.73 billion, thereby contributing about 72.55 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 1,917.09 million and silver jewellery export stood at US\$ 3,385.65 million during FY2018.

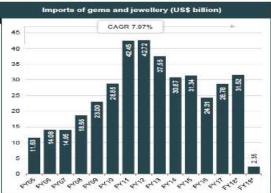
The gems and jewellery market in India is home to more than 300,000 players, with the majority being small players. Its market size is about US\$ 75 billion as of 2017 and is expected to reach US\$ 100 billion by 2025. It contributes 29 per cent to the global jewellery consumption.

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia,



Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward.

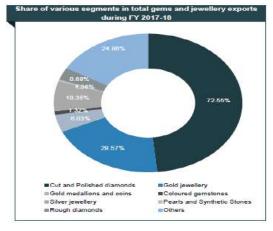




India is one of the largest gold jewellery exporters of the world and it exports to around 160 countries. In FY18, India's gold jewellery exports stood at US\$ 9,673.23 million and imports stood at US\$ 279.01 million. India's gold jewellery exports stood at US\$ 913.04 and imports stood at US\$ 25 million on April 2018. India's gold jewellery exports highly exceed its imports as can be seen from the graph. Mostly high-end jewellery or machine-made jewellery is imported usually from Middle East or South East Asia. Virtually imports do not consist of handmade jewellery as that is India's area of expertise. About 50 per cent of jewellery exports are plain gold jewellery sets or chains made in Mumbai, Kolkata and other cities from Southern India and exported mainly to UAE, Hong Kong and Singapore; 30 per cent are in the form of diamond jewellery mainly manufactured in Mumbai and exported to US, UAE and Hong Kong; and remaining 20 per cent precious and semi-precious gem jewellery manufactured in western Indian states like Rajasthan and Gujarat and exported to UAE and UK.

Share of Various Segments of Gems and Jewellery in

Total Exports



- India exports of gems and jewellery are composed of a variety of items like cut and polished diamonds, gold and silver jewellery, gold medallions and coins, coloured gemstones, pearls and synthetic stones, rough diamonds etc.
- Cut and polished diamonds account for the highest share of 72.55 per cent in total gems and jewellery exports as India exports 75 per cent of the world's polished diamonds.
- Gold jewellery accounts for the second highest share of 29.57 per cent followed by others with a share of 24.86 per cent and silver jewellery with a share of 10.35 per cent.
- Rough diamonds account for 4.36 per cent of the total gems and jewellery exports.

(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)

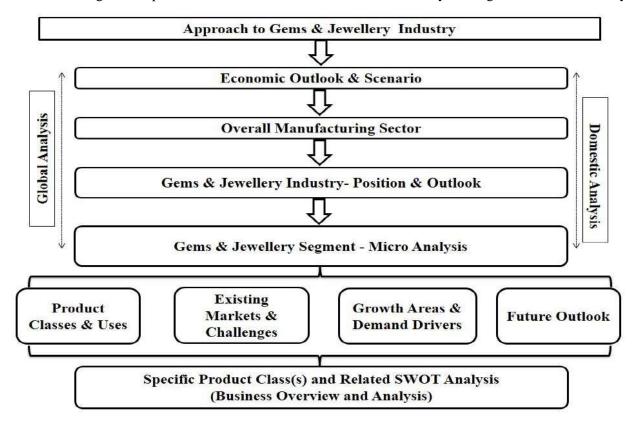
APPROACH TO GEMS & JEWELLERY INDUSTRY ANALYSIS:

Analysis of Gems & Jewellery Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Gems & Jewellery Industry forms part of Manufacturing Sector at a macro level. Hence, broad picture of manufacturing Sector should be at preface while analysing the Gems & Jewellery Industry.

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall Manufacturing sector is Gems & Jewellery, which in turn encompasses of two major components i.e. Gold and diamond.



Thus, Gold and diamond should be analysed in the light of Gems & Jewellery Industry at large. An appropriate view on Gems & Jewellery Industry, then, calls for the overall economy outlook, performance and expectations of manufacturing Sector, position and outlook of overall Gems & Jewellery and segment wise micro analysis.



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ('Pantomath') and any unauthorized reference or use of this Note, whether in the context of Gems & Jewellery industry and / or any other industry, may entail legal consequences.

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.



What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labour markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

(Source: Economic Survey 2017-18 Volume 1, www.indiabudget.nic.in)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

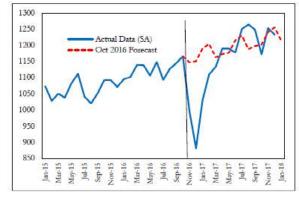
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural



demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).

Figure 19. Sale of Motorcycles (Seasonally adjusted, in thousands)



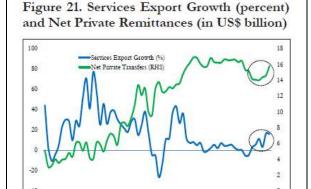


220 200 Jan-17 Jul-16 Sep-16 Jul-17

Figure 20. Sale of Passenger Cars

Source: Society for Indian Automobile Manufacturers, Survey calculations.

Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).



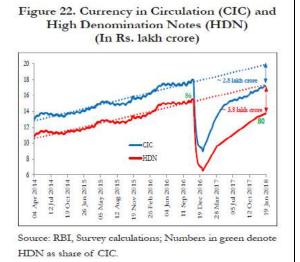
2010-11:02

2009-10:02

Source: RBI, Survey calculations.

2015-16:Q2

2017-18:Q2



On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments at remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

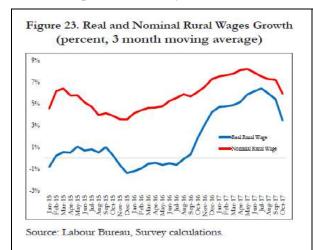
All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago.

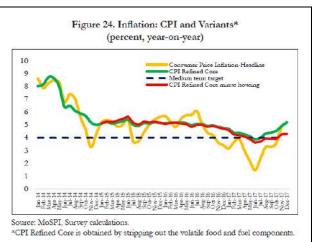


Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and Rabi, reducing the demand for labour. The acreage for kharif and Rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farmgate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.





Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

Macroeconomic indicators

After 13 months of continuously under-shooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017 (Figure 24). The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit can be split into a manufacturing trade deficit, an oil and gold deficit, a services deficit, and a remittances deficit (Figure 25). In the first half of 2017-18, the oil and gold balance has improved (smaller deficit of \$47 billion) but this has been offset by a higher trade deficit (\$18



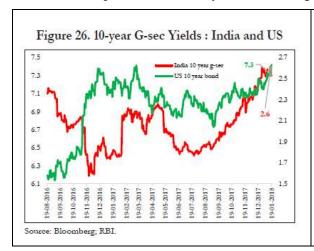
billion) and a reduced services surplus (\$37 billion), the latter two reflecting a deterioration in the economy's competitiveness.

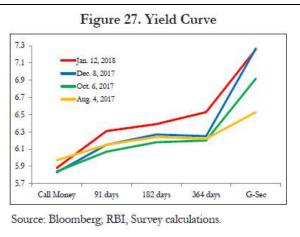
Despite these developments, the overall external position remains solid. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about \$432 billion (spot and forward) at end-December 2017, well above prudent norms.

Fiscal developments

Bond yields have increased sharply (Figure 26) since August 2017, reflecting a variety of factors, including concerns that the fiscal deficit might be greater-than-budgeted, expectations of higher inflation, a rebound in activity that would narrow the output gap, and expectations of rate increases in the US. As a result, the yield curve has become unusually steep (Figure 27).

The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.





GST revenue collections are surprisingly robust given that these are early days of such a disruptive change (See Box 7). Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 Crores over the two fiscal years of 2016-17 and 2017-18.3 Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 Crores (both exclude the 25,000 Crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 Crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

As a result of the budget overruns, the central government's fiscal deficit until November 2017 was Rs. 6.1 lakh crore compared to the budgeted Rs. 5.5 lakh crore. In contrast, state governments seem to be hewing closely to their targeted fiscal consolidation – in part because the centre has guaranteed them a large increase in their indirect tax take, as part of the GST agreement.

Reflecting largely fiscal developments at the centre, a pause in general government fiscal consolidation relative to 2016-17 cannot be ruled out. In addition, the measured deficit for 2017-18 will include Rs. 80,000 crore (0.5 percent of GDP) in capital provided to public sector banks. But this will not affect aggregate demand, as



reflected in international accounting practice which deems such operations as financing ("below-the-line") rather than expenditure.

In the case of borrowing by the states, markets have perhaps inadequately taken into account the fact that higher market borrowings by them does not reflect higher deficits; rather about Rs. 50,000 crore or 0.3 percent of GDP of market borrowings is due to changes in the composition of financing, away from higher cost NSSF borrowings toward lower cost market borrowings. This lack of strict correspondence between the deficit and borrowings at the central and state levels (Figure 28) is discussed in greater detail in Box 8. For general government, about Rs. 40,000 Crores represents greater market borrowings that is not due to deficits—a fact which markets apparently have not internalized.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 Crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh Crores during the same period in 2016-17) to sterilize the impact of foreign flows, themselves induced by high interest rates.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private cape cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.



Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market "sudden stall" induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

INTRODUCTION OF GOLD:

The modern gold market is a picture of diversity and growth. Since the early 1970s, the volume of gold produced each year has tripled, the amount of gold bought annually has quadrupled and gold markets have flourished across the globe.

Gold is now bought by a far more diverse set of consumers and investors than at any previous time in history.

• Jewellery demand

Gold jewellery represents the largest source of annual demand for gold per sector. This has declined over recent decades, but it still accounts for around 50% of total demand. India and China are by far the largest markets, in volume terms, together accounting for over 50% of current global gold demand. Gold has emotional, cultural and financial value and different people across the globe buy gold for different reasons, often influenced by a range of national socio-cultural factors, local market conditions and wider macro-economic drivers.

• Investment demand

Gold has unique properties as an asset class. Modest allocations to gold can be proven to protect and enhance the performance of an investment portfolio. Even so, globally, gold still only makes up less than one per cent of investment portfolios. However, this is changing and investors of all sorts are coming to accept gold as a reliable, tangible long-term store of value that has moved independently of other assets. The annual volume of gold bought by investors has increased by at least 235% over the last three decades.

• Central bank demand

The past decade has seen a fundamental shift in central banks' behaviour with respect to gold, prompted by reappraisal of its role and relevance after the 2008 financial crisis. Emerging market central banks have increased their official gold purchasing, while European banks have ceased selling, and the sector now represents a significant source of annual demand for gold. Central Banks sold 7,853 tonnes of gold between 1987 and 2009; between 2010 and 2016 they bought 3,297 tonnes.

• Technology

Gold has long been central to innovations in electronics. Today the unique properties of gold and the advent of 'nanotechnology' are driving new uses in medicine, engineering and environmental management. Gold can be



used to build highly-targeted methods for delivering drugs into the human body, to create conducting plastics and specialized pigments, or advanced catalysts that can purify water or air. It has also been used in dentistry for centuries. Although most technological applications use low volumes of gold, their impacts are very diverse and wide-reaching.

(Source: World Gold Council, www.gold.org)

Segmentation by product type and analysis of the gems and jewellery market

- Plain gold jewellery
- Diamond jewellery
- Plain platinum jewellery
- Plain silver jewellery
- Plain palladium jewellery

During 2016, the plain gold jewellery segment accounted for the major shares of this market. The plain gold jewellery is available in different karats such as 9k, 10k, 14k, 18k, 22k and the purchase and possession of gold is a part of the culture in some countries like India and China. Such factors will contribute to the growth of this industry segment in the coming years.

Geographical segmentation and analysis of the gems and jewellery market

- APAC
- North America
- Europe
- ROW

This market study estimates that in terms of geographic regions, APAC will be the major revenue contributor to the market by 2021. The demand for gold jewellery is high in these countries because the possession of gold in these countries is a tradition and customers also buy gold jewellery during various occasions. Furthermore, gold jewellery experiences a high demand during weddings, births in the family, and anniversaries in this region.

(Source: global Gems & Jewellery Market 2017-2021, Technavio, <u>www.Technavio.com</u>)

GLOBAL GEMS AND JEWELLERY INDUSTRY:

Gems and Jewellery Market constitutes various jewelleries made out of metals like gold, diamonds, platinum, gemstones and silver. Jewellery as term can be defined as a term used for objects made out of valuable metals and stones designed for adornment or decoration of the body. Such objects can be precious or semiprecious stones, shells, diamonds, metals like copper, gold, silver used for carving and designing ornaments majorly worn by women around the globe. Such ornaments or jewellery can be in the form of necklaces, rings, bracelets, earrings, brooches etc.

According to the report, "Global Gems and Jewellery Market Analysis By Product Type (Gold, Diamond, Platinum, Gems, Others), Sales Channel (Online, Retail, Jewellery Stores), By Region, By Country: Opportunities and Forecast (2017-2022) - By Region (North America, Europe, APAC, RoW), By Country (U.S., Canada, Mexico, Germany, France, U.K., Russia, China, India, Japan)", global gems and jewellery market is anticipated to exhibit a healthy growth of over 4.73% during 2017-2022, chiefly driven by supportive legislations regarding the authenticity of the jewellery, aggressive marketing and promotional strategies by leading jewellery companies and rising women employment and resultant dual household budgets, elevated spendable income and its demand for religious and customary purposes.

Over the next five years, demand and growth for synthetic diamonds, jewellery products crafted by infusing digital analytics and body tracking techniques with traditional jewellery, use of nano-technology, cadmium free electroforming, motorized drilling & polishing and anti-tarnish solutions, all enabling easy crafting and design and a perpetual use of jewelleries.

Regions accounting for major share of gems and jewellery market in 2016 are the Asia-Pacific. However, Rest of the World is forecasted to gain major share in 2022 as the region (comprising countries like Brazil, Saudi Arabia, UAE, and South Africa) account for sizeable number of high net worth population, robust legislative



measures and its implementation, and the existence of big jewellery companies with substantial financial wherewithal to invest in marketing and promotional activities as well as undertake synergic investments like merger, acquisitions and even R&D activities inclining to propel the market

(Source: Global Gems and Jewellery Market Analysis, <u>www.researchandmarkets.com</u>)

Gold Reserves in Central Banks across countries is an important global economic indicator. USA's Fort Knox holds the largest gold reserves with about 8133 tonnes constituting about 75% of its total reserves. India ranks eleventh with RBI's gold reserves of about 557 tonnes that constitutes about 5.7% of its total reserves. The table below provides World's top twenty gold holdings in Central Banks.

WORLD OFFICIAL GOLD HOLDINGS

International Financial Statistics, January 2018

Sr. No.	Name of Countries	Tonnes	% of Reserves
21.	United States	8,133.5	75.0%
22.	Germany	3,373.6	69.1%
23.	IMF	2,814.0	1)
24.	Italy	2,451.8	67.5%
25.	France	2,435.9	63.5%
26.	China	1,842.6	2.4%
27.	Russia	1,828.6	17.5%
28.	Switzerland	1,040.0	5.4%
29.	Japan	765.2	2.5%
30.	Netherlands	612.5	66.6%
31.	India	557.8	5.7%
32.	Turkey6)	525.8	18.4%
33.	ECB	504.8	28.4%
34.	Taiwan	423.6	3.7%
35.	Portugal	382.5	63.4%
36.	Saudi Arabia	322.9	2.7%
37.	United Kingdom	310.3	8.8%
38.	Kazakhstan	295.7	38.7%
39.	Lebanon	286.8	20.8%
40.	Spain	281.6	17.0%

(Source: World Gold Council International Monetary Fund's International Financial Statistics (IFS), www.mw801.com)

INDIAN GEMS AND JEWELLERY INDUSTRY:

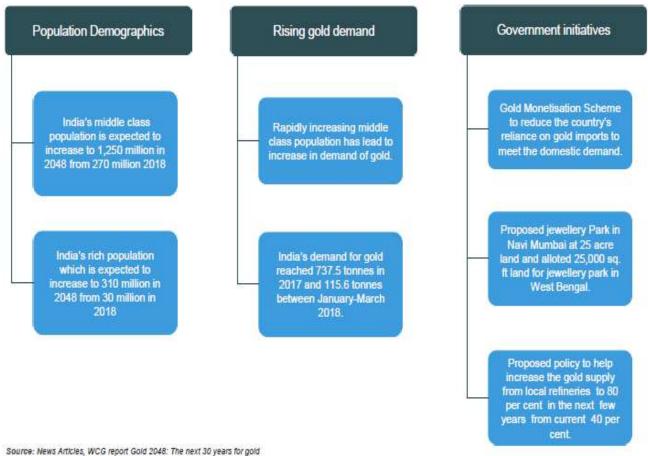
The Indian Gems and Jewellery industry is one of the fastest growing segments in the Indian economy with an annual growth rate of approximately 16 per cent. The domestic market is estimated to be around US\$ 16.1 billion and CII expects it to grow to US\$ 30 billion in the next 4 years. The country is also the largest consumer of gold in the world. It consumes in excess of 800 tonnes of gold that accounts for 21 per cent of world gold



consumption, of which nearly 620 tonnes go into making jewellery. India is also emerging as the world's largest trading centre for gold targeting US\$ 17 billion by 2011. The industry has the best skilled manpower for designing and producing high volumes of exquisite jewellery at low labour costs. India is the largest diamond cutting and polishing centre in the world—the industry enjoys 60 per cent value share, 82 per cent carat share and 95 per cent share of the world market in terms of number of pieces. In other words, nearly 9 out of 10 diamonds sold worldwide are cut and polished in India. India exported cut and polished diamonds worth US\$ 14.18 billion in 2007-08. The Indian Gems and Jewellery market continues to be dominated by the unorganized sector. However, with the Indian consumer becoming more aware and quality conscious, branded jewellery is becoming very popular and the market for branded jewellery is likely to be worth US\$ 2.2 billion by 2010, according to a McKinsey report. Moreover, the government allows 51 per cent FDI in single brand retail outlets, attracting both global and domestic players to this sector. The World Gold Council recently estimated the size of India's gold coin market at about US\$ 2.11 billion.

(Source: Human Resource and Skill Requirements in Gems and Jewellery Industry, Confederation of Indian Industry, www.cii.in)

GROWTH DRIVERS OF GEMS AND JEWELLERY SECTOR IN INDIA

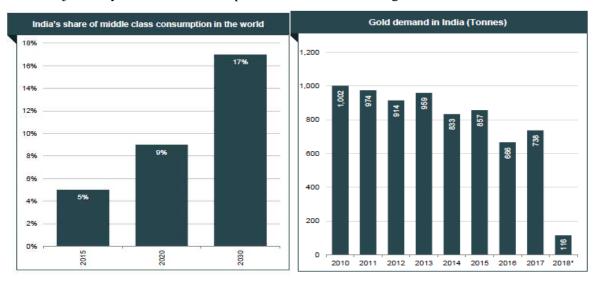


Increasing Middle Class Population is Expected Drive Growth in the Future

India's current middle class population stands at about 200-250 million and is expected to exceed 500 million by 2025. The increasing middle class population symbolises an increase in income of the population; and income is a major driver of demand for gold and jewellery in India. Income levels are the most significant long-term determinant of consumer gold demand: holding all else equal, a 1 per cent rise in income leads to a 1 per cent rise in gold demand. As income rises, so does savings and Indians prefer buying gold with their savings as they consider gold as an important form of investment. Also, during festivals like Diwali and Dhanteras as well as



during weddings and other significant celebrations, people in India tend to spend a major amount of money on gold and other jewellery, all of which are expected to drive demand of gold in the future.

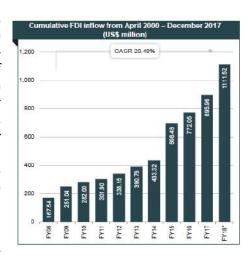


High Gold Demand in India acts as a Major Driver for Growth and Opportunity

India has always been a major country with respect to gold demand. Gold accounts for a major part of India's total gems and jewellery imports. India's gold demand was the second highest in the world from 2012- 2016. In 2016, India's gold demand stood at 666.1 tonnes; and 454.4 tonnes between January-September 2017. In 2017, India's gold demand averaged up to 840 tonnes over the last 10 years.

Increasing FDI Inflows into the Sector

Cumulative Foreign Direct Investment (FDI) in diamond and gold ornaments in India FY08-17 rose at a compound annual growth rate (CAGR) of 20.48 per cent. Cumulative FDI between April 2000-September 2017 in the sector rose from US\$ 167.54 million as of March 2008 to 1,045.58 million as of September 2017. The Government of India has permitted 100 per cent FDI in the sector through the automatic route. The International Institute of Diamond Grading and Research (IIDGR) has invested US\$ 5 million for expanding its synthetic diamond testing facility in Surat. The Indian Commodity Exchange (ICEX), backed by the Anil Ambani Group has launched the first ever futures contract for diamonds in the world, to create many new opportunities for diamond players.



Government Initiatives & Regulatory Framework

The Goods and Services Tax (GST) which was rolled out in July

2017 was in favour of the gems and jewellery sector. The Government of India has levied 3 per cent Goods and Services Tax (GST) on gold, gold jewellery, silver jewellery and processed diamonds and 0.25 per cent on rough diamonds.

- In the Union Budget 2018-19, a proposal to cut down corporate tax of companies with annual revenues of up to Rs 250 crore (US\$ 38.62 million) to 25 per cent is expected to lead to increased investment and employment generation in the gems and jewellery sector.
- The Government of India's proposal to cut corporate tax rates to 25 per cent for micro, small and medium enterprises (MSMEs) having annual turnover up to Rs 50 Crores (US\$ 7.5 million) will benefit a large number of gems and jewellery exporters from MSME category.
- The Government of India has permitted 100 per cent Foreign Direct Investment (FDI) in the sector under the automatic route.



- The *demonetisation* move is encouraging people to use plastic money, debit/ credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency. The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.
- The Government of India's announcement on establishing *gold spot exchange* could help in India's participation in determining gold price in the international markets.
- BIS Hallmarking Scheme: The *Bureau of Indian Standards (BIS)* has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- Mr Arun Jaitley, Minister of Finance, Government of India, launched the *Gold Monetisation Scheme* in November 2015. This scheme enables individuals, trusts and mutual funds to deposit gold with banks and earn interest on the same in return. The designated banks accept gold deposits under the Short Term (1-3 Years) Bank Deposit as well as Medium (5-7 years) and long (12-15 years) Term Government Deposit Schemes.
- The Government of India launched the *Sovereign Gold Bond Scheme*. This scheme enables the Reserve Bank of India (RBI) to issue gold bonds denominated in grams of gold individuals in consultation with Ministry of Finance. This scheme provides an alternative to owning physical gold. It is aimed at keeping a check on imports of gold.
- A *jewellery park* worth Rs 50 crore (US\$ 7.8 million) is to be set up in Mumbai by the Government of India where local handmade workers and factories will be relocated to develop their trade, improve their work environment and standard of living.
- The Government of India has inaugurated two *Common Facility centres*, one at Visnagar and second one at Palanpur. Gem Jewellery Export Promotion Council (GJEPC) has plans to open two more CFCs at Amreli and Ahmedabad. GJEPC also plans to set up a CFC at Thrissur, Kerala. Thrissur being a major jewellery cluster it would be suitable to set up a CFC to encourage in production and quality of manufacturing jewellery by creating awareness to modern machines to small units in and around Thrissur. These CFCs are expected to provide access to a common pool of state-of-the-art machinery and equipment at a cheaper rate to small and medium diamond manufacturers; and it will also be used for transfer of technology and r e-skilling and training of existing artisans. A total of 200 small and medium manufacturers will receive access to the CFCs.

(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)

KEY CHALLENGES FACED BY INDIAN GEMS & JWELLERY INDUSTRY

The gems and jewellery industry plays a significant role in the growth of the economy given it is a large contributor to foreign exchange earnings, employment generation and value addition. Fundamental and regulatory challenges exist that do not allow the industry to achieve its full potential.

- Indigenous availability of raw material plays a crucial role in the growth of any industry. However, the Indian gems and jewellery industry is almost completely dependent on imported raw materials such as gold, diamond and other precious and semi-precious stones, with India importing almost 90% of its requirements. Limited recycling and inefficient mining of gold are the main reasons for low domestic supply of gold.
- Like other industries, the gems and jewellery industry is also facing many challenges related to labour. These
 are mainly shortage of skilled labour, poor working conditions and pay. Manual methods of cutting,
 polishing, manufacturing and designing of gems and jewellery are steadily being substituted with high-end
 automation using machines and software. Use of laser machines, operating computers and understanding
 modern techniques require systematic and practical training.
- Considering the low wages in this industry, it is no surprise that young workers are not attracted towards it.
- Inadequate working conditions and limited compliance with health and safety standards have also led to low interest in the industry. Unorganised players and small scale enterprises which form a large segment of the



industry, are not known to use cutting edge technology and high quality materials in their manufacturing processes.

- In the last few years the rupee has been highly volatile against the dollar. A stable currency is necessary for developing countries, for smooth economic development and foreign inflows. Hence, it is important for the gems and jewellery industry as well, particularly considering its dependence on imports and exports. It will also help boost exports and maintain cost competitiveness in the international market.
- The industry is highly affected by changing consumer tastes and preferences. In times of such rapid changes, it has to face the challenge head on and must be attentive to and receptive towards important trends, developments and new risks.
- As per industry experts, consumer behaviour in India is a major factor for lower value addition as Indians
 prefer pure gold jewellery in which there is a limited scope for value addition due to less artistic work and
 innovation in designs. Gemstones studded jewellery which would naturally add more value to the product is
 not as sought after. Limited domestic brands, limited gold recycling and inefficient mining are other reasons
 for a low GVA. To increase value addition, gemstone studded gold jewellery and more value added products
 may be promoted.

(Source: The Gems & Jewellery Industry contributing to make in India, www.tari.co.in)

POLICIES, LIAISON INITIATIVES AND INVESTMENTS

Government Liaison and Representation

As the singular apex body of the gems and jewellery export industry in India, the GJEPC is the voice of the Industry, taking its issues to the government and seeking appropriate measures for resolving them. It also makes representations to the GoI from time to time for policy intervention and to shape the EXIM policy of the country. It plays an advisory role when the Government calls upon it for information or advice on matters Related to the gems and jewellery industry internationally.

FDI Policy:

100% Foreign Direct Investment (FDI) through automatic route is allowed in the sector.

Gold Monetization Scheme

The Gold Monetization Scheme (GMS) in the form of Gold Deposit Scheme (DPS) and Gold Metal Loan (GML), launched in November 2015, allows individuals, trusts and mutual funds to deposit gold with banks in return for interest. This is helping reduce dependence on gold imports and alleviate pressure on trade balance. The designated banks accept gold deposits under the Short Term (1-3 Years) Bank Deposit as well as Medium (5-7 years) and long (12-15 years) Term Government Deposit Schemes. The Government also launched the Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold are issued to individuals by the Reserve Bank of India (RBI) in consultation with Ministry of Finance.

Fiscal incentives

- Customs duty on import of Imitation Jewellery increased from existing level of 10% to 15% with the view to protect local manufacturers (Budget 2016-17).
- In order to provide clarity, section 10AA of the Income-tax Act has been amended to provide a sunset date of March 31, 2020 for commencement of activity of manufacture or production of any article or thing or providing services by a unit located in a Special Economic Zone (SEZs) for availing the deduction under the section.
- The Small Scale Industry (SSI) eligibility limit has been raised from INR 12 crore to INR 15 crore
- SSI exemption limit has been raised to INR 10 crore as against INR 6 crore in a financial year.
- A separate Harmonised Systems Code (HS Code) for lab-grown diamonds has been issued. (Budget 2016-17). This would help create a fair trade environment for natural and lab-grown diamonds.
- Exporters of Imitation Jewellery segment are being incentivized under Interest Equalization Scheme and Merchandise Exports from India Scheme (MEIS). Exports of notified goods/products to notified markets,



is rewarded under MEIS in form of Duty Credit Scrips. The MEIS reward rate for Imitation Jewellery is 5%. – Interest Equalisation Scheme (previously known as Interest Subvention Scheme) on Pre & Post Shipment Rupee Export Credit was approved with effect from 1st April, 2015 for five years. Under the scheme, Banks reduce the interest rate charged to the eligible exporters as per extant guidelines on interest rates on advances by the rate of interest equalization. The current rate of interest equalisation is 3 %.

Special Notified Zone

With a view to develop India into an international diamond training hub, a Special Notified Zone (SNZ) was opened at Bharat Diamond Bourse in Mumbai on December 20, 2015. The creation of SNZs has ensured the regular availability of direct supply of rough diamond in the country itself and within easy access, not only save time and effort of travel by diamond manufacturers, who move to different centres to procure rough diamonds, but has also minimized middlemen commissions and eventually costs

Total 28 viewing sessions (200 days) have been organized at SNZ as on December 16, 2016, wherein foreign rough diamond mining companies have displayed 31,48,314 carats of rough diamonds worth USD 486.6 million.

Since inception 482 companies have participated in the viewing sessions at SNZ.

Jewellery Park

A Jewellery park is being developed at Mumbai to encourage the local handmade workers and factories in Zaveri Bazar, Dahisar areas of Mumbai to relocate them in the park and develop their trade. This will help in improving living standard of the workers and small scale Manufacturers and improve the work environment in which the workers currently operate.

Common Facility Centres

Setting up of 4 Common Facility Centres (CFCs) in Ahmedabad, Amreli, Visnagar and Palanpur has been approved by the Government at a cost of INR 16.15 crore. The Centres will provide access to common pool of state of the art machinery/equipment at a reasonable rate for individual small & medium diamond manufacturer, which will improve the quality, productivity and yield of the finished diamonds. CFCs will also be served as a platform for technology transfer and re-skilling of the existing artisans by providing them training on diamond grading aspect. A total of 200 small & medium diamond manufacturer will get access to the facility.

Skill development

- Under the PradhanMantriKaushalVikasYojana (PMKVY), which was launched in July 2015, 70,205 people have enrolled for training out of which 51,569 have been certified
- Under Recognition of Prior Learning (RPL), a sub-component of PMKVY, 22,640 artisans have been certified across the country.
- Gem & Jewellery Skill Council of India (GJSCI) is working towards development of 310 National Occupational standards (NOSs), which specifies the standard of performance the individual has to meet.
- In December 2016, the foundation stone for the fifth centre of Indian Institute of Gem & Jewellery (IIGJ) was laid in Varanasi, UP. The other four centres are located in Mumbai, New Delhi, Jaipur and Kolkata. IIGJ offers several courses in Jewellery Design, Manufacturing & CAD, extending from 6-months to 1-year, with emphasis on job training.

Government Initiatives

- The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.
- The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- The Government of India has planned to set up a Common Facility Centre (CFC) at Thrissur, Kerala.



• The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park at Ghansoli in Navi Mumbai on a 25 acres land with about more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of Rs 13,500 crore (US\$ 2.09 billion)

(Source: Gems & Jewellery Sector Achievements Report, Invest India, <u>www.static.investindia.gov.in</u>)

INVESTMENTS/DEVELOPMENTS IN GEMS & JEWELLERY SECTOR:

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganized players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – December 2017 were US\$ 1,111.52 million, according to Department of Industrial Policy and Promotion (DIPP).

Some of the key investments in this industry are listed below.

An international diamond exchange will be set up in Surat by October 2020 at a cost of Rs. 2,400 crore (US\$ 372million).

Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)

IMPORTS OF GEMS AND JEWELLERY INTO INDIA:

Summary

Kindly find below the summary of provisional figures of Import of gems & jewellery items during April -July 2018 as compared to same period last year.



	IMPORTS OF GEMS & JEWELLERY					
	April-July 2018		April-July 2017		% Growth / decline	
ITEMS	(Provis	sional)	(Same ports a	as current year)	over previo	us Year
IIEMO	Rs. In	US\$in	Rs. In	US \$ in	Rs.	US \$
	Crores	Million	Crores	Million		
Rough Diamonds	42247.53	6263.82	43321.15	6720.99	-2.48	-6.80
(Quantity in Lakh Carats)	608.00		662.43		-8.22	
Gold Bar	21169.04	3137.84	5266.80	817.16	301.93	283.99
Others **	1805.17	266.70	6709.29	1040.95	-73.09	-74.38
Total	65221.73	9668.36	55297.23	8579.10	17.95	12.70
Cut & Polished Diamonds	3250.97	481.77	5713.70	886.45	-43.10	-45.65
Others ***	1382.11	204.95	8360.12	1296.48	-83.47	-84.19
Total Imports	69854.82	10355.08	69371.05	10762.03	0.70	-3.78
		Exchange rate 1 U	IS\$	68.69	Jul-17	64.45

NOTE:

- 1) ** Data of Rough Col. Gemstone, Raw Pearls, Rough Synthetic stones, Silver Bar & Platinum
- 2) *** Data of Gold Finding/Mounting/Casting, Gold Jewellery, Non-Gold Jewellery & Col. Gemstones
- 3) Above Figures for Rough Diamonds are Gross Imports (without subtracting export of rough diamonds)
- i) Figs for Gold Bar from MMTC April to July 2018 is not included
- ii) Data from Jaipur Air cargo and FPO has not been received for the month of July 2018
- iii) Figs for Gold Bar from State Bank of India, Bank of India & Union Bank of India July 2018 is not included.

(Source: Gem and Jewellery Export Promotion Council India, <u>www.gjepc.org</u>)

EXPORTS OF GEMS AND JEWELLERY FROM INDIA:

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward



EXPORTS OF GEMS & JEWELLERY								
	April-Ju	ly - 18	April-Ju	ly - 17	April 17 to March 18 % Growth / de		/ decline	
ITEMS	(Provisional)		Same ports as	current year	Actual Exports		over previous Year	
TIEMS	Rs. In	US \$ in	Rs. In	US \$ in	Rs. In	US \$ in	Rs.	US \$
	Crores	Million	Crores	Million	Crores	Million		
Cut & Pol Diamonds *	54808.44	8132.03	47864.42	7425.98	152961.38	23732.96	14.51	9.51
(Quantity in Lakh Carats)	106.60		119.76		348.60		-10.99	
Gold Jewellery DTA	5863.67	871.93	6329.53	981.96	22092.38	3425.58	-7.36	-11.21
SEZ/EPZ	23012.51	3407.89	7175.54	1113.20	40295.09	6247.65	220.71	206.13
Total	28876.18	4279.82	13505.07	2095.16	62387.48	9673.23	113.82	104.27
Gold Medalions & Coins	1354.68	201.73	10161.40	1576.39	12708.05	1971.09	-86.67	-87.2
Coloured Gemstones	783.97	116.17	821.91	127.52	2791.68	433.31	-4.62	-8.90
Silver Jewellery	1160.51	171.82	12340.47	1914.37	21830.76	3385.65	-90.60	-91.02
Others(Pearls & Synthetic Stones)	620.92	92.06	579.29	89.87	2159.72	335.03	7.19	2.44
Sub Total	87604.70	12993.63	85272.57	13229.29	254839.07	39531.27	2.73	-1.78
Exports of Rough Diamonds	2715.57	402.15	2934.33	455.24	9200.21	1427.03	-7.46	-11.66
(Quantity in Lakh Carats)	105.09		117.73		380.70		-10.74	
Others	174.13	25.76	189.24	29.36	402.89	62.40		
Gross Exports	90494.40	13421.54	88396.14	13713.89	264442.17	41020.70	2.37	-2.13
Return Consignment	18786.08	2783.12	16680.29	2587.92	53261.27	8258.35	12.62	7.54
Net Exports	71708.32	10638.42	71715.85	11125.97	211180.90	32762.35	-0.01	-4.38
NOTE : -	Exchange rate 1	US\$			68.69	July. 2018	64.46	Jul. 2017

NOTE:

- 1) Figures in bracket shows quantity in lakh carats.
- 2) Figures for April / July 2018 are provisional and subject to revision.
 i) Figures doesn't included from FPO Jaipur, Air Cargos Kolkata & Chennai July 18
- 3) Above figures does not include data for Sales to foreign tourists.
- 4) To be compared with DGCI & S data

(Source: Gem and Jewellery Export Promotion Council India, www.gjepc.org)

ROAD AHEAD AND OUTLOOK OF THE INDUSTRY:

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organized market and are opening opportunities to grow. Increasing penetration of organized players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilization of gold prices at lower levels is expected to drive volume growth for jewelers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

Exchange Rate Used: INR 1 = US\$ 0.016 as of FY2018.



(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)

GEMS AND JEWELLERY INDUSTRY: ADVANTAGE INDIA

• Growing demand

India is the second highest consumer of gold in the world as of 2017. Gold demand in India rose 11 per cent year-on-year to 737.5 tonnes in 2017. India's overall gems and jewellery demand is also quite high. India imported gems and jewellery worth US\$ 31.52 billion during FY 2017-18.

• Increasing investments

The cumulative Foreign Direct Investment (FDI) in diamond and gold ornaments between April 2000 and December 2017 stood at US\$ 1.11 billion. Domestic companies are also increasingly investing in India by expanding their business.

• Attractive opportunities

The Indian middle class is expected to rise to 547 million by 2025 and this rise of young Indian middle class worker is expected to lead to an increase in demand for gold. Also, India's population is increasingly becoming urbanised, which is expected to boost household income, thereby leading to higher demand for gold and other jewellery.

• Policy support

The Government of India has permitted 100 per cent FDI under the automatic route in this sector. The Government of India has levied 3 per cent Goods and Services Tax (GST) on gold, gold jewellery, silver jewellery and processed diamonds and 0.25 per cent on rough diamonds.

(Source: Indian Gems and Jewellery Industry Report (July, 2018), IBEF India Brand Equity Foundation, www.ibef.org)



OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "Forward-Looking Statements" beginning on page 21 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, prepared in accordance with Indian GAAP and Companies Act and restated in accordance with the SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Information" as restated beginning on pages 22 and 166 respectively.

Unless otherwise stated, references in this section to "Shubhlaxmi", "the Company" or "our Company" are to Shubhlaxmi Jewel Art Limited, and references to "we", "our" or "us" are to the Company.

OVERVIEW OF THE BUSINESS

Our Company was originally formed and registered as a partnership firm on July 30, 2013 at Bhavnagar, Gujarat under the Indian Partnership Act, 1932 bearing Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" pursuant to a Deed of Partnership dated June 10, 2013 entered between Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently, pursuant to Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were introduced to the existing Partnership Firm. Further, the aforementioned partnership firm was converted into a Public Limited Company under Chapter XXI of the Companies Act, 2013 in the name of "Shubhlaxmi Jewel Art Limited" and obtained a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre dated May 02, 2018. The Corporate Identification Number of our Company is U74999GJ2018PLC102121.

We are engaged in the retail and wholesale business of various jewelleries and ornaments made out of gold, silver, diamonds and platinum studded with precious and semi-precious stones. Our portfolio includes necklace, Mangalsutra, Patla, chains, mala, kandoro, poncho, payal, rings, armlet, pendants, bracelets, bangles and other wedding jewelleries. Our products have presence across different price points and cater to customers across high-end, mid-market and value market segments. The ornaments are also made to order as per specific requirements by the customers and the same are manufactured by third party manufacturers on job work basis. Further, we also purchase readymade jewelleries from independent jewellers. In addition to our retail operations, we also sell the jewelleries on a wholesale basis to other jewellery retailers in Gujarat.

Our showroom is located at Bhavnagar. This showroom was set up in the year 2013 having total area of 27,000 sq. ft. Further, we are setting up our own manufacturing facility in Bhavnagar to cater the demands of the local customers by the end of financial year 2019, for which we have taken the area admeasuring 962 sq. ft. on rent situated at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat, India

Most of the jewelleries we purchase or manufacture are in a traditional manner as the demand for traditional jewelleries is very high in the local market of Bhavnagar. The design & pattern for our jewelleries & ornaments are provided by us to the job workers who manufacture our products accordingly. We sell only quality certified jewellery & ornaments to our clients. We attend and participate in various exhibitions to analyse current jewellery trends. Based on such analysis as well as post understanding of the consumer likes, taste and preference, internal research & changing jewelleries & ornaments industry, we purchase readymade jewelleries from the jewellers or manufacture the jewellery from third party manufacturer on job work basis.

We have stringent quality control process for procuring the raw materials as well as sale of products. We check the quality of Gold, Silver and Diamonds before handing over to job workers and also check the quality of gold, diamonds and stones once we receive completed jewellery from the job workers and also the quality of the



jewelleries while purchasing from the independent jewellers. The Company deals jewelleries certified by BIS Hallmark. The quality Assurance department monitors and examines the jewellery designs inward in the stock to match the standard, thus the quality standard of gold jewellery dealt with is maintained throughout and thereby sustaining, our customer's trust.

We majorly procure required gold bullion, silver bullion, diamonds, platinum jewellery, gold and diamond ornaments and precious and semi-precious stones from bullion and jewellery market dealers in Gujarat. We place orders based on various factors including pricing, delivery time and quality.

Our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan have more than two decades of experience in the gems and jewellery industry. We believe that the experience of our Promoters and senior management has been critical to our success and business growth and has translated into the enhancement of our jewellery quality, increased profitability and improved margins which give us a competitive edge.

FINANCIAL SNAPSHOT

Financial Performance of Company

(Amount Rs. In Lakhs)

Particulars	For the Period Ended May 31, 2018	FY 2017-18	FY 2016-17	FY 2015-16
Total Revenue	612.32	4684.92	4343.54	4743.39
EBITDA	39.05	264.45	262.28	244.39
PAT	15.33	82.43	64.80	36.78

Break up of Revenue from Trading and Third Party Manufacturing

(Amount Rs. In Lakhs)

Particulars	For the Period ended May 31, 2018	FY 2017-18	FY 2016-17	FY 2015-16
Trading of Jewellery	449.59	2914.13	4054.47	2596.08
Third Party Manufacturing	159.69	1764.91	273.90	2146.77
Total	609.28	4679.03	4328.38	4742.84

Product Wise Bifurcation of Revenue

(Amount Rs. In Lakhs)

Particulars	For the Ended M	Iay 31,	FY 20	17-18	FY 20	16-17	FY 2	015-16
	Amount	%	Amount	%	Amount	%	Amount	%
Gold Jewelleries	573.44	94.12	4485.96	95.87%	4141.43	95.68%	4467.64	94.20%
Silver Jewelleries	35.80	5.88	174.93	3.74%	185.66	4.29%	274.64	5.79%
Platinum Jewelleries	-	-	2.47	0.05%	1.02	0.02%	0.50	0.01%
Diamond Jewelleries	0.04	0.01	15.68	0.34%	0.28	0.01%	0.07	Negligible
Total	609.28	100	4679.04	100	4328.39	100	4742.85	100



Top 5 Suppliers for FY 2017-18

(Amount Rs. In Lakhs)

Sr. No.	Suppliers Name	Amount	Percentage to Total Purchase
1.	Bombay Refinery	664.65	14.94%
2.	Jewel Art	420.46	9.45%
3.	Palm Jewels Pvt. Ltd.	186.32	4.19%
4.	Suvarnakala Pvt. Ltd.	178.55	4.01%
5.	Niskha Jewellers	126.86	2.85%
Total		1576.84	35.44%

OUR PRODUCTS

We sell a wide range of jewellery products in gold, diamond and platinum studded with precious and semi-precious stones such as necklace, mangalsutra, patla, chains, mala, kandoro, poncho, payal, rings, armlet, pendants, bracelets, bangles and other wedding jewelleries. We also offer many accessories such as brooch, belts, eye frames, pens, watches, buttons, cuff links, tie pins, etc. having work of gold, diamond or other precious and semi precious stones. Our wide range of product offerings caters to diverse customer segments, from the high-end to mid-market and value market segments. Our portfolio consists of jewellery collections such as bridal, rajasthani, junagadhi, polka, fine pearl and other antique jewellery items. We sell our jewellery from our retail showroom located in Bhavnagar.

Some of our finished products are presented below:-

Sr. No	Product	Desc	ription	
1.		Necklace w	ith Ear Rings	
		Type:	Half Set	
		Weight:	103 g	
		Purity:	916 Hallmark	
		Variety:	Bikaneri	
2.		Necklace with Ear Rings		
		Type:	Set	
		Weight:	85 g	
		Purity:	916 Hallmark	
		Variety:	Antique	



Sr. No	Product	Des	cription
3.		Man	ngalsutra
		Type:	-
	The same state of the same sta	Weight:	45 g
		Purity:	916 Hallmark
		Variety:	Antique
4.		Pa	atla Set
		Type:	-
		Weight:	50 g
		Purity:	916 Hallmark
		Variety:	Uncut
5.		Sing	gle Patla
		Type:	-
		Weight:	100 g
		Purity:	916 Hallmark
	100 mg	Variety:	Antique
6.		(Chain
	The state of the s	Type:	-
		Weight:	30 g
	STREET, STREET	Purity:	18 KT
		Variety:	Rose Gold CZ
7.		1	Lucky
	The state of the s	Type:	Diamond Lucky
	THE ENERGY	Weight:	18 g
		Purity:	916 Hallmark
	C	Variety:	Casting Diamond
8.	Contraction of the Contraction o	Mala w	ith Earrings
		Type:	Set
	1 12	Weight:	31 g
	No allowed	Purity:	916 Hallmark
		Variety:	Indoitalian



Sr. No	Product	Des	cription
9.		Ka	ndoro
		Type:	-
		Weight:	170 g
		Purity:	916 Hallmark
		Variety:	Antique
10.	10.	Po	oncha
		Type:	-
		Weight:	23 g
		Purity:	916 Hallmark
		Variety:	Antique
11.	1 4 30	1	Payal
	Secretary of the second	Type:	Gold
		Weight: -	-
	Jo Bay	Purity:	916 Hallmark
		Variety:	Uncut

OUR SHOWROOM:-





LOCATION

Currently, our Company is operating from following location:-

Type of Facility	Locations
Registered Office and Showroom	Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar Gujarat – 364002, India



OUR COMPETITIVE STRENGTHS



Experienced Promoters

Our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan have more than two decades of experience in the gems and jewellery industry. Their relationships with our suppliers, customers and other industry participants have been instrumental in implementing our growth strategies. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our Promoters with the assistance of our sales representative are involved in selecting the designs of the jewellery to be purchased or manufactured to cater the local demands of the customers.

Quality of our products

We believe in providing quality jewellery to our customers. Quality and purity of the jewelleries are very important for the company from the customer point of view. Providing the desired quality and purity in our jewelleries helps us in enhancing our brand value and maintaining long term relationships with customers. The Company deals in jewellery certified by BIS Hallmark. The quality Assurance department monitors and examines the jewellery designs inward in the stock to match the standard, thus the quality standard of gold jewellery dealt with is maintained throughout and therefore, our customer's trust is sustained.

Strong understanding of customer preference

We believe that we can appeal to our customers through our understanding of market preferences and experiences. Our Promoters have more than two decades of experience in the jewellery industry in Bhavnagar, hence they have deep knowledge about the jewellery taste of the local market. We offer jewellery designs based on the general trends and specific customer requirements. We believe that our understanding of preferences and tastes coupled with variety of designs and jewelleries offered by us, provides us with a competitive advantage in the markets in which we currently operate. Through our strategy of catering to different preferences, we believe that we are able to effectively compete with both unorganised and organised jewelers by establishing customer rapport at a local level.

We maintain long term relationships with our customers by offering them quality jewelleries, newer and latest designs and selling the jewellery at the most competitive price. Most of the jewelleries we purchase or manufacture are in a traditional manner as the demand for traditional jewellery is very high in the local market of Bhavnagar. We have also started up with the monthly recurring scheme for the customers wherein customers can buy the gold by paying monthly installments. Customers are entitled to discounts and other benefits on this scheme.



Wide Range of Products

Our product portfolio consists of wide range of jewelleries which differentiate us from the local jewellers. Our portfolio offers our customers a wide variety of traditional, Indo-western & modern jewelleries. We sell gold jewelleries made with or without studded diamonds, precious and semi-precious stones. Our product portfolio includes rings, earrings, armlet, pendants, nose rings, bracelets, chains, necklaces, bangles and also make customized jewelleries for weddings.

SWOT ANALYSIS

Strengths	Weakness
 Experience of Promoters Quality products at competitive prices Wide range of products Flexibility to provide customized products 	 Tough competition in the market mean limited market share Limited operation company Limited presence with having only one showroom
Opportunities	Threats
 Increasing purchasing power of the people Growing market for customized jewellery and innovative designs Setting up the manufacturing facility 	 Largely dominated by unorganized sector Fluctuation in raw material prices Constant change in consumer preferences

OUR STRATEGIES



Continue to invest in our marketing and brand building initiatives.

Our marketing and promotion efforts seek to increase sales by increasing brand awareness that stimulates interest in our products range and entrenching our position in the Indian jewellery industry. The key marketing channels that we use on an ongoing basis include customer advertisements with specific coverage in newspapers, hoardings, exhibitions and social media. We believe our branding strategy helps us to retain existing customers and attract new customers. We intend to continue investing in our marketing initiatives and brand building exercise. We also continue to provide effective training for our sales personnel in sales techniques and product knowledge. We believe that effective marketing is important for future revenue growth, enhancing our brand visibility, to establish relationships with target markets and to sell our products in a competitive and cost-effective manner.



Focus on product innovation

The company intends to strengthen its product development efforts by creating customer/ product-range/ market-specific teams, helping them to focus and create innovative and acceptable designs that will help to increase the sales. Variation in the product mix will enable us to cater to various segments of the market giving our customer a one-stop shop for full range of studded jewellery. This would also help us in increasing our profitability margins.

Setting up of manufacturing facility

To cater the demands of the our customers and timely delivery of products, we are planning to set up manufacturing facility at the end of Fiscal year 2018-19, for which we have already taken the property on rental basis at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat, India admeasuring 962 sq. ft. and the require machineries. The proposed facility will ensure to meet the requirements of the customers.

Continue to focus on existing customers

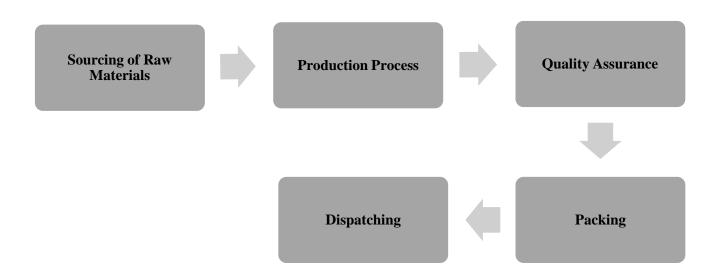
We believe maintaining good relationship with customers is a most critical factor in jewellery business to keep growing. Through regular interactions with the Customers at our Showroom, product sales trends and market research, we are able to determine current trends in the industry, which are used by us in the product development. We will continue to focus on timely delivery of quality products which will help in forging strong relationships with our customers and gaining increased business from them.

Consistently meeting quality and purity

Our Company intends to focus on adhering to the quality standards of the jewelleries. Quality and purity of the jewelleries are very important for the company from the customer point of view. Continuous quality assurance review and timely corrective measures in case of diversion and technology up gradation are keys for maintaining quality standards of the jewellery. Providing the desired quality and purity in our jewellery helps us in enhancing our brand value and maintaining long term relationships with customers.

OUR BUSINESS PROCESS

We do not carry any manufacturing operations from our own premises. The process followed by us in the manufacturing of jewellery from third party is summarized here below:-





Sourcing of raw materials

Raw materials such as gold bullion, silver bullion, diamonds, platinum jewelleries, gold and diamond ornaments and precious and semi-precious stones like rubies, emeralds and sapphires are procured by us predominantly from bullion and jewellery market dealers in Gujarat regions. We place orders based on various factors including pricing, delivery time and quality. We assess the quantum of gold and other precious stones required on the basis of inventory levels maintained at our Showroom.

We believe we have good relationships with our suppliers and are able to procure quality raw materials at competitive rates and credit terms. Over the years, we have diversified our supplier base and reduced our dependence on few suppliers.

Production process

After procuring the raw materials, the manufacturing of the jewelleries is done through job workers which manufacture jewelleries based on designs and specifications specified by us and we pay only the making charges to them. Jewellery can be manufactured using several technologies including stamping, hand making, CNC, casting, etc. However, we majorly choose hand making, CNC and casting technology for manufacture of jewellery through job workers. All of this jewelleries is sold by us in our own showroom

We do not enter into written agreements in connection with these outsourcing arrangements. Mostly all the job workers are from Bhavnagar, Rajkot and Ahmedabad. We check the quality of Gold, Silver and Diamond before handing over to job workers and also check the quality of gold, diamond and stones once we receive completed jewellery from the job worker.

Quality Assurance

We seek to implement a stringent quality control process throughout our operations, from the point of procurement of raw materials to the sale of the finished products in our showroom. We check the purity, quality and finishing of the jewelleries. Carat meters are used to check the purity of the jewellery. Following completion of quality control checks, the jewelleries is sent to a government approved hall-marking centre for hall-marking in accordance with Bureau of Indian Standards ("BIS") norms before being stocked in our showroom.

Packing - Such quality passed pieces are sent for packing

Dispatching – The finished products are then dispatched to our showroom.

COLLABORATIONS/TIE-UPS/JOINT VENTURE

As on date of this Prospectus, our Company does not have any Collaborations/Tie-ups/Joint Ventures.

CAPACITY AND CAPACITY UTILISATION

We are in the business of trading of jewelleries and manufacturing through third party manufacturers on job work basis. Thus, installed capacity or capacity utilization cannot be determined.

EXPORT OBLIGATION

Our Company does not have any export obligation.

COMPETITION

We face competition from both the organized and unorganized sectors of the jewellery retail business. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range of products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. We face competition from listed Companies like D.P. Abhushan Limited, Moksh Ornaments Limited, Thangamayil Jewellery Limited etc.

MARKETING

Our success lies in the strength of our relationship with our customers. Our Promoters, through their vast experience and good rapport with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, we regularly interact with them and focus on gaining an insight into their other additional needs and requirements.



The marketing channels adopted by our Company include setting up of exhibitions, specific coverage in newspapers, hoardings, exhibitions and social media.

UTILITIES AND INFRASTRUCTURE FACILITIES

Raw Materials- Our raw materials comprise of gold bullion, silver bullion, diamonds, platinum jewelleries, gold and diamond ornaments and precious and semi precious stones like rubies, emeralds and sapphires. We procure raw materials from bullion and jewellery market dealers on the basis of management estimation based on past consumption and future estimations.

Power-The requirements of power for our registered office and showroom is met through the state electricity board i.e. Pashchim Gujarat Vij Company Limited.

Water- Our registered office and showroom have adequate water supply position from the public supply utilities and the same is used for drinking and sanitation purposes.

Infrastructure Facilities- Our Registered Office and showroom are well equipped with computer systems, internet, connectivity, other communication equipment's, security and other facilities, which are required for smooth functioning of our business. Further, we have setup various security measures, including tagging our products, CCTV in showroom, armed security guards and follow stringent operational processes such as daily stock taking at our showroom in order to safeguard our inventories.

HUMAN RESOURCES

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

The following table sets forth the number of persons employed in the various roles in our Company as on October 05, 2018:

Category	No. of Employees
Management	4
Accounts & Finance Department	2
Administration Department	10
Sales & Marketing Department	17
Legal and Compliance Department	1

LAND AND PROPERTY

We have our properties located at following:-

Owned Property:

Sr. No.	Property/Location	Usage
1.	Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India	Registered Office and Showroom

• Rented Property:

Sr. No.	Name of the Owner	Address of the Property	Period of Agreement	Rent	Usage
1.	through karta Ajay	Waghawadi Road, Bhavnagar	December 01, 2017 to November 30, 2018	Rs. 35,000/- per month	Proposed Manufacturing Unit and Storage Facility



INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. Our policies are subject to customary exclusions and customary deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

The details of insurance policies presently taken by our Company are tabulated below:-

Policy No.	Insurance	Name of	Assets Insured	Sum Insured	Policy Period	
	Type	Insurer		(Rs. in Lakhs)	From	То
48017117	Jewellers Block Protector Policy	IFFCO- Tokio General Insurance Co. Ltd.	 Stock at Business Premises Stock in custody of insured and specified persons Building, Furniture & Fixture Money in transit Public Liability 	3374.00	January 22, 2018	January 21, 2019
32099662	Machinery Breakdown Insurance Policy	IFFCO- Tokio General Insurance Co. Ltd.	Machineries	16.00	January 22, 2018	January 21, 2019

INTELLECTUAL PROPERTY RIGHTS

TRADEMARKS

Trademark	Trademark Type	Class	Applicant	Application No.	Status	Date of Application
Shubhlaxmi Jewellers	Device	14	Narendrasinh Jeshingbhai Chauhan Trading as M/s Shubhlaxmi Jewellers Partnership firm as Jitendrasinh Jeshingbhai Chauhan	2646096*	Registered	May 31, 2018
शुंलतक्षी	Device	14	Narendrasinh Chauhan	3848342#	Accepted & Advertised	May 31, 2018
Crystal	Device	14	Jitendra Kumar Chauhan	3848308#	Objected	May 31, 2018



Trademark	Trademark Type	Class	Applicant	Application No.	Status	Date of Application
Shubhlaxmi	Device	14	Narendrasinh Chauhan	3848234#	Accepted & & Advertised	May 31, 2018
5	Device	14	Jitendra Kumar Chauhan	3848241#	Objected	May 31, 2018

^{*} Our Company has appliedfor change of name on the certificate from "Shubhlaxmi Jewellers" to "Shubhlaxmi Jewel Art Limited"

[#] As on the date of this Prospectus, the trademarks are applied by our Promoters and used by our Copmany.



KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye—laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of third party manufacturing, retailing and wholesaling of Gold, Silver, Platinum and Diamond jewellery industry. Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be 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.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page number 193 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as "micro enterprise", where the investment in plant and machinery does not exceed twenty-five lakh rupees; "Small enterprise", where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise , where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, "Micro – enterprise", where the investment in equipment does not exceed ten lakh rupees, "Small Enterprise" where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or "Medium Enterprise" where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Gem and Jewellery Export Promotion Council

The GoI has designated the Gem and Jewellery Export Promotion Council ("GJEPC") as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme ("KPCS"). The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. The KPCS comprises participating governments that represent approximately 99.8% of the world trade in rough diamonds. The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. However, under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the "SEZ").



Gems and Jewellery Trade Council of India

The Gems and Jewellery Trade Council of India ("GJITC") was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller-members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

Bureau of Indian Standards (BIS)

Government of India has identified BIS a sole agency in India to operate this scheme. BIS hallmarking Scheme is voluntary in nature and is operating under BIS Act, Rules and Regulations. It operates on the basis of trust and thus it is desirable that aspect of quality control is in built in the system responsible for managing quality. The BIS Hallmarking Scheme has been aligned with International criteria on hallmarking (Vienna Convention 1972). As per this scheme, licence is granted to the jewellers by BIS under Hallmarking Scheme. The BIS certified jewellers can get their jewellery hallmarked from any of the BIS recognized Assaying and Hallmarking Centre. The recognition to an Assaying and Hallmarking Centre is given against BIS criteria Doc: HMS/RAHC/GO1 which is in line with International criteria on Marking and Control of Precious metals.

RBI Circulars regulating Gold Loans

The RBI has permitted nominated banks to import gold for purposes of extending gold metal loans to domestic jewellery manufacturers subject to certain conditions, including that the tenor of the gold loans (which can be decided by the nominated banks) does not exceed 180 days from the date of procurement of gold and the interest charged to the borrowers is linked to the international gold rates.

The RBI has also permitted nominated agencies and approved banks to import gold on loan basis for on-lending to exporters of jewellery, subject to certain conditions, including that the maximum tenor of gold metal loans does not exceed 270 days from the date of procurement of gold by the exporter based on the foreign trade policy 2009-2014.

Gems and jewellery export-oriented units and specified units in SEZs are permitted to import gold on a loan basis directly or through nominating agencies, subject to specified conditions. Pursuant to the Second Quarter Review of the Monitory Policy 2012-13, issued by the RBI on October 30, 2012, the

RBI has prohibited the banks from granting any advance against gold bullion to gold dealers or traders, if, in the assessment of the banks, such advances are likely to be utilized for purposes of financing gold purchase at auctions and/or speculative holding of stocks and bullion. In addition, the RBI has also sought to impose a prohibition on the banks from financing the purchase of gold in any form, other than working capital facilities.

Industrial Policy of Relevant State

Gujarat Industrial Policy, 2015

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by bay of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through MSE exchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries.

The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support to each cluster for every innovative



technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on "Zero Defect" to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one's products or wares. Government of Gujarat will make market credit available to MSMEs.

Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one-time basis.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore. The central government vide notification dated March 04, 2016 increased the threshold limits for the purpose of combinations under Competition Act, 2002.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Further, The Companies Amendment Act, 2015 is passed on May 25, 2015 also The Companies Amendment Act, 2017 is passed on January 3, 2018. The Companies Amendment Act, 2017 includes major amendments in



the definition, financial statement, corporate social responsibility, disclosure under board's report, general meeting, and disclosure in prospectus.

EMPLOYMENT AND LABOUR LAWS

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

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952. The Ministry of Labour and Employment, Government of India with effect from September 01, 2014 introduced certain amendments to the scheme. The key amendment includes amendment in provident fund scheme, pension scheme and insurance scheme.

Employees Deposit Linked Insurance Scheme, 1976

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

The Employees' Pension Scheme, 1995

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

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

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

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It



further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity. The Payment of Bonus Act, 2015 is passed on December 31, 2015. The amendment includes increase in wage threshold for determining applicability of the Act from INR Rs. 10,000/- to Rs. 21,000/- per month and wage ceiling for calculation of bonus has been increased from INR Rs. 3,500/- to Rs. 7,000/- per month.

Payment of Gratuity Act, 1972

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

Minimum Wages Act, 1948 ("MWA")

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including outworkers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed. The Payment of Wages (Amendment) Act, 2017 is passed on February 15, 2017 and it has repealed the Payment of Wages (Amendment) Ordinance, 2016.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise. The Maternity Benefit (Amendment) Act, 2017 received the assent of president on the March 27, 2017. The amendment act results in increasing duration of the paid maternity leave, surrogacy leave.

Equal Remuneration Act, 1979

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

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 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. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule. The Child Labour (Prohibition and Regulation) Amendment Act, 2016 has come into force on July 30, 2016.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

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

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

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

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

TAX RELATED LEGISLATIONS

Gujarat Value Added Tax Act, 2003 ("GVAT")

Gujarat Value Added Tax, 2003 is made effective in the state of Gujarat from 1st April, 2006. On its implementation, the following Acts are repealed.

- The Gujarat Sales Tax Act, 1969,
- The Bombay Sales of Motor Spirit Taxation Act, 1958,
- The Purchase Tax on Sugarcane Act, 1989.

However, provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive. The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is



affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act. It is important to note that VAT is now replaced by GST.

<u>The Gujarat (Panchayats, Municipalities, Municipal Corporations and State) Tax on Professions, Traders, Callings and Employments Act, 1976</u>

It came into force on April 1, 1976. Professional tax in Gujarat is governed by the Gujarat Panchayats, Municipalities, Municipal Corporation and State Tax on Professions, Traders, Callings and Employment Act, 1976 and rules of 1976. All registered partnership firms, all factory owners, all shops or establishment owners (if the shop has employed on an average five employees per day during the year), all businesses covered under the definition of 'dealer' defined in the Gujarat Value Added Tax Act, 2003 whose annual turnover is more than Rs. 2.50 lakhs, all transport permit holders, money lenders, petrol pump owners, all limited companies, all banks, all district or state level co-operative societies, estate agents, brokers, building contractors, video parlours, video libraries, members of associations registered under Forward Contract Act, members of stock exchange, other professionals, like legal consultants, solicitors, doctors, insurance agents, etc are covered under this Act. It is duty of the employers to deduct tax from the person earning any salary/wage in the organisation. For the purpose of this act, employer means in relation to an employee earning any salary or wages on regular basis under him, means the person or the officer who is responsible for disbursement of such salary or wages, and includes the head of the office or any establishment as well as the manager of agent of the employer.

Monthly Salary	Amount payable in Gujarat
Less than Rs. 5999	Nil
Rs. 6000 to Rs. 8999	Rs. 80 per month
Rs. 9000 to Rs. 11999	Rs. 150 per month
Rs. 12000 & above	Rs. 200 per month

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5^{th} / 6^{th} of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Note: The Service Tax now has been replaced by the Goods and Service Tax (GST) Act, 2017

Central Sales Tax Act, 1956 ("CST")

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Note: The CST Act now has been replaced by the Goods and Service Tax (GST) Act, 2017



The Central Excise Act, 1944

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

Note: The Central Excise Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products.

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 5 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 1 crore (75 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on some precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. The rate of tax for CGST and SGST/UTGST shall not exceed –

- a) 5% in case of restaurants etc.
- b) 1% of the turnover in case of manufacturer
- c) 1% turnover of taxable supplies of goods, in case of other supplier

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

OTHER LAWS



Gujarat Shops and Establishment Act, 1948

The Gujarat Shops and Establishment Act, 1948 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Legal Metrology Act, 2009

The Legal Metrology Act ("LMA") came into effect from April 01, 2011 replacing the Standard of Weights and Measures Act, 1976 and the Standard of Weights and Measures (Enforcement) Act, 1985. Under the LMA, all the manufacturers of packaged merchandise are required to obtain a license from Controller, Legal Metrology, Government of India. Further, all manufacturers are required to nominate a director who would be held responsible for any act resulting in a violation of provisions of the LMA. The LMA provides for appointment of by the Central Government of various test centres to be referred as Government Approved Test Centres for verification of weights and measures. Further, the Government has also notified the various rules made under LMA: (i) Legal Metrology (Packaged Commodities) Rules,2011, (ii) Legal Metrology (General) Rules,2011, (iii) Legal Metrology (National Standards) Rules,2011, (iv) Legal Metrology (Numeration) Rules,2011, (v) Legal Metrology (Approval of Model) Rules,2011 and (vi) The Indian Institute of Legal Metrology Rules, 2011.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 ("TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000

Designs are protected in India under the Designs Act, 2000 ("Design Act") read with the Design Rules, 2011, as amended from time to time. A design means the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined,



provided that the design is new or original, distinguishable from known designs, must be applicable on an article such as paper and be appealing to the eye, not containing any scandalous or obscene matter, is not merely a mechanical contrivance and is not contrary to public order or morality. India has adopted the Locarno Classification of industrial designs. Any design that is registered is valid for a period of ten years which is extendable for another five years from the date of expiration of the original registration.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

FEMA Regulations

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 RBI. The RBI, in the 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 a 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 thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2017 ("FDI Policy 2017"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.



OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY OF OUR COMPANY

Our Company was originally formed and registered as a partnership firm on July 30, 2013 at Bhavnagar, Gujarat under the Indian Partnership Act, 1932 bearing Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" pursuant to a Deed of Partnership dated June 10, 2013 entered between Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently, pursuant to Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were introduced to the existing Partnership Firm. Further, the aforementioned partnership firm was converted into a Public Limited Company under Chapter XXI of the Companies Act, 2013 in the name of "Shubhlaxmi Jewel Art Limited" and obtained a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre dated May 02, 2018. The Corporate Identification Number of our Company is U74999GJ2018PLC102121.

Narendrasinh Chauhan, Jitendrakumar Chauhan, Jagrutiben Chauhan, Kajal Chauhan, Ranjitsinh Solanki, Jignasha Solanki, Vilasben Parmar were the initial subscribers to the MOA of our Company. For further details, please refer to the chapter titled, "Capital Structure" beginning on page 77 of this Prospectus.

The Current Promoters of our Company are Narendrasinh Chauhan and Jitendrakumar Chauhan.

For information of our Company's corporate profile, including details of our business activities, products portfolio, technology, market and geographical segments, capacity built-up, marketing, growth of our business, managerial competence, major suppliers and customers, environmental issues, if any, etc., see "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Risk Factors", "Our Management" and "Financial Statements" beginning on pages 119, 167, 22, 144 and 166 respectively. Further, as on date of Prospectus, our Company does not have any export sales.

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Since incorporation, registered office of our Company is situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat.

KEY EVENTS AND MILESTONES

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Events
2013	Formed as a Partnership Firm in the name and style of "Shubhlaxmi Jewellers"
2014	Received BIS certification (license No. CM/L - 2842260) as per IS 1417:1999 in respect of Gold and Gold Alloys, Jewellery/Artefacts - Fineness and Marking-Specification.
2017	Renewal of BIS certification (license No. CM/L - 2842260) as per IS 1417:2016 respect of Gold and Gold Alloys, Jewellery/Artefacts - Fineness and Marking-Specification.
2018	Admission of new partners in the "Shubhlaxmi Jewellers"
2018	Conversion of Partnership Firm into Public Limited Company in the name and style of "Shubhlaxmi Jewel Art Limited"

MAIN OBJECTS

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

1. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing acquiring and trading in metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques and objects of art.



- 2. To carry on the trades of business of gold smiths, silver smiths, enamellers, jewellers, gem merchants, electroplates, importers and exporters of bullion and other refined and smelted metals.
- 3. To carry on business as goldsmiths, silversmiths jewellers, gem merchants, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion precious stones, jewellery gold or silver cups, shields, articles of virtue objects of art.
- 4. To carry on business as goldsmiths, silversmiths, jewellers, gem merchants and importers and exporters of bullion and to buy, sell and deal in wholesale or retail) precious stones, jewellery, gold and silver plate, electroplate, bronzes, articles or various objects of art and to manufacture and to establish factories for manufacturing goods for the above business.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Since incorporation, there has been no changes in our Memorandum of Association of our Company.

HOLDING / SUBSIDIARY OF OUR COMPANY

We do not have any holding / subsidiary company as on date of filing of this Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the section titled "Capital Structure" beginning on page 77 of this Prospectus

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged/ amalgamated itself nor has acquired any business/undertaking, since Incorporation.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any agreements/arrangement except under normal course of business of the Company, as on the date of filing of this Prospectus.

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic/financial partner as on the date of filing of this Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

CONVERSION OF LOANS INTO EQUITY SHARES

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Prospectus.

CHANGE IN ACTIVITIES OF OUR COMPANY

There has been no change in the activities of our Company since incorporation.

STRIKES AND LOCKOUTS

There have been no strikes or lockouts in our Company since incorporation.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.



TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

NUMBER OF SHAREHOLDERS

Our Company has 7 shareholders as on date of this Prospectus. For further details on shareholders please refer to chapter titled "Capital Structure" beginning on page 77 of this Prospectus.

DETAILS OF PAST 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 166 of this Prospectus.

SIGNIFICANT SALE\PURCHASE BETWEEN OUR SUBSIDIARY/ASSOCIATE/HOLDING/JV AND OUR COMPANY

We do not have any Subsidiary, Holding, Joint Venture and Associate Company as on date of filing this Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

Neither the Company nor our Group Company have become defunct or have been struck off as on the date of filing of this Prospectus.



OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, Our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. Our Company has 8 directors on our Board.

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

Sr. No.	Name, Father's Name, Age, Designation, Address, Occupation, DIN, Nationality and Term	Date of Appointment/ Reappointment as Director	Other Directorship	
1.	Name: Narendrasinh Chauhan	Appointed as Executive	Public Limited Company	
	Father's Name: Jesingbhai Chauhan	Director on May 02, 2018	Nil	
	Age: 42 years	Designated as Managing	Private Limited	
	Designation: Chairman & Managing Director	Director on May 10, 2018 w.e.f. May 02, 2018	Company Nil	
	Address: Plot No. 1900, Laxmi Krupa, Atabhai Area, Near Shashiprabhu Chowk Rupani, Bhavnagar-364001, Gujarat, India			
	Occupation: Business			
	DIN: 08123747			
	Nationality: Indian			
	Term : For a term of 5 Years with effect from May 02, 2018			
2.	Name: Jitendrakumar Chauhan	Appointed as Whole Time	Public Limited Company	
	Father's Name: Jesingbhai Chauhan	Director on May 02, 2018	Nil	
	Age: 36 years		Private Limited	
	Designation: Whole Time Director		Company	
	Address: Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar-364001, Gujarat, India		Nil	
	Occupation: Business			
	DIN: 08123748			
	Nationality: Indian			
	Term : For a term of 5 Years with effect from May 02, 2018			
3.	Name: Jagrutiben Chauhan	Appointed as Additional Executive Director on May 02, 2018	Public Limited Company	
	Father's Name: Ashokkumar Parmar		· · · · · · · · · · · · · · · · · · ·	Nil
	Age: 38 years		Private Limited Company	



			N 7711
	Designation: Executive Director	Regularized as Executive Director on May 10, 2018	Nil
	Address: Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar-364001, Gujarat, India	Director on May 10, 2018	
	Occupation: Business		
	DIN: 08127789		
	Nationality: Indian		
	Term : Liable to retire by rotation		
4.	Name: Kajal Chauhan	Appointed as Executive	Public Limited Company
	Father's Name: Ashokkumar Parmar	Director on May 02, 2018	Nil
	Age: 32 years		Private Limited
	Designation: Executive Director		Company
	Address: Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar-364001, Gujarat, India		Nil
	Occupation: Business		
	DIN: 08123749		
	Nationality: Indian		
	Term : Liable to retire by rotation		
5.	Name: Bhadreshkumar Dave	Appointed as Additional	Public Limited Company
	Father's Name: Rameshchandra Dave	Director on May 02, 2018	Nil
	Age: 56 years	Regularized as	Private Limited
	Designation: Independent Director	Independent Director on May 10, 2018	Company Nil
	Address: Plot Number 2363/1/A, Ruhambasaibaba Park, Shaher Farti Sadak, Subhashnagar, Bhavnagar- 364001, Gujarat, India	May 10, 2010	
	Occupation: Business		
	DIN: 08127868		
	Nationality: Indian		
	Term : For a term of 5 Years with effect from May 10, 2018		
6.	Name: Ramkrushnabhai Champaneri Father's Name: Jasvantray Champaneri	Appointed as Additional Independent Director on	Public Limited Company Nil
	Age: 50 years	May 02, 2018	Private Limited
	Designation: Independent Director	Regularized as Independent Director on	Company Nil
	Address:BlockNoB/11,SurbhiApartment,NearSimandharDigmbar	May 10, 2018	1111



	Jain Derasar, Bhavnagar – 364001, Gujarat, India Occupation: Business DIN: 08127968 Nationality: Indian Term: For a term of 5 Years with effect from May 10, 2018		
7.	Name: Rakesh Soni Father's Name: Mahendrabhai Soni Age: 45 years Designation: Independent Director Address: Flat No. 301/Plot No1230 - B, Upanishad Apartment, Opp. Union Bank, Ghogha Circle, Bhavnagar – 364001, Gujarat, India Occupation: Business DIN: 08129291 Nationality: Indian Term: For a term of 5 Years with effect from May 10, 2018	Appointed as Additional Director Independent on May 02, 2018 Regularized as Independent Director on May 10, 2018	Public Limited Company Nil Private Limited Company Nil
8.	Name: Snehalben Jani Father's Name: Jayantbhai Vyash Age: 40 years Designation: Independent Directors Address: Plot No/1911-C, Bababhai ni Chali, Rupani Circle, Bhavnagar, Takhteshwar - 364002, Gujarat, India Occupation: Business DIN: 08127975 Nationality: Indian Term: For a term of 5 Years with effect from May 10, 2018	Appointed as Additional Independent Director on May 02, 2018 Regularized as Independent Director on May 10, 2018	Public Limited Company Nil Private Limited Company Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Narendrasinh Chauhan, Chairman and Managing Director

Narendrasinh Chauhan, aged 42 years, is the Promoter, Chairman and Managing Director of our company. He has been the Director of our company since inception and was subsequently designated as Managing Director of the Company on May 10, 2018 w.e.f. May 02, 2018. He has completed his Higher Secondary Education from Gujarat Secondary Education Board, Gandhinagar, Gujarat. He has been awarded as Jewel of Bhavnagar by Saurashtra Samachar in year 2015 for his achievements in young age and contribution to society. He has more than 20 years of experience in the jewellery Industry. He is responsible for the entire business operations and marketing strategies of our company.



Jitendrakumar Chauhan, Whole Time Director

Jitendrakumar Chauhan, aged 36 years, is Promoter and Whole Time Director of our company. He has been appointed as Whole Time Director of our company w.e.f. May 02, 2018. He has completed his Secondary Education from Gujarat Secondary Education Board, Gandhinagar, Gujarat. He has more than 19 years of experience in jewellery industry. He is presently looks after the finance activities of the Company.

Jagrutiben Chauhan, Executive Director

Jagrutiben Chauhan, aged 38 years, is an Executive Director of our company. She was originally appointed as Additional Director of the company on May 02, 2018 and regularized as Executive Director of the company on May 10, 2018. She is a matriculate. She looks after the Human Resource related activities of our company.

Kajal Chauhan, Executive Director

Kajal Chauhan, aged 32 years, is an Executive Director of our company. She was appointed as Executive Director of the company on May 02, 2018. She holds a degree of Bachelor of Commerce from Gujarat University. She looks after the Administration related activities of our company.

Bhadreshkumar Dave, Independent Director

Bhadreshkumar Dave, aged 56 years, is an Independent Director of company. He was originally appointed as Additional Director of the company on May 02, 2018 and regularized as Independent Director of the Company with effect from May 02, 2018. He holds a degree of Bachelor of Laws (Special) from Bhavnagar University. He is enrolled as the member of The Bar Council of Gujarat in the year 2003.

Ramkrushnabhai Champaneri, Independent Director

Ramkrushnabhai Champaneri, aged 50 years, is an Independent Director of our company. He was originally appointed as Additional Director of the company on May 02, 2018 and regularized as Independent Director of the company on May 10, 2018. He is an under matriculate.

Rakeshkumar Soni, Independent Director

Rakeshkumar Soni, aged 45 years, is an Independent Director of our company. He was originally appointed as Additional Director of the company on May 02, 2018 and regularized as Independent Director of the Company on May 10, 2018. He has completed First year of graduation in Commerce from Bhavnagar University. He has more than 10 years of experience in Jewellery Industry.

Snehalben Jani, Independent Director

Snehalben Jani, aged 40 years, is an Independent Director of our company. She was originally appointed as Additional Director of the company on May 02, 2018 and regularized as Independent Director of the company on May 10, 2018. She holds a Bachelor degree of Commerce from Bhavnagar University.

CONFIRMATIONS

As on the date of this Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Name of the Director	Name of the Other Director	Relation
Narendrasinh Chauhan	Jitendrakumar Chauhan	Brother
	Jagrutiben Chauhan	Spouse
Jitendrakumar Chauhan	Kajal Chauhan	Spouse
Jagrutiben Chauhan	Kajal Chauhan	Sister

2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.



- 3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- 4. None of our Directors are on the RBI List of wilful defaulters.
- 5. None of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges (c) Strike off during the term of their directorship in such companies.
- 6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION/COMMISSION PAID TO DIRECTORS

None of the Directors were paid any remuneration during the last financial year ended March 31, 2018.

Terms and conditions of employment of our Managing Director, Narendrasinh Chauhan

Narendrasinh Chauhan has been appointed as the Managing Director of our Company for a period of 5 years with effect from May 02, 2018. He is paid remuneration as per the terms and conditions mentioned in the agreement dated May 15, 2018, entered into between Narendrasinh Chauhan and our Company.

Remuneration	Rs.40,00,000/- per annum		
	Salary may be revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased upto Rs.60,00,000 per annum subject to the provisions of the Act.		
Perquisites	Perquisites as per the Section IV of the Schedule V of the Act as provided below:		
	 (i) Provident fund and superannuation: a) Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%. b) Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year. c) Encashment of leave at the end of tenure. (ii) Other perquisites as provided below: a) Car with driver: The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company. b) The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business. 		

Terms and conditions of employment of our Whole Time Director, Jitendrakumar Chauhan

Jitendrakumar Chauhan has been appointed as Whole Time Director of our Company for a period of 5 years with effect from May 02, 2018. He is paid remuneration as per the terms and conditions mentioned in the agreement dated May 15, 2018, entered into between Jitendrakumar Chauhan and our Company.

Remuneration	Rs. 30,00,000/- per annum	
	Salary may be revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee, if any and may be increased upto Rs.45,00,000 (Rupees Three Lacs Fifty Thousand only) subject to the provisions of the Act.	
Perquisites	Perquisites as per the Section IV of the Schedule V of the Act as provided below: (i) Provident fund and superannuation:	



- a) Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
- b) Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
- c) Encashment of leave at the end of tenure.

(ii) Other perquisites as provided below:

- a) Car with driver: The Whole Time Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.
- b) The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business.

Terms and conditions of employment of our Executive Directors

Executive Directors of our Company may be paid remuneration, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and their appointment letters and other applicable laws and regulations.

Terms and conditions of employment of our Independent Directors

Independent Directors of our Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Narendrasinh Chauhan	20,78,140	35.83%	25.03
2.	Jitendrakumar Chauhan	20,78,140	35.83%	25.03
3.	Jagrutiben Chauhan	7,94,600	13.70%	9.57
4.	Kajal Chauhan	7,94,600	13.70%	9.57
Total		57,45,480	99.06%	69.19

INTERESTS OF DIRECTORS

Interest in Promotion of the Company

Our Directors, Narendrasinh Chauhan and Jitendrakumar Chauhan, may be deemed to be interested to the extent of being Promoters of our Company. They may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of the Equity Shares held by them. For further details, refer to chapters titled "Our Promoter and Promoter Group" and "Related Party Transaction beginning on page 159 and 164 of this Prospectus.

Interest in the property of our Company

Except as mentioned in the chapter titled "*Our Business*" on page 119 of this Prospectus, our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing of this Prospectus.



Interest as member of our Company

As on date of this Prospectus, our Directors together hold 57,45,480 Equity Shares in our Company i.e. 99.06% of the pre - issue paid up equity share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

Interest as a Creditor of our Company

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

Interest as Director of our Company

Except as stated above and in the chapters titled "Financial Statements as Restated" and "Capital Structure" beginning on pages 166 and 77 respectively of this Prospectus our Directors, may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

Interest as Key Managerial Personnel of our Company

Narendrasinh Chauhan, Managing Director and Jitendrakumar Chauhan, Whole Time Director of our Company are the Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled "Related Party Transactions" under chapter titled "Financial Statements as Restated" beginning on page 166 of this Prospectus.

Interest in transactions involving acquisition of land

Except as stated/referred to under the heading titled "Land and Property" under chapter titled "Our Business" beginning on page 119 of this Prospectus, our Directors are not currently interested in any transaction with our Company involving acquisition of land. Our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation 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.

Other Indirect Interest

Except as stated in chapter titled "Financial Statements as Restated" beginning on page 166 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Except as stated in "Related Party Transactions" in the chapter titled "Financial Statements as Restated" beginning on page 166 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have any subsidiary or Associate Company as on date of filing this Prospectus.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

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



Name	Date of event	Nature of event
Narendrasinh Chauhan	May 10, 2018	Designated as Managing Director
Jagrutiben Chauhan	May 10, 2018	Regularized as Executive Director
Bhadreshkumar Dave	May 10, 2018	Regularized as Independent Director
Ramkrushnabhai Champaneri	May 10, 2018	Regularized as Independent Director
Rakeshkumar Soni	May 10, 2018	Regularized as Independent Director
Snehalben Jani	May 10, 2018	Regularized as Independent Director
Jagrutiben Chauhan	May 02, 2018	Appointed as Additional Director
Bhadreshkumar Dave	May 02, 2018	Appointed as Additional Independent Director
Ramkrushnabhai Champaneri	May 02, 2018	Appointed as Additional Independent Director
Rakeshkumar Soni	May 02, 2018	Appointed as Additional Independent Director
Snehalben Jani	May 02, 2018	Appointed as Additional Independent Director
Jitendrakumar Chauhan	May 02, 2018	Appointed as Whole Time Director
Kajal Chauhan	May 02, 2018	Appointed as Executive Director
Narendrasinh Chauhan	May 02, 2018	Appointed as Executive Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at an Extra-Ordinary General Meeting of our Company held on May 10, 2018 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, consent of Members be and is hereby accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and free reserve, that is to say, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of Rs. 2500.00 Lakhs.

CORPORATE GOVERNANCE

The requirements pertaining to the composition of the Board of Directors as per Section 149 of Companies Act, 2013 and constitution of the Committees such as the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee as per Sections 177, 178, and 135 of the Companies Act, 2013, respectively, shall be applicable to our Company on listing of the equity shares of the Company on National Stock Exchange of India Limited and shall be complied with prior to listing.

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

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has Eight directors out of which Four are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, the Listing Agreements and the Companies Act, 2013 to the extent applicable.



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 section 177 of the Companies Act 2013 vide resolution passed in the meeting of the Board of Directors dated May 17, 2018. The constituted Audit Committee comprises following members:

Name of the Director	Status	Nature of Directorship
Bhadreshkumar Dave	Chairman	Independent Director
Rakesh Soni	Member	Independent Director
Ramkrushnabhai Champaneri	Member	Independent Director
Narendrasinh Chauhan	Member	Managing Director

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

The Audit Committee shall have following powers/responsibilities:

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice, and
- d. To secure attendance of outsiders with relevant expertise if it considers necessary

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal Audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

- 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. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- 4. Approving initial or any subsequent modification of transactions of the Company with related parties;



- 5. Scrutinizing inter-corporate loans and investments;
- 6. Valuation of undertakings or assets of the Company, wherever it is necessary;
- 7. Evaluation of internal financial controls and risk management systems;
- 8. Monitoring the end use of funds raised through public offers and related matters;
- 9. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 314 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices along with reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications in the draft audit report.
- 10. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- 11. 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;
- 12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14. Discussing with the internal auditors any significant findings and follow up there on;
- 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18. Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- 19. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 20. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- 21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.



Meeting of Audit Committee and relevant Quorum: The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven days' notice in advance.

Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B) STAKEHOLDER'S RELATIONSHIP COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("Stakeholders' Relationship Committee") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on May 17, 2018.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Bhadreshkumar Dave	Chairman	Independent Director
Ramkrushnabhai Champaneri	Member	Independent Director
Snehalben Jani	Member	Independent Director
Jitendrakumar Chauhan	Member	Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder's Relationship Committee.

The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

Tenure: The Stakeholder/ Investor Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder / Investor Relationship Committee as approved by the Board.

Meetings: The Stakeholder/ Investor Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher

Terms of Reference: Redressal of shareholders' and investors' complaints, including and in respect of:

- 1) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures:
- 2) Redressal of security holder's/investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures:
- 3) Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- 4) Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- 5) Allotment and listing of shares;
- 6) Reference to statutory and regulatory authorities regarding investor grievances; and
- 7) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- 8) Any other power specifically assigned by the Board of Directors of the Company

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on May 17, 2018. The said committee is comprised as under:



The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Bhadreshkumar Dave	Chairman	Independent Director
Rakeshkumar Soni	Member	Independent Director
Snehalben Jani	Member	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings: The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance.

The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven day's notice in advance.

Terms of Reference:

- 1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- 2. Formulation of criteria for evaluation of independent directors and the Board;
- 3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks:
- 4. Devising a policy on Board diversity; and
- 5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on Emerge Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

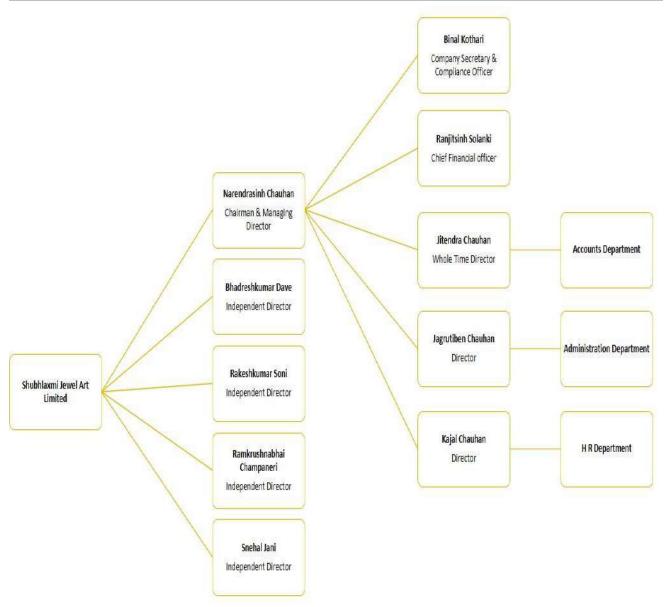
Binal Kothari, Company Secretary & Compliance Officer, will be responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

Policy for determination of materiality of events for disclosure to the stock exchanges

The provisions of the Listing Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company on the National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the National Stock Exchange of India. The Board of Directors at their meeting held May 17, 2018 have approved and adopted the policy for determination of materiality events for disclosure to the stock exchanges.



ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company.

Set forth below are the details of our Key Management Personnel as prescribed under the Companies Act, 2013, in addition to Narendrasinh Chauhan, Managing Director and Jitendrakumar Chauhan, Whole Time Director of our Company. For details of our Managing Director and Whole Time Director, see – "Brief Profile of our Directors" on page 144.

The details of our Key Managerial Personnel are set out below:

Ranjitsinh Solanki, Chief Financial Officer

Ranjitsinh Solanki, aged 40 years, is Chief Financial Officer of the company. He has been appointed as Chief Financial Officer of our company with effect from May 02, 2018. He has completed Bachelor of Science from Gujarat University. He also holds Bachelor degree of Education from Gujarat University, Bachelor degree of law from Gujarat University and has completed Post graduate Diploma in Journalism (Gujarati) from Bharatiya Vidya Bhavan, Rajendra Prasad Institute. Prior to joining our Company, he has worked as an Associate in Brokerage and Wealth Management department with Edelweiss Comtrade Limited. He has an experience of



about 8 years in financial advisory industry. He is responsible for handling the financial operations of the company.

Binal Kothari, Company Secretary

Binal Kothari, aged 26 years, is Company Secretary and Compliance Officer of our Company. She has been appointed as Company Secretary and Compliance officer of our company with effect from May 02, 2018. She has completed Bachelor in Commerce from Gujarat University. She is a qualified Company Secretary by profession and is an associate member of the Institute of Company Secretaries of India. She has more than one year experience of dealing with corporate laws and related matters. She is entrusted with the responsibility of handling corporate secretarial functions of our company.

STATUS OF KEY MANAGERIAL PERSONNEL

All the Key Managerial Personnel are permanent employees of our Company

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as stated below; none of the Key Managerial Personnel's are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013.

Director	Other Director	Relation
Narendrasinh Chauhan	Jitendrakumar Chauhan	Brothers

RELATIONSHIPS OF DIRECTORS/ AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as stated below, none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

Key Managerial Personal	Name of the Other Director/ Promoter	Relation
Narendrasinh Chauhan	Jitendrakumar Chauhan	Brothers
Narendrasinii Chaunan	Jagrutiben Chauhan	Spouse
Jitendrakumar Chauhan	Kajal Chauhan	Spouse

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

Sr. No.	Name of the Key Managerial Personnel	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Narendrasinh Chauhan	20,78,140	35.83%	25.03
2.	Jitendrakumar Chauhan	20,78,140	35.83%	25.03

REMUNERATION/ COMPENSATION TO KEY MANAGERIAL PERSONNEL

During the last financial year ended on March 31, 2018, none of our Key Managerial Personnel have been paid remuneration.

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.



CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Except as stated in the heading titled "Related Party Transactions" under the Section titled "Financial Statements as Restated" beginning on page 166 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The Changes in the Key Managerial Personnel in the last three years are as follows:

Name	Designation	Date of Event	Reason
Narendrasinh Chauhan	Managing Director	May 10, 2018	Designated as Managing Director
Jitendrakumar Chauhan	Whole Time Director	May 02, 2018	Appointed as Whole Time Director
Ranjitsinh Chauhan	Chief Financial Officer	May 02, 2018	Appointment as Chief Financial Officer
Binal Kothari	Company Secretary	May 02, 2018	Appointment as Company Secretary

Other than the above changes, there have been no changes to the KMP of our company that are not in the normal cause of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

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

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled "Related Party Transactions" in the section titled "Financial Statements as Restated" beginning on page 166 of this Prospectus, no amount or benefit has been paid or given within the three 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.

EMPLOYEES

The details about our employees appear under the Paragraph titled "Human Resource" in Chapter titled -"Our Business" beginning on page 119 of this Prospectus.



OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

The Promoters of our company are Narendrasinh Chauhan and Jitendrakumar Chauhan. As on the date of this Prospectus, our Promoters hold, in aggregate 41,56,280 Equity Shares representing 71.66% of the pre-issue paid up capital of our Company

Brief profile of our Promoters is as under:



Narendrasinh Chauhan, Promoter, Chairman and Managing Director

Narendrasinh Chauhan, aged 42 years, is the Promoter, Chairman and Managing Director of our company. He has been the Director of our company since inception and subsequently designated as Managing Director of the Company on May 10, 2018. He has completed his Higher Secondary Education from Gujarat Secondary Education Board, Gandhinagar, Gujarat. He has been awarded as Jewel of Bhavnagar by Saurashtra Samachar in year 2013 for his achievements in young age and contribution to society. He has more than 20 years of experience in the jewellery Industry. He is responsible for the entire business operations and marketing strategies of our company.

Passport No: H6593102

Driving License: GJ04-19940044146

Voters ID: AQP2212702

Address: Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu Chowk Rupani, Bhavnagar-364001, Gujarat, India.

Ventures Promoted by our Promoter:

1) Narendrasinh Jesingbhai Chauhan (HUF)

2) Jesingbhai Jewellers

For further details relating to Narendrasinh Chauhan, including terms of appointment as our Managing Director, other directorships, please refer to the chapter titled "Our Management" beginning on page 144 of this Prospectus.



Jitendrakumar Chauhan, Promoter and Whole Time Director

Jitendrakumar Chauhan, aged 36 years, is Promoter and Whole Time Director of our Company. He has been appointed as Whole Time Director of our company w.e.f. May 02, 2018. He has completed his Secondary Education from Gujarat Secondary Education Board, Gandhinagar, Gujarat. He has more than 19 years of experience in jewellery industry. He is presently looking after financial activity in the Company.

Passport No: L3299913

Driving License: GJ04-20010107363

Voters ID: CFP3390176

Address: Plot No. 1900, Laxmi Krupa, Atabhai Road, Near Shashiprabhu

Chowk Rupani, Bhavnagar-364001, Gujarat, India.

Ventures Promoted by our Promoter:

1) Narendrasinh Jesingbhai Chauhan (HUF)

2) Jesingbhai Jewellers

For further details relating to Jitendrakumar Chauhan, including terms of appointment as our Whole Time Director, other directorships, please refer to the chapter titled "Our Management" beginning on page 144 of this Prospectus.



DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Prospectus with it.

INTEREST OF PROMOTERS

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our Promoters in our Company, please refer "Capital Structure" on page 77 of this Prospectus.

As on the date of this Prospectus, our company do not have any Group Company.

Our Promoters are the Directors of our company and may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For details, refer to the chapter titled "Our Management", "Financial Statements" and "Capital Structure" beginning on pages 144, 166 and 77 respectively of this Prospectus.

Except as mentioned in the chapter titled "Our Business" under "Land & Property", our Promoters do not have any interest in any property acquired or proposed to be acquired by our company in a period of two years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

Except as stated otherwise in the chapter titled "Related Party Transactions" on page 164 of this Prospectus, there have been no payments or benefits to the Promoters during the two years prior to filing of this Prospectus.

LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, refer "Outstanding Litigation and Material Developments" on page 187 of this Prospectus.

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in the chapter titled "Our Promoter and Promoter Group" and Our "Group Companies" beginning on page 159 and 163, of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests / other interests.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoters and Promoter Group, please refer to chapter titled "*Related Party Transactions*" on page 164 of this Prospectus.

Except as stated in "Related Party Transactions" beginning on page 164 of this Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

A. Natural Persons who are part of the Promoter Group:

Relationship with Promoter	Narendrasinh Chauhan	Jitendrakumar Chauhan	
Father	Jesingbhai Chauhan	Jesingbhai Chauhan	
Mother	Devkunvarben Chauhan	Devkunvarben Chauhan	
Brother	Jitendrakumar Chauhan	Narendrasinh Chauhan	
Sistem(a)	Jagrutiben Parmar	Jagrutiben Parmar	
Sister(s)	Jayshree Gohil	Jayshree Gohil	



	Kavita Gohil	Kavita Gohil	
Spouse	Jagrutiben Chauhan	Kajalben Chauhan	
Daughter	Shreya Chauhan	Prisha Chauhan	
Son	Soham Chauhan Aditya Chauhan		
Spouse's Father	Ashokkumar Parmar	Ashokkumar Parmar	
Spouse's Mother	Vilasben Parmar	Vilasben Parmar	
Spouse's Brother	Rahul Parmar Rahul Parmar		
	Kajalben Chauhan	Jagrutiben Chauhan	
Spouse's Sister(s)	Kavitaben Chavda*	Kavitaben Chavda*	
	Jignashaben Solanki	Jignashaben Solanki	

^{*}Our Company has issued letter dated October 10, 2018 to Kavitaben Chavda, relative of our promoters, asking for details of entity(ies) in which she severally or jointly may have an interest along with the personal documents for identification of promoter group. However, we have not received any reply from Kavitaben Chavda. Therefore, the disclosures made in this Prospectus are limited to the extent of information that has been made available by our Promoters in relation to Promoter Group.

B. Companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:

- 1. Jesingbhai Jewellers- partnership firm of Narendrasinh Chauhan, Jitendrakumar Chauhan and Jesingbhai Chauhan
- 2. Vidhi Trading and Advisory LLP (Require Balance Sheet of LLP)
- 3. Jesingbhai Haribhai Chauhan (HUF)
- 4. Narendrasinh Jesingbhai Chauhan (HUF)
- 5. Jitendrakumar Jesingbhai Chauhan (HUF)
- 6. Ashokkumar Parmar (HUF)
- 7. Ranjitsinh Solanki (HUF)
- 8. Zanzarpark Party Plot
- 9. Jewel Art
- 10. Gurukrupa Lodge
- 11. Niskha Jewellers
- 12. Rajshree Xerox
- C. All persons who are not relatives but whose shareholding is aggregated pursuant to Regulation 2(1)(zb)(v) of the SEBI (ICDR) Regulations, 2009, for the purpose of disclosing in the Prospectus under the heading "shareholding of the promoter group":
 - 1. Ranjitsinh Solanki

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Except as stated below, none of our promoters are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of the Promoter	Name of the Director	Relationship
Narendrasinh Chauhan	Jagrutiben Chauhan	Spouse



	Jitendrakumar Chauhan	Brother
L'andrelesses Charles	Kajal Chauhan	Spouse
Jitendrakumar Chauhan	Narendrasinh Chauhan	Brother

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEAR

Our Promoters have not disassociated themselves from any entities/firms during preceding three years.

CHANGES IN CONTROL

Since the incorporation of our Company, there has been no change in the management or control of our Company.

CONFIRMATIONS

Our Company, our Promoters and members of promoter group are not Wilful Defaulters and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters and members of the Promoter Group 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.

Our Promoters are not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "Related Party Transactions" on page 164 of this Prospectus, our Promoters are not related to any of the sundry debtors nor to the beneficiaries of Loans and Advances given by/to our Company.

DEFUNCT/STRUCK-OFF COMPANY

As on the date of this Prospectus, our Company does not have any Group Company.



OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of 'Group Company', our Company has considered companies as covered under the applicable accounting standards, being Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. In the above mentioned scenario, our Company does not have any Group Company.



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXVIII of restated financial statement under the Section titled, 'Financial Statements' beginning on page 166 of this Prospectus.



DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years and till May 31, 2018.

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.



SECTION V – FINANCIAL STATEMENTS

FINANCIAL STATEMENTS AS RESTATED

Particulars	Page No
Restated Financial Statements	F-1 to F-44

Independent Auditor's Report for the Restated Financial Statements of Shubhlaxmi Jewel Art Limited

Report of Auditors on the Restated Financial Information of Shubhlaxmi Jewel Art Limited for each of the period / years ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014.

The Board of Directors Shubhlaxmi Jewel Art Limited Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar - 364002, Gujarat, India

Dear Sir,

We, N. K. Aswani& Co., have examined the attached Restated Statement of Assets and Liabilities of Shubhlaxmi Jewel Art Limited(the "Company") as at May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2016, March 31, 2015 & March 31, 2014 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the years / period ended as at May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014, annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "Restated Summary Statements"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in Emerge Platform of NSE Limited.

- 1. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013("Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE.("**IPO**" or "**SME IPO**"); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").
- 2. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year / period ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014.
- 3. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The "Statement of Assets and Liabilities as Restated" as set out in Annexure I to this report, of the Company as at May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV(A) to this Report.

- (ii) The "Statement of Profit and Loss as Restated" as set out in Annexure II to this report, of the Company for the years / period ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV(A)to this Report.
- (iii) The "Statement of Cash Flow as Restated" as set out in Annexure III to this report, of the Company for the years / period ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV(A)to this Report.
- 4. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra ordinary items that need to be disclosed separately in the accounts and requiring adjustment
 - d) There are no audit qualification in the Audit Reports issued by the statutory auditor for the period ended on May 31, 2018 and in the Tax Audit Reports issued by the Tax Auditor for the Year ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014, which would require adjustment in the restated financial statements of the company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV(A)**to this report.
 - 5. Audit for the financial year ended on May 31, 2018, May 01, 2018, and March 31, 2018 was conducted by M/s Sanghavi & Company and Audit for the Financial Year ended on March 31, 2017March 31, 2016, March 31, 2015& March 31, 2014 was conducted by M/s Ashok Bajaj & Co. Accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the year / period ended on May 31, 2018, May 01, 2018, March 31, 2018 have been re-audited by us as per the relevant guidelines.
- 6. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year / period ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2016, March 31, 2015 & March 31, 2014 proposed to be included in the Draft Prospectus/ Prospectus("Offer Document").

Annexure of Restated Financial Statements of the Company:-

- a. Significant Accounting Policies and Notes to Accounts as restated in Annexure IV(A);
- b. Reconciliation of Restated Profit as appearing in Annexure IV(B) to this report.
- c. Details of Share Capital as Restated as appearing in Annexure V to this report;
- d. Details of Reserves and Surplus as Restated as appearing in Annexure VI to this report;
- e. Details of Long Term Borrowings as Restated as appearing in Annexure VII to this report;
- f. Nature of Security and Terms of Repayment for Long term Borrowings as appearing in Annexure VIII to this report
- g. Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure IX to this report;
- h. Details of Long Term Provision as Restated as appearing in Annexure X to this report;
- i. Details of Short Term Borrowings as Restated as appearing in Annexure XI to this report;
- j. Nature of Security and Terms of Repayment for Short term Borrowings as appearing in Annexure XII to this report;
- k. Details of Trade Payables as Restated as appearing in Annexure XIII to this report;
- 1. Details of Other Current Liabilities as Restated as appearing in Annexure XIV to this report;
- m. Details of Short Term Provisions as Restated as appearing in Annexure XV to this report;
- n. Details of Fixed Assets as Restated as appearing in Annexure XVI to this report;
- o. Details of Non-Current Investments as Restated as appearing in Annexure XVII to this report;
- p. Details of Long Term Loans & Advances as Restated as appearing in Annexure XVIII to this report;
- q. Details of Inventories as Restated as appearing in Annexure XIX to this report;
- r. Details of Trade Receivables as Restated enclosed as Annexure XX to this report;
- s. Details of Cash and Cash Equivalents as Restated enclosed as Annexure XXI to this report;
- t. Details of Short Term Loans & Advances as Restated as appearing in Annexure XXII to this report;
- u. Details of Revenue from operations as Restated as appearing in Annexure XXIII to this report;
- v. Details of Other Income as Restated as appearing in Annexure XXIV to this report;
- w. Details of Employee Benefit Expenses as Restated as appearing in Annexure XXV to this report;
- x. Details of Finance cost as Restated as appearing in Annexure XXVI to this report;
- y. Details of Other Expense as Restated as appearing in Annexure XXVII to this report;
- z. Details of Related Parties Transactions as Restated as appearing in Annexure XXVIII to this report;
- aa. Details of Summary of Accounting Ratios as Restated as appearing in Annexure XXIX to this report
- bb. Capitalization Statement as Restated as at March 31, 2018 as appearing in Annexure XXX to this report;
- cc. Statement of Tax Shelters as Restated as appearing in Annexure XXXI to this report;
- 7. We, N. K. Aswani & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
- 8. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

- 9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
- 10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 11. In our opinion, the above financial information contained in Annexure I to XXX of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out in Annexure IV(A) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
- 12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For, N. K. Aswani & Co. Chartered Accountants

Firm Registeration No.: 100738W

Sd/-

N. K. Aswani & Co. Proprietor

Membership No.: 033278 Date: October 6, 2018 Place: Ahmedabad

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

Particulars	As at May 31, 2018	As at May1, 2018	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
I. EQUITY AND LIABILITIES							
1. Shareholders' funds							
(a) Share capital	580.00	583.63	554.89	400.80	326.16	396.15	291.52
(b) Reserves and surplus	3.70	-	-	-	-	1	1
Sub-Total	583.70	583.63	554.89	400.80	326.16	396.15	291.52
2. Share application money pending allotment	-	-	-				
Sub-Total	-	-	-	-	-	•	•
3. Non Current Liabilities							
(a) Long-term borrowings	295.92	251.02	370.82	239.65	289.92	221.83	269.69
(b) Deferred tax liabilities (Net)	3.64	4.93	5.41	2.87	2.74	0.87	1.52
(c) Other Non Current Liabilities	-	-	-	-	-	-	-
(d) Long-term Provisions	2.45	2.42	2.39	2.02	1.60	0.92	0.16
Sub-Total	302.01	258.37	378.62	244.54	294.26	223.62	271.37
4. Current liabilities							
(a) Short-term borrowings	522.36	591.60	497.99	592.26	594.92	489.67	246.90
(b) Trade payables	104.58	115.25	120.03	88.01	108.39	141.33	340.37
(c) Other current liabilities	249.35	229.46	223.44	153.77	216.77	273.01	36.69
(d) Short-term provisions	11.03	11.30	6.98	0.79	2.92	0.30	1.45
Sub-Total	887.32	947.61	848.44	834.83	923.00	904.31	625.41
TOTAL	1773.03	1789.61	1781.95	1480.17	1543.42	1524.08	1188.30
II. ASSETS							
1. Non-current assets							
(a) Fixed assets	246.78	248.49	248.44	265.97	295.25	300.31	338.03
(i) Tangible Assets	246.78	248.49	248.44	265.97	295.25	300.31	338.03
(ii)Intangible Assets	-	-	-	-	-	-	•
(iii)Capital Work in Progress	-	-	-	-	-	-	-
(iv) Intangible assets Under Development	-	-	-	-	-	-	•
(b) Non-current investments	-	-	-	-	-	-	-
(c) Deferred tax assets (net)	-	-	-	-	-	-	-
(d) Long-term loans and advances	7.71	7.72	7.71	6.93	6.90	6.66	6.47
(e) Other Non Current Assets	-	-	-	-	-	-	-
Sub-Total	254.49	256.21	256.15	272.90	302.15	306.97	344.50
2. Current assets							
(a) Current investments	-	-	-	-	-	•	1
(b) Inventories	1323.72	1334.92	1326.29	1053.80	1090.15	1022.59	645.79
(c) Trade receivables	111.74	156.17	116.36	111.21	114.87	133.23	160.56
(d) Cash and cash equivalents	37.87	8.15	7.87	9.01	6.12	25.83	8.28
(e) Short-term loans and advances	45.21	34.16	75.28	33.25	30.13	35.46	29.17
(f) Other Current Assets	-	-	-	-	-	-	-
Sub-Total	1518.54	1533.40	1525.80	1207.27	1241.27	1217.11	843.80
TOTAL	1773.03	1789.61	1781.95	1480.17	1543.42	1524.08	1188.30

STATEMENT OF PROFIT AND LOSS AS RESTATED

Particulars	For the year ended May31,	For the year ended May 01,	For the year ended March	For the year ended March	For the year ended March	For the year ended March	For the year ended March
ID 6	2018	2018	31, 2018	31, 2017	31, 2016	31, 2015	31, 2014
I.Revenue from operations II.Other income	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78
	0.87 203.57	2.17 408.75	5.88 4684.91	15.16 4343.54	0.54 4743.38	1.14 4514.00	6.79 697.57
III. Total Revenue (I + II)	203.57	408.75	4084.91	4343.54	4/43.38	4514.00	097.57
IV. Expenses: Cost of materials consumed							
Purchases of Stock-in-Trade	164.43	369.98	4544.44	3940.12	4385.90	4391.43	1270.89
Changes in inventories of Stock-	11.17		(272.50)				
in-Trade		(8.61)	` '	36.35	(67.55)	(376.79)	(645.80)
Employee benefits expense	5.14	4.45	55.52	28.16	35.16	35.69	5.89
Finance costs	6.81	9.17	115.49	136.60	161.47	137.96	16.95
Depreciation and amortization expense	1.86	1.92	21.71	31.49	29.20	44.85	11.37
Other expenses	10.97	15.74	183.00	76.63	145.48	89.20	33.39
Total expenses	200.38	392.65	4557.66	4249.35	4689.66	4322.34	692.69
V. Profit before exceptional and extraordinary items and tax (III-IV)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
VI. Exceptional items	-	-	-	-	-	-	-
VII. Profit before extraordinary items and tax (V - VI)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
VIII. Extraordinary Items-	-	-	-	-	-	-	-
IX. Profit before tax (VII- VIII)	3.19	16.10	127.25	94.19	53.72	191.66	4.88
X. Tax expense:							
(1) Current tax	0.78	4.95	42.28	29.25	15.07	63.09	0.93
(2) MAT Credit	-	1	-	-	-	-	(0.92)
(3) Deferred tax	(1.29)	(0.48)	2.54	0.14	1.87	(0.65)	1.52
(4) Current tax expense relating to prior years	-	1	1	1	-	-	-
XI. Profit (Loss) for the period from continuing operations (VII- VIII)	3.70	11.63	82.43	64.80	36.78	129.22	3.35
XII. Profit/(loss) from discontinuing operations	-	-	-	-			-
XIII. Tax expense of discontinuing operations	-	-	-	-	1	1	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)	3.70	11.63	82.43	64.80	36.78	129.22	3.35
XVI Earnings per equity share:							
(1) Basic & Diluted	0.06	0.20	1.42	1.12	0.63	2.23	0.06
(2) Diluted	0.06	0.20	1.42	1.12	0.63	2.23	0.06

STATEMENT OF CASH FLOW AS RESTATED

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
CASH FLOW FROM OPERATING ACTIVITIES							
Restated Net profit Before Tax and Extraordinary Items	3.19	16.10	127.25	94.19	53.72	191.66	4.88
Adjustments For:							
Depreciation	1.86	1.92	21.71	31.49	29.20	44.85	11.37
Preliminary Expenses	-	-	-	-	-	-	-
(Interest Received)	-	-	(2.49)	(14.58)	-	(0.05)	-
Dividend Received	1	-	1	-	I	1	-
Gratuity Provision	0.03	0.03	0.38	0.43	0.70	0.77	0.16
Net (Gain)/Loss on Foreign Currencies	-	-	-	-	-	-	-
Net (Gain)/ Loss on Sales of Investments	-	-	1	ı	ı	1	-
Rental Income	-		-	-	-	-	-
Interest and Finance Charges	6.81	9.17	115.49	136.60	161.48	137.97	16.95
Operating Profit before working capital changes	11.89	27.22	262.34	248.13	245.10	375.20	33.36
Adjustment For:							
Decrease/(Increase) in Inventories	11.17	(8.61)	(272.50)	36.35	(67.55)	(376.79)	(645.80)
Decrease/(Increase) in Trade receivables	44.43	(39.81)	(5.15)	3.66	18.36	27.32	(160.56)
(Decrease)/Increase in Short Term Loan &Advances'	(11.04)	41.12	(42.03)	(3.12)	5.33	(6.29)	(29.17)
Decrease/(Increase) in Other Current Assets		1	1	1	1	1	1
Decrease/(Increase) in Other Non Current Assets	1	1	I	ı	I	I	1
(Decrease)/Increase in Trade Payables	(10.67)	(4.79)	32.03	(20.38)	(32.94)	(199.04)	340.37
(Decrease)/Increase in Other Current Liabilities	10.37	5.87	40.51	(85.30)	91.60	71.02	36.69
(Decrease)/Increase in Short Term Provisions	(0.26)	4.32	6.19	(2.14)	2.61	(1.16)	1.45
(Decrease)/Increase in Other Non current Provision	-	-	-	-	-	-	-
(Decrease)/Increase in Other Non current Liabilities	1	1	ı	ı	ı	ı	ı
Cash Generated from Operations	55.89	25.32	21.39	177.20	262.51	(109.74)	(423.66)
Less : Taxes Paid	0.78	4.95	42.28	29.25	15.07	63.09	-
Net Cash From /(Used In) Operating Activities (A)	55.11	20.37	(20.89)	147.95	247.44	(172.83)	(423.66)
Cash Flow From Investing Activities							
Purchase/Sale Of Fixed Assets /Capital/ Work in Progress	(0.14)	(1.98)	(4.17)	(2.21)	(24.14)	(7.13)	(349.40)
Decrease/(Increase) in Non Current investments	-	-	-	-	-	-	-

Decrease/(Increase) in Long term Loans & Advances	-	-	(0.79)	(0.03)	(0.25)	(0.19)	(6.47)
Other Statutory Adjustments	-	1	-	-	-	-	-
Net gain / loss on Sale of Investments	-	-	-	-	-	-	-
Interest Received	-	-	2.49	14.58	-	0.05	-
Dividend Received	1	1	1	-	-	-	-
Rental Received	-	1	1	-	-	-	-
Net Cash From /(Used In) Investing Activities (B)	(0.14)	(1.98)	(2.47)	12.34	(24.39)	(7.27)	(355.87)
Cash Flow From Financing Activities	-	1	1	-	-	-	-
Change in Capital / Alteration in Capital / Proceeds from Issue of Shares	(3.63)	17.11	71.66	9.84	(106.77)	(24.58)	288.17
Security Premium	-	-	-	-	-	-	-
Interest & Finance Charges	(6.81)	(9.17)	(115.49)	(136.60)	(161.48)	(137.97)	(16.95)
Proceeds / (Repayments) of Share Application Money	-	1	1	-	-	-	-
(Decrease)/Increase in Short Term Borrowing	(69.23)	93.60	(94.28)	(2.66)	105.24	242.76	246.90
(Decrease)/Increase in Long Term Borrowing	54.42	(119.65)	160.33	(27.98)	(79.75)	117.44	269.69
Share Issue Expenses	ı	-	ı	-	-	-	-
Prelimanary Expenses	-	-	-	-	-	-	-
Net gain / loss on Foreign Exchanges	-	1	1	-	-	-	-
Net Cash From Financing Activities (c)	(25.25)	(18.10)	22.22	(157.40)	(242.76)	197.65	787.81
Net Increase / (Decrease) in Cash (A)+(B)+(C)	29.72	0.29	(1.14)	2.89	(19.71)	17.55	8.28
Cash and Cash equivalents at the beginning of the year	8.15	7.87	9.01	6.12	25.83	8.28	-
Cash and Cash equivalents at the end of the year	37.87	8.15	7.87	9.01	6.12	25.83	8.28

I. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Satements"

II. Figures in Brackets represent outflows

III. The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I,II, IV(A) respectively.

Significant Accounting Policies and Notes to Accounts

(A) Corporate Information:

Shubhlaxmi Jewel Art Limited was originally formed and registered as a partnership firm on July 30, 2013 at Bhavnagar, Gujarat under the Indian Partnership Act, 1932 bearing Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" pursuant to a Deed of Partnership dated June 10, 2013 entered between Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently, pursuant to Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were introduced to the existing Partnership Firm. Further, the aforementioned partnership firm was converted into a Public Limited Company under Chapter XXI of the Companies Act, 2013 in the name of "Shubhlaxmi Jewel Art Limited" and obtained a Certificate of Incorporation issued by the Registrar of Companies (Central Registration Centre) dated May 02, 2018. The Corporate Identification Number of the Company is U74999GJ2018PLC102121.

(B) Basis of Preparation:

The Restated Summary Statements of Assets and Liabilities of the Company as atMay 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014 and the related Restated Summary Statements of Profits and Losses and Cash Flows Statement for the years / period ended on May 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014, have been complied by management from the financial statements of the company for the period ended onMay 31, 2018, May 01, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 & March 31, 2014.

"The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 1, 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).

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized."

(C) Significant Accounting Policies:

(a) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Fixed Assets:

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation. CENVAT credit availed but not adjusted against excise duty payment is treated as CENVAT credit receivable and shown under 'Loans and Advances''. Fixed assets on which CENVAT credit is not availed is shown at full value.

(c) Depreciation:

Up to March 31, 2014 depreciation on fixed assets is provided on Written Down Value(WDV) Method.at the rate and manner prescribed in schedule XIV of the Companies Act, 1956 over their useful life. w.e.f April 1, 2014 depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013 except non charging of 100% depreciation on assets costing below Rs. 5000/-. The carrying amount as on April 1, 2014 is depreciated over the balance useful life of asset.

Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on prorata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition / installation or date of sale / disposal.

(d) Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales comprises sale of goods and services, net of trade discounts and include exchange differences arising on sales transactions.

(D) Foreign Currency Transactions:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account.

(E) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(F) Inventories:

Inventories are valued at cost or net relizable value which ever is lower.Cost of Raw material includes value of goods & transport & any other incidental expanse incurred to procure the inventory.Cost of Raw material is determined on a first in first out basis .

Cost of finished goods includes cost of raw material consumed & any other direct expanse incidental to manufacturing of goods

(G) Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligations, other than the contribution payable to the provident fund.

(H) Taxation:

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Differed Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

(I) Borrowing Cost:

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production

of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(J) Segment Reporting:

The Company is engaged in the business of trading & third party manufacturing of gold ornament, gold bar, silver ornaments, gold jewellery and diamond jewellery of various designs / specification. Considering the nature of the business of the organization, Segment Reporting is not applicable to the company.

(K) Provisions and ContigentLiabilities:

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(Amount in Lakhs)

Particulars	As at May 31, 2018	As at May 01, 2018	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
(a) Bank Guarantee/LC	Nil	Nil	Nil	Nil	Nil	Nil	Nil
issued by Bank							
(b) Claim against company not acknowledge as	Nil	Nil	Nil	Nil	Nil	Nil	Nil
debt.s							

(L) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

RECONCILIATION OF RESTATED PROFIT

ANNEXURE IV(B)

(Amount in Lakhs)

Adjustments for	As at May 31, 2018	As at May 01, 2018	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
Net profit/(loss) after tax as per audited statement of profit & loss	3.23	15.89	120.38	93.06	46.75	195.59	12.23
Adjustments for:	3.23	13.69	120.36	93.00	40.73	193.39	12.23
Gratuity Provisions	(0.03)	(0.03)	(0.38)	(0.43)	(0.70)	(0.77)	(0.16)
Increase/ decrease in Exp (Note: 1)	-	-	0.47	1.03	(0.06)	(0.18)	-
Excess / Short Provision for Tax (Note: 2)	(0.78)	(4.95)	(42.28)	(29.25)	(15.07)	(63.09)	(0.93)
Difference in Depreciation	(0.01)	0.23	6.78	0.53	7.71	(2.98)	(7.19)
Provision for MAT Credit Entitlement (Note : 2)	-	-	-	-	-	-	0.92
Deffered Tax Assets/Liability Provision (Note : 3)	1.29	0.48	(2.54)	(0.14)	(1.87)	0.65	(1.52)
Net profit/ (loss) after tax as restated	3.70	11.63	82.43	64.80	36.78	129.22	3.35

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective years .

Adjustments having impact on Profit:

Note: 1

Amounts relating to the prior period &Other incomes/Exp have been adjusted in the year to which the same relates to & Under which head the same relates to.

Note: 2

The company has provided Excess or Short Provision in the year in which the income tax return has been filled. But in restated account, the company has provided Excess or Short Provision in the year to which it relates.

Note: 3

There is change in Deffered Tax Assets / Liabilities as per Audited Books of Accounts and as per Restated Books and the same has been given effect in the year to which the same relates.

To give Explanatory Notes regarding Adjustments

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009.

Above mentioned adjustments have been made on the basis of data made available to us by the Company.

DETAILS OF SHARE CAPITAL AS RESTATED

1. Statement of Share Capital

ANNEXURE-V (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Authorised							
85,00,000 Equity shares of Rs. 10/- each	850.00	1	-	1	1	1	-
Issued , Subscribed and Fully paid up Capital							
58,00,000 Equity shares of Rs. 10/- each Fully paid	580.00	-	-	-	-	-	-
Partner's Capital							
Opening Balance	-	554.89	400.80	326.16	396.15	291.52	-
Add: Fresh Capital Introduced During the year / period	-	33.00	276.43	27.72	92.66	48.28	491.16
Add: Inerest on Capital	-	-	-	19.30	34.87	36.42	6.66
Add: Remuneration to Partners	-	-	-	-	12	15.00	-
Add: Share of Profit	-	11.63	82.43	64.80	36.78	129.22	3.35
Less: Capital Withdrawn during the year / period	-	15.89	204.78	37.18	246.30	124.29	209.65
Total	580.00	583.63	554.89	400.80	326.16	396.15	291.52

Terms/rights attached to equity shares:

• During the FY 2018-19 company has issued and allotted 58,00,000 Equity shares of Rs.10/- each(Face Value) by converting Partner's Capital as at May 01,2018 into Eqity Share Capital on account of conversion of Partnership firm into the Company under Chapter XXI of the Companies Act, 2013

• Terms/rights attached to equity shares:

- 1. The company was having only one class of Equity Shares with par value of Rs. 10- per share. Each holder of Equity shares was entitled to one Vote per share.
- 2. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period

Particlaurs	As at May 31, 2018	As at May 01, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at Marc h 31, 2015	As at March 31, 2014
At the beginning of the period	-	-	1	-	1	-	-
Additional Shares Due To Change in Face Value	-	-	-	-	-	-	-
Issued during the year	5,800,000	-	-	-	-	-	-
Redeemed or bought back during the period	-	-	-	_	-	-	-
Outstanding at the end of the Period	5,800,000	-	-	-	-	-	-

3. For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	1	1	-	-	-	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	1	ı	-	-	-	1	-
Aggregate number and class of shares bought back.	-	-	-	-	-	-	-

a. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares

Holding)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Name of Shareholders	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Narendra Chauhan	2,078,140	-	-	-	-	-	-
Jitendra Chauhan	2,078,140	-	-	-	-	-	-
Jagrutiben Chauhan	794,600	-	1	-	-	-	-
Kajal Chauhan	794,600	-	-	-	-	-	_
Total	5,745,480	-	-	-	-	•	-

Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Name of Shareholders	%holding	%	%	%holding	%	%	%
		holding	holding		holding	holding	holding
Narendra Chauhan	35.83%	-	-	-	-	-	-
Jitendra Chauhan	35.83%	-	-	-	-	-	-
Jagrutiben Chauhan	13.70%	-	-	-	-	-	-
Kajal Chauhan	13.70%	-	-	-	-	-	-
Total	99.06%	-	-	-	-	-	-

Notes:

The Company was Incorporated on dated May 02, 2018 by converting partnership firm into company under Chapter XXI of the Companies Act, 2013, Therefore the details of share for the earlier financial year is not mentioned.

DETAILS OF RESERVES AND SURPLUS AS RESTATED

ANNEXURE-VI (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
A. Security premium account							
Opening Balance	-	-	-	-	-	-	-
Add: Securities premium accounts credited on account of share issue	-	-	-	-	-	-	-
Less : Deletion for issue of Bonus Shares	-	-	-	-	-	-	-
Closing Balance	-	-	-	-	-	-	-
B. Profit loss account							
Opening Balance	-	-	-	-	-	-	-
Add: Net Profit/(Loss) for the year	3.70	11.63	82.43	64.80	36.78	129.22	3.35
Less: Share of Profit / (Loss) transferred to Partner's Capital Account	-	(11.63)	(82.43)	(64.80)	(36.78)	(129.22)	(3.35)
Less: Other Adjustments	-	-	-	-	-	-	-
Closing Balance	-	-	-	-	-	-	-
			-	-	-	-	-
Total A+B	3.70	-	-	-	-	-	-

Notes:

- 1. The figures disclosed above are based on the Usnconsolidated restated summary statement of assets and liabilities of the Company
- 2. The above statement should be read with the notes to Unconsolidated restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I,II and III.

DETAILS OF LONG TERM BORROWINGS AS RESTATED

ANNEXURE-VII (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
A1. From Banks (Secured)							
ICICI Bank Loan-1	1.43	1.27	1.44	3.30	5.53	-	-
ICICI Bank Loan-2	0.37	0.96	0.53	2.30	4.05	-	-
Kotak Bank Loan-1	124.5 3	131.6 5	133.04	147.90	161.60	17.35	-
Kotak Bank Loan-2	70.20	71.75	73.27	-	-	-	-
A2. From NBFC(Secured)							
A3. From Banks (UnSecured)							_

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Kotak Bank Loan - 3	27.46	33.58	36.77	-	-	-	-
Total	223.9 9	239.2 1	245.04	153.51	171.18	17.35	-
B. From Other Parties (Unsecured)	-	-	-	-	-	-	-
B1. From Promoter / Promoter Group / Group Companies / Other Related Parties							
Loan From Directors / Promoters							
Jesingbhai Jewellers	1	-	1	56.47	100.53	172.88	269.88
JesingbhaiHaribhai Chauhan		-	-	-	-	18.60	-
Narendra Chauhan	35.82	3.33	13.42	-	-	-	-
Jitendra Chauhan	31.81	2.71	12.57	-	-	-	-
Jagrutiben Chauhan	1.82	2.53	1.67	-	-	-	-
Kajalben Chauhan	2.32	3.03	1.67	-	-	-	-
Ranjitsinh Solanki	0.06	0.07	0.04	-	-	-	-
Jignasha Solanki	0.06	0.07	0.04	-	-	-	-
VilasbenParmar	0.05	0.06	0.03	-	-	-	-
B2. From Financial Institutions							
B3. Others							
Gyanchand Hundaldas	-	-	-	-	3.00	3.00	-
Shrichand Nichaldas	-	-	-	-	5.00	5.00	-
Tarachand Ramchand Rajai	-	-	-	5.22	5.22	5.00	-
Kishorbhai Kantilal Shah	-	-	-	-	5.00	-	-
Amateur computext	-	-	-	5.19	-	-	-
Anantray v shah	-	-	5.08	5.08	-	-	-
Check mate consultancy	-	-	-	5.19	-	-	-
Dasharathsinh Prabhatsinh Zala	-	-	-	5.00	-	-	-
Kailashben Rajabhai Bhandari	-	-	4.16	4.00	-	-	-
Anitaben Darpanbhai	-	-	2.00	-	-	-	-
Vikrambhai Parmar	-	-	36.29	-	-	-	-
Vashrambhai Kabubhai Khasia	-	-	7.55	-	-	-	-
Chandrikaben Hariyani	-	-	2.01	-	-	-	-
Karansinh Raijada	-	-	8.87	-	-	-	-
Manharlal H Shah	-	-	2.00	-	-	-	-

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Subham Associates	-	-	28.38	-	1	-	-
Inter Corporate Deposits	-	1	1	1	1	1	-
Total	71.93	11.80	125.78	86.14	118.74	204.48	269.69
Total A+B	295.9 2	251.0 2	370.82	239.65	289.92	221.83	269.69

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES

ANNEXURE VIII

Sr. No	Lender	Nature of facility	Amount Sanctio ned	Amount outstan ding as at May 31, 2018	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
1	ICICI BANK- 1	Car Loan	Rs. 10.50/- Lakhs	Rs.2.99 lakhs	9.37% p.a	Repayble in 60 monthly installment out of which first advance EMI of Rs. 36,980/-, further next 11 installment of Rs. 36,980/-each, next 12 installment of Rs. 25,866/-each, next 12 installment of Rs. 18,120/- each, next 12 installment of Rs. 12,684/- each, next 11 installment of Rs. 8,879/- each & last installment of Rs. 6,811.80/-	Hypothication of Car Purchased through Loan.
2	ICICI BANK- 2	Car Loan	Rs. 9.58/- Lakhs	Rs.2.05 Lakhs	10.00% p.a	Repayable In 60 monthly installment out of which first advance EMI of Rs. 34,085/-, further next 11 installment of Rs.34,085/- each, next 12 installment of Rs. 23,860/- each, further next 12 installment of Rs. 16,702/- each, next 12 installment of Rs. 11,691/- each, next 11 installment of Rs. 8,184/- each & Last Installment of Rs. 5,689/-	Hypothication of Car Purchased through Loan.

3	KOTA K Bank Loan-1	Term Loan	Rs. 182.65 Lakhs	Rs. 145.41 lakhs	8.65% p.a.	Repayable in Rs.2,70,566/- in 120 monthly installments	Security / Principal terms and conditions: Mortage Sale deed of Immovable Property: -Showroom of Shubhlaxmi Jewellers situated at G.F. Showroom no.1, D & L Exceluscomplex, Wagha wadi road, Bhavanagar, Gujarat - House of Jesingbhai H. Chauhan situated at Shubh Party Plot, Survey no. 11, VillBudhel, Ta. & Dist. Bhavnagar, Gujarat
4	KOTA K Bank Loan-2	Term Loan	Rs. 100/- Lakhs	Rs. 87.85 lakhs	Basic Rate 8.40% + MCLR 0.85% i.e. 9.25% p.a.	Repayable in 60 monthly installments consist of first 59 installment of Rs Rs.2,08,799/- and last installment of Rs.2,45,770 /-	I Primary Security: First and exclusive charge on all existing and future current and movable fixed assets of the borrower II Collateral Security: Registered mortage over following properties along with cross collateral of group firm of Jesingbhai Jewellers with reference of sanction letter BBA- WC/0891/F/89977740/01 -Plot no.1900/A & 1900/B, Opp, Shanti prime apartment, nr. ShashiPrabhuchowk, bhavanagar Owned by Jesingbhai Jewellers -G.F. Showroom no.1, D & L Exceluscomplex,Wagha wadi road, Bhavanagar Owned by Shubhlaxmi Jewellers -S.N. 2626, 2631/p, Nanavati Bazar, Bhavnagar,Gujarat Owned by Jesing Chauhan, Jagruti Chauhan, Kajal Chauhan -Shubh Party Plot, Survey No-11, Bhavnagar Owned By Jesingbhai Chauhan III Personal Guarantee: Jesingbhai Chauhan, Jitendra Chauhan

			Jesingbhai Jewellers
			V Other Variable
			Conditions:
			The Borrower agrees
			declares and confirms
			that none of the partners
			is a director or specified
			near relation of a director
			of a banking company

(Amount in Lakhs)

Kotak Bank Loan – 3						
		A	s at			
Particulars	May 31, 2018	May 1, 2018	March 31, 2018			
Rate of Interest	15.95%	15.95%	15.95%			
Opening Balance Cr/(Dr)	67.04	69.80	-			
Amount Received / Credited	-	-	75.00			
Interest on Loan	0.89	0.93	2.16			
Amount Repaid / Adjusted	3.68	3.68	7.36			
Outstanding Amount	64.26	67.04	69.80			
Terms of Repayment: Repayable on 24 Equal Monthly Installments of Rs. 3,68,000/- Eac						

Narendra Chauhan						
	As at					
Particulars	May 31, 2018	May 1, 2018	March 31, 2018			
Rate of Interest	Nil	Nil	Nil			
Opening Balance Cr/(Dr)	3.33	13.42	-			
Amount Received / Credited	32.49	-	13.42			
Interest on Loan	-	-	-			
Amount Repaid / Adjusted	-	10.09	-			
Outstanding Amount	35.82	3.33	13.42			
Terms of Repayment:	Repayble on Demand					

Jitendra Chauhan						
		As at				
	May 31, May 1, March 31,					
Particulars	2018	2018	2018			
Rate of Interest	Nil	Nil	Nil			
Opening Balance Cr/(Dr)	2.71	12.57	-			
Amount Received / Credited	29.09	1	12.57			
Interest on Loan	-	1	ı			
Amount Repaid / Adjusted	-	9.86	-			
Outstanding Amount	31.81	2.71	12.57			
Terms of Repayment:	Repayble on Demand					

Jagrutiben Chauhan							
	As at						
Particulars	May 31, 2018	May 1, 2018	March 31, 2018				
Rate of Interest	Nil	Nil	Nil				
Opening Balance Cr/(Dr)	2.53	1.67					
Amount Received / Credited	-	0.86	1.67				
Interest on Loan	-	-					
Amount Repaid / Adjusted	0.71	1	1				
Outstanding Amount	1.82	2.53	1.67				
Terms of Repayment:	Repayble on Demand						

Kajal Chauhan						
	As at					
Particulars	May 31, 2018	May 1, 2018	March 31, 2018			
Rate of Interest	Nil	Nil	Nil			
Opening Balance Cr/(Dr)	3.03	1.67	-			
Amount Received / Credited	-	1.36	1.67			
Interest on Loan	-	1	-			
Amount Repaid / Adjusted	0.71	1	-			
Outstanding Amount	2.32	3.03	1.67			
Terms of Repayment:	Repayble on Demand					

Ranjitsinh Solanki						
	As at					
Particulars	May 31, 2018	May 1, 2018	March 31, 2018			
Rate of Interest	Nil	Nil	Nil			
Opening Balance Cr/(Dr)	0.07	0.04	-			
Amount Received / Credited	-	0.03	0.04			
Interest on Loan	-	-	-			
Amount Repaid / Adjusted	0.02	-	-			
Outstanding Amount	0.06	0.07	0.04			
Terms of Repayment:	Repayble on Demand					

Jignasha Solanki							
	As at						
	May 31,	May 1,	March 31,				
Particulars	2018	2018	2018				
Rate of Interest	Nil	Nil	Nil				
Opening Balance Cr/(Dr)	0.07	0.04	-				
Amount Received / Credited	-	0.03	0.04				

Interest on Loan	-	-	-
Amount Repaid / Adjusted	0.02	-	-
Outstanding Amount	0.06	0.07	0.04
Terms of Repayment:	Repayble on Demand		

VilasbenParmar						
		A	s at			
Particulars	May 31, May 1, 2018 2018					
Rate of Interest	Nil	Nil	Nil			
Opening Balance Cr/(Dr)	0.06	0.03	-			
Amount Received / Credited	-	0.03	0.03			
Interest on Loan	-	-	-			
Amount Repaid / Adjusted	0.01	-	-			
Outstanding Amount	0.05	0.06	0.03			
Terms of Repayment:	Repayble on Demand					

DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED

ANNEXURE IX (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
WDV As per Companies Act. 1956 / 2013	246.78	248.49	248.44	265.97	295.25	300.31	338.03
WDV As per Incometax Act, 1961	230.28	230.28	230.37	254.61	284.76	296.71	328.26
Difference in WDV	16.49	18.21	18.07	11.36	10.49	3.61	9.77
Gratuity Provision	(2.50)	(2.42)	(2.44)	(2.06)	(1.63)	(0.93)	(0.16)
Unabsorbed Dep. As per It act	-	-	-	-	-	-	(4.68)
Carry forward loss as per it act	-	-	-	-	-	-	-
Total TimmingDifferece	14.00	15.79	15.63	9.30	8.86	2.68	4.93
Tax Rate as per Income Tax	26.00	31.20	34.61	30.90	30.90	32.45	30.90
(Deffered tax assets)/ Deffered tax liability	3.64	4.93	5.41	2.87	2.74	0.87	1.52
Net deferred tax liability	3.64	4.93	5.41	2.87	2.74	0.87	1.52

Deffered Tax Assets & Liabilities Summary

(Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Opening Balance of (DTA) / DTL	4.93	5.41	2.87	2.74	0.87	1.52	-
Add: Provision for the Year	(1.29)	(0.48)	2.54	0.14	1.87	(0.65)	1.52
Closing Balance of (DTA) / DTL	3.64	4.93	5.41	2.87	2.74	0.87	1.52

DETAILS OF LONG TERM PROVISIONS AS RESTATED

ANNEXURE X (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Provision for Gratuity	2.45	2.42	2.39	2.02	1.60	0.92	0.16
Total Non Current Liabilities	2.45	2.42	2.39	2.02	1.60	0.92	0.16

DETAILS OF SHORT TERM BORROWINGS AS RESTATED

ANNEXURE XI (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Loan Repayable on Demand							
A1 From Banks							
HDFC Bank CC A/C	-	36.50	-	592.26	594.92	489.67	246.90
Kotak Bank CC A/C	522.36	555.10	497.99	-	-	-	-
Total A	522.36	591.60	497.99	592.26	594.92	489.67	246.90
A2 . Unsecured	-	-	-	-	-	-	-
Total B	-	-	-	-	-	-	-
Total A	522.36	591.60	497.99	592.26	594.92	489.67	246.90

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS ANNEXURE XII

							ANNEAUKE AII
Sr. No.	Lender	Nature of facility	Loan	Amount outstanding as at May 31, 2018	Rate of interest (%)	Repayment Terms	Security / Principal terms and conditions
	Kotak Bank	Cash Credit	Rs. 500.00 Lakhs	Rs.522.36 Lacs	Basic Rate 8.40% + MCLR 1.55% i.e. 9.95%	On Demand	First and exclusive charge on all existing and future current and movable fixed assets of the borrower I Collateral Security: Registered mortage over following properties along with cross collateral of group firm of JesingbhaiJewellers with reference of sanction letter BBA-WC/0891/F/89977740/01-Plot no.1900/A & 1900/B, Opp, Shanti prime apartment, nr. ShashiPrabhuchowk, bhavanagar Owned by JesingbhaiJewellers-G.F. Showroom no.1, D & L Exceluscomplex,Waghawadi road, Bhavanagar Owned by ShubhlaxmiJewellers -S.N. 2626, 2631/p, Nanavati Bazar, Bhavnagar,Gujarat Owned by Jesing Chauhan, Jagruti Chauhan, Kajal Chauhan -Shubh Party Plot, Survey No-11, Bhavnagar Owned By Jesingbhai Chauhan III Personal Guarantee: Jesingbhai Chauhan, Narendra Chauhan, Jitendra Chauhan, jagruti Chauhan, Kajal Chauhan IV Corporate Guarantee: JesingbhaiJewellers V Other Variable Conditions: The Borrower agrees declares and confirms that none of the partners is a director or specified near relation of a director of a banking company

DETAILS OF TRADE PAYABLES AS RESTATED

ANNEXURE XIII (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
From MSME							
Sundry Creditors for Goods							
Sundry Creditors for Capital Goods/Fixed Assets	-	-	-	-	-	-	-
Sundry Creditors for Expenses	-	-	-	1	1	1	-
From Others							
Sundry Creditors for Goods	88.59	92.49	86.60	82.13	95.30	108.13	326.09
Sundry Creditors for Expenses	15.99	22.76	33.43	5.88	13.10	33.20	14.28
Sundry Creditors for Capital Goods/Fixed Assets	-	-	-	-	-	-	-
Total	104.58	115.25	120.03	88.01	108.39	141.33	340.37

Notes

- Outstanding against Purchase / Acquisition of Capital Goods / Assets have been shown under "Sundry Creditors for Capital Goods / Fixed Assets"
- Trade Payables as on May 31, 2018 and May 01,2018 and March 31, 2018 have been taken as certified by the management of the company
- The Company has not maintained Saperate data for Transactions With MSME &Other, So in absence of such information, we are unable to report on the same.

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

ANNEXURE XIV (Amount in Lakhs)

Particlaurs	As at May	As at May	As at March	As at March	As at March	As at March	As at March
	31,	01,	31,	31,	31,	31,	31,
	2018	2018	2018	2017	2016	2015	2014
Advance received from customers	163.9	153.8					
Advance received from customers	1	2	147.62	105.87	193.78	104.01	34.30
Other Payable	6.47	6.09	6.49	7.05	3.69	0.34	1.53
Other Statutory Dues							
TDS Payable	0.34	0.46	0.38	1.06	1.82	3.33	0.81
Professional Tax Payable	0.05	0.03	0.04	0.03	0.03	0.02	0.06
Total	170.7	160.4					
Total	8	0	154.53	114.01	199.31	107.71	36.69
Current Maturities of Term							
Liabilities							
ICICI Bank Loan-1	1.57	1.88	1.86	2.23	3.11	-	-
ICICI Bank Loan-2	1.68	1.19	1.77	1.75	2.43	-	-
Kotak Bank Loan-1	20.88	15.01	14.87	13.69	11.92	165.30	-

Kotak Bank Loan-2	17.65	17.51	17.38	-	-	-	-
Kotak Bank Loan - 3	36.80	33.46	33.02	1	1	-	1
Kotak Bank Loan - 4	-	-	-	22.08	-	-	-
Total	78.58	69.06	68.91	39.75	17.46	165.30	-
Total	249.3	229.4					
Total	5	6	223.44	153.77	216.77	273.01	36.69

Notes:

-Advances Received from Customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

DETAILS OF SHORT TERM PROVISIONS AS RESTATED

ANNEXURE XV (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Provision for Direct Tax	9.18	8.40	3.45	0.59	0.00	0.00	0.93
Provision for Indirect Tax	1.52	2.60	3.26	1	2.77	0.20	-
Provision for Others	0.34	0.30	0.28	0.19	0.15	0.10	0.52
Total	11.03	11.30	6.98	0.79	2.92	0.30	1.45

Notes:

- Provision for Direct Tax have been adjusted against the Advance Tax and TDS Receivables, if any
- Provision for Audit Fees for the Period ended on May 31,2018 and May 01, 2018 have not been made

DETAILS OF FIXED ASSETS ASRESTATED

ANNEXURE XVI (Amount in Lakhs)

Particlaurs	Buildin	Land	Capita 1 WIP	Plant & Machiner	Furnitur e &	Motor Vehicle	Compute	Intangibl e	Total
	g		1 ** 11	y	Fixtures	S	1	e	
Gross Block :									
As at April 1, 2013	-	-	-	-	-	-	-	-	-
Additions / (Deletion)	258.02	-	-	6.76	77.84	-	6.79	-	349.4 0
As at	258.02	-		6.76	77.84	-	6.79	-	349.4
March 31, 2014			-						0
As at April 1, 2014	258.02	-	-	6.76	77.84	-	6.79	-	349.4
Additions / (Deletion)	-	-	-	1.75	3.33	-	2.05	-	7.13
As at March 31, 2015	258.02	-	1	8.51	81.18	-	8.84	-	356.5 3
As at April 1, 2015	258.02	-	-	8.51	81.18	-	8.84	-	356.5 3
Additions / (Deletion)	-	-	-	-	0.72	21.87	1.54	-	24.14

Particlaurs	Buildin g	Land	Capita 1 WIP	Plant & Machiner	Furnitur e &	Motor Vehicle	Compute	Intangibl e	Total
	8			y	Fixtures	S			
As at	258.02	-	-	8.51	81.90	21.87	10.38	-	380.6
March 31,									7
2016									
As at April 1, 2016	258.02	-	-	8.51	81.90	21.87	10.38	-	380.6 7
Additions / (Deletion)	-	-	-	-	2.21	-	-	-	2.21
As at March 31, 2017	258.02	-	-	8.51	84.11	21.87	10.38	-	382.8 8
As at April 1, 2017	258.02	-	-	8.51	84.11	21.87	10.38	-	382.8 8
Additions / (Deletion)	-	-	-	0.90	3.11	-	0.16	-	4.17
As at March 31, 2018	258.02	-	-	9.41	87.22	21.87	10.54	-	387.0 5
As at April 1, 2018	258.02	-	-	9.41	87.22	21.87	10.54	-	387.0 5
Additions / (Deletion)	-	-	-	0.22	0.39	-	1.37	-	1.98
As at May 1, 2018	258.02	-	-	9.62	87.60	21.87	11.91	-	389.0
As at May 2, 2018	258.02	-	-	9.62	87.60	21.87	11.91	-	389.0 3
Additions / (Deletion)	-	-	-	-	0.14	-	-	-	0.14
As at May31, 2018	258.02	-	-	9.62	87.74	21.87	11.91	-	389.1 7
Aggumlata									
Accumlate d Depreciati									
on:									
As at April 1, 2013	-	-	-	-	-	-	-	-	-
Charge for the year	5.31	-	-	0.15	5.48	-	0.43	-	11.37
As at March 31,	5.31	-	-	0.15	5.48	-	0.43	-	11.37
2014 As at April 1, 2014	5.31	-	-	0.15	5.48	-	0.43	-	11.37
Charge for the year	12.31	-	-	1.28	26.45	-	4.82	-	44.85
As at March 31, 2015	17.62	-	-	1.42	31.92	-	5.25	-	56.22

Particlaurs	Buildin g	Land	Capita l WIP	Plant & Machiner	Furnitur e &	Motor Vehicle	Compute r	Intangibl e	Total
				y	Fixtures	S			
As at April 1, 2015	17.62	1	1	1.42	31.92	-	5.25	-	56.22
Charge for the year	11.71	-	-	1.28	10.05	3.73	2.43	-	29.20
As at	29.33	-	_	2.71	41.97	3.73	7.68	-	85.41
March 31, 2016									
As at April 1, 2016	29.33	-	-	2.71	41.97	3.73	7.68	-	85.41
Charge for the period	11.14	-	-	1.05	12.91	4.70	1.70	-	31.49
Additions / (Deletion)	-	-	-	-	-	-	-	-	-
As at March 31, 2017	40.46	-	-	3.76	54.88	8.43	9.38	-	116.9 1
As at April 1, 2017	40.46	-	-	3.76	54.88	8.43	9.38	-	116.9 1
Charge for the period	10.59	-	-	0.87	9.57	0.03	0.64	-	21.71
Additions / (Deletion)	-	-	-	-	-	-	-	-	-
As at March 31, 2018	51.06	-	-	4.63	64.44	8.46	10.02	-	138.6 1
As at April 1, 2018	51.06	-	-	4.63	64.44	8.46	10.02	-	138.6 1
Charge for the period	0.86	-	-	0.08	0.59	0.29	0.10	-	1.92
Additions / (Deletion)	-	-	-	-	-	-	-	-	-
As at May 1, 2018	51.91	•	•	4.71	65.04	8.75	10.12	•	140.5 3
As at May 2, 2018	51.91	ı	ı	4.71	65.04	8.75	10.12	1	140.5 3
Charge for the period	0.83	ı	ı	0.07	0.57	0.29	0.10	1	1.86
Additions / (Deletion)	-	1	ı	-	ı	-	-	-	-
As at May31, 2018	52.74	-	-	4.78	65.61	9.04	10.22	-	142.3
Net Block :									
As at March 31, 2014	252.70	-	-	6.61	72.37	-	6.35	-	338.0
As at March 31, 2015	240.40	-	-	7.08	49.25	-	3.58	-	300.3

Particlaurs	Buildin	Land	Capita	Plant &	Furnitur	Motor	Compute	Intangibl	Total
	g		l WIP	Machiner	e &	Vehicle	r	e	
				y	Fixtures	S			
As at	228.69	-	-	5.80	39.93	18.14	2.70	-	295.2
March 31,									5
2016									
As at	217.55	-	-	4.75	29.23	13.45	0.99	1	265.9
March 31,									7
2017									
As at	206.96	-	-	4.77	22.77	13.42	0.51	1	248.4
March 31,									4
2018									
As at May	206.10	-	-	4.92	22.57	13.12	1.79	-	248.4
1, 2018									9
As at May	205.27	-	-	4.85	22.13	12.84	1.69	-	246.7
31, 2018									8

DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED

ANNEXURE XVII (Amount in Lakhs)

Particlaurs	As at	As at	As at	As at	As at	As at	As at
1 al uciaul s	May 31,	May 01,	As at March	As at March	As at March	As at March	As at March
	2018	2018	31, 2018	31, 2017	31, 2016	31, 2015	31, 2014
(a) Investment in Equity			,				,
instruments	-	-	-	-	-	-	-
(b) Investments in	_	_	_	_	_	_	_
preference shares							
(c) Investments in							
Government or Trust	-	-	-	-	-	-	-
securities							
(d) Investments in Debentures or Bonds	-	-	-	-	-	-	-
(e) Investments in							
Mutual Funds	-	-	-	-	-	-	-
(f) Investments in							
partnership firms*	-	-	-	-	-	-	-
(g) Other non-current	_	_	_	_	_	_	_
investments	_		_	_	_	_	
-Investment in chit fund	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Aggregate Amount of	_	_	_	_	_	_	_
Unquoted Investments							
Aggregate Cost of	-	_	_	_	_	-	_
Quoted Investments							
Aggregate Cost of	-	-	-	-	-	-	-
Unquoted Investments							
Aggregate Market Value of Quoted							
Investments	_	_	_	_	_	_	-
Total	-	_	_	_	_	-	_
-	J	l .	l .	l .	l .	J	l

DETAILS OF LONG TERM LOANS & ADVANCES AS RESTATED

ANNEXURE XVIII (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Unsecured & Considered Good							
Security Deposits							
BSNL Deposit	0.02	0.02	0.02	0.02	0.02	0.02	0.02
D & I Excelus Shop Maintenance	6.44	6.45	6.41	6.45	6.44	6.45	6.45
P.G.V.C.L DEPOSIT	0.27	0.27	0.27	0.19	0.19	0.19	-
Rent Deposit	0.70	0.70	0.70	-	-	-	-
Coffee Day Global Limited Deposit	0.25	0.25	0.25	0.25	0.25	-	-
Bhavnagar ChoksiMandal	0.03	0.03	0.03	0.03	-	-	-
Loans and advances to other parties	1	ı	ı	1	-	1	-
Loans and advances to related parties	-	-	-	-	-	-	-
Total	7.71	7.72	7.71	6.93	6.90	6.66	6.47

DETAILS OF INVENTORIES AS RESTATED

ANNEXURE XIX (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
a. Raw Materials and components (Valued at Cost or NRV unless otherwise stated)	-	1	1	-	1	1	-
Goods-in transit	-	-	-	-	-	-	-
b. VIP (Valued at Cost or NRV unless otherwise stated) Goods-in transit	-	-	-	-	-	-	-
c. Finished goods (Valued at Cost or NRV unless otherwise stated)	1	1	1	-	1	1	-
Goods-in transit	-	-	-	-	-	-	-
d.Stock-in-Trade (Valued at Lower of Cost or NRV unless otherwise statedsss)	1323.72	1334.92	1326.29	1053.80	1090.15	1022.59	645.79
Goods-in transit	-	-	-	-	-	-	-
	1323.72	1334.92	1326.29	1053.80	1090.15	1022.59	645.79

Total	1323.72	1334.92	1326.29	1053.80	1090.15	1022.59	645.79

DETAILS OF TRADE RECEIVABLES AS RESTATED

ANNEXURE XX (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
(Unsecured and			,	,	,	,	,
Considered Good)							
a. From							
Directors/Promoters/							
Promoter							
Group/Associates/							
Relatives of Directors							
/ Group Companies							
Over Six Months	-	-	-	-	-	-	-
Less that Six MonthS	0.53	3.25	12.33	0.52	0.74	49.41	148.69
a. From Others							
More then six months	74.61	74.31	53.77	50.42	41.83	24.65	-
Less than Six Months	36.61	78.61	50.26	60.27	72.30	59.17	11.87
Less:- Provision of							
Doubtful Debt	-	-	-	-	-	-	-
Total	111.74	156.17	116.36	111.21	114.87	133.23	160.56

Notes:

- Trade Receivables as on May 31, 2018, May 01, 2018, March 31, 2018 has been taken as certified by the management of the company
- As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made

DETAILS OF CASH AND CASH EQUIVALENTS AS RESTATED

ANNEXURE XXI (Amount in Lakhs)

Particlaurs	As at May 31, 2018	As at May 01, 2018	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
Balances with banks	6.91	0.23	0.80	3.04	0.17	19.46	0.80
Cash on hand	30.96	7.91	7.07	5.97	5.95	6.37	7.47
FD With Bank	-	-	-	-	-	-	-
Total	37.87	8.15	7.87	9.01	6.12	25.83	8.28

DETAILS OF SHORT TERM LOANS & ADVANCES AS RESTATED ANNEXURE XXII

(Amount in Lakhs)

		(Amount in Lakl								
Particulars	As at May 31, 2018	As at May 01, 2018	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			
A. Loans and										
advances to related										
parties										
Secured, considered										
good										
Unsecured, considered										
good:-										
JagrutiBen N Chauhan	-	-	-	2.62	2.95	2.95	0.3			
Kajalben J Chauhan	-	-	-	2.55	2.8	2.8	0.3			
NarendrabhaiJesingbhai				17.56	1605					
Chauhan HUF	-	-	-	17.56	16.95	-	-			
	-	-	-	22.72	22.7	5.75	0.6			
B. Security Deposits										
Secured, considered										
good	-	-	-	-	-	-	-			
Unsecured, considered										
good	-	-	-	-	-	-	-			
Doubtful	_	_	_	_	_	_	_			
Less:Provision for										
doubtful loans and	_	_	_	_	_	_	_			
advances										
advances	_	_	_	_	_	_	_			
C. Balances with		_	_	_						
government authorities										
(i) VAT / CENVAT /	0.45	0.75	0.09	0.50	0.20	0.20	0.45			
GST credit receivable	0.43	0.73	0.09	0.30	0.20	0.20	0.43			
				0.60	0.01	0.01				
(ii) TDS / TCS	-	-	-	0.60	0.01	0.01	-			
Receivables										
(iii) Service Tax credit	-	-	-	-	-	-	-			
receivable					7.10	C 41				
(iii) Advance / Self	-	-	-	-	5.10	6.41	-			
Assessment Tax										
(iv) Service Tax Paid	-	-	-	-	-	-	-			
(Vi) Provident Fund	-	-	-	-	-	-	-			
(v) Subsidy Receivable	-	-	-	-	-	-	-			
(vi) MAT Credit	-	-	-	-	-	-	-			
Entitlement			0.00	4 00			0.15			
- 0.7	0.45	0.75	0.09	1.09	5.31	6.61	0.45			
D. Others (specify										
nature)										
- Advance to	20.87	-	44.60	7.52	0.53	20.69	20.87			
Suppliers										
- Advance to Staff	-	-	-	-	-	-	-			
- Advance to Others	-	5.71	5.75	-	-	-	-			
- Other Prepaid	23.89	27.70	24.84	1.87	1.55	2.35	23.89			
Expenses										

Particulars	As at May 31, 2018	As at May 01, 2018	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
- Secured &	-	-	-	-	-	-	-
Considered Good							
- Interest Receivable	-	-	-	0.05	0.05	0.05	_
- Other Receivables	-	-	-	-	-	-	-
	44.76	33.41	75.19	9.44	2.12	23.09	44.76
	-	-	-	-	-	-	-
Total A+B+C+D	45.21	34.16	75.28	33.25	30.13	35.46	45.21

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

ANNEXURE-XXIII (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
<u>Domestic Sales</u>							
Revenue from sale of products:- Trading (Net of Goods Return)	157.95	291.64	2914.13	4054.47	2596.08	3441.21	476.81
Revenue from sale of products:-Job working (Net of Goods Return)	44.75	114.93	1764.91	273.90	2146.77	1071.65	213.96
Revenue from sale of products:-] (Net of Goods Return)	-	-	-	-	-	-	-
Export Sales							
Revenue from sale of products:- Mfg. (Net of Goods Return)	-	-	-	-	-	-	-
Revenue from sale of products:- Trading (Net of Goods Return)	-	-	-	-	-	-	-
Revenue from sale of products	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78
Sale of services	-	-	-	-	-	-	-
	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78
Other operating revenues							
Trade Discount	-	-	-	-	-	-	-
Rent Income	-	-	-	-	-	-	-
Gross revenue from operations	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78
Less: Adjustments	-	-	-	-	-	-	-
Net revenue from operations	202.70	406.58	4679.03	4328.38	4742.84	4512.86	690.78

DETAILS OF OTHER INCOME AS RESTATED

ANNEXURE XXIV (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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	Naturre of Income
Interest Income	-	-	2.49	14.58	-	0.05	-	Non Recurring &Non Related to Business Activities
Profit on Future Trading in Commodities	0.57	2.06	2.43	-	-	-	-	Non Recurring &Non Related to Business Activities
Discount	-	-	-	-	-	-	6.70	Non Recurring & Related to Business Activities
Rate Difference Income	-	1	ı	1	-	0.64	-	NonRecurring& Related to Business Activity
Misc Income	0.29	0.11	0.97	0.59	0.54	0.44	0.09	Non Recurring ¬ Related to Business Activities
Total	0.87	2.17	5.88	15.16	0.54	1.44	6.79	

DETAILS OF EMPLOYEE BENEFIT EXPNENSE AS RESTATED

ANNEXURE XXV (Amount in Lakhs)

	(Amount in Lak							
Particulars	For the	For the	For the	For the	For the	For the	For the	
	year	year	year	year	year	year	year	
	ended	ended	ended	ended	ended	ended	ended	
	May31,	May 01,	March	March	March	March	March	
	2018	2018	31, 2018	31, 2017	31, 2016	31, 2015	31, 2014	
Salaries and Wages								
Salary and wages	4.42	3.98	47.95	24.91	19.69	17.12	5.09	
Bonus	0.33	0.16	1.94	1.72	1.96	2.08	0.42	
Directors Remuneration	-	-	-	-	12.00	15.00	-	
	4.75	4.14	49.89	26.63	33.65	34.20	5.51	
Contribution to								
provident and other								
fund								
Contribution to								
provident and other	0.21	0.19	2.21	1.11	0.81	0.72	0.22	
funds for others								
Provision for Gratuity	0.03	0.03	0.38	0.43	0.70	0.77	0.16	
	0.24	0.22	2.59	1.53	1.51	1.49	0.38	
Staff welfare Expenses								
Staff Welfare Expenses	0.16	0.09	3.04	-	-	-	-	
-								
Total	5.14	4.45	55.52	28.16	35.16	35.69	5.89	

DETAILS OF FINANCE COST AS RESTATED

ANNEXURE XXVI (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
Interest							
Interest on short-term loans from Banks & FI	3.54	3.41	50.23	68.58	68.79	58.90	2.96
Interest on long-term loans from Banks & FI	3.06	3.15	24.30	22.54	22.63	-	-
Interest on Loan formUnsecuredOthers	-	1.15	18.24	19.65	26.43	31.78	3.85
Interest from Other/(Capital)	-	1	0.15	19.44	35.03	36.74	6.68
Total	6.60	7.71	92.92	130.21	152.88	127.42	13.49
Other Borrowing costs							
Provsion							
Other Borrowing costs	0.21	1.46	22.58	6.39	8.59	10.54	3.47
	0.21	1.46	22.58	6.39	8.59	10.54	3.47
Total	6.81	9.17	115.49	136.60	161.47	137.96	16.95

DETAILS OF OTHER EXPENSES AS RESTATED

ANNEXURE XXVII (Amount in Lakhs)

Particulars	For the year ended May31, 2018	For the year ended May 01, 2018	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
<u>Direct Expenses</u>							
Labour Charges	2.59	3.81	80.89	7.12	94.26	52.93	14.27
Discount Exp	2.79	5.43	49.52	13.02	10.30	8.33	-
Rate Difference	-	-	7.06	21.85	3.73	-	-
Indirect Expenses							
Advertisement & Publicity Expenses	0.27	1.69	9.94	4.60	8.42	7.99	5.88
Audit Fees	-	-	1.18	0.76	0.87	0.34	0.15
Electricity Exp	0.52		5.69	4.19	5.03	4.63	0.71
Business Promotional Expenses	0.02	0.06	1.46	0.30	0.07	0.26	0.11
Stationery & Printing Exp	0.18	0.10	4.06	1.37	4.28	2.62	1.48
Office expense	0.47	1.23	7.35	7.74	5.79	3.12	4.38
Accounting Exps	-	0.20	2.40	2.40	2.40	1.80	-
Donation	0.05	0.03	1.25	1.20	1.13	0.53	0.05
Legal &Proffesional Fees	2.13	1.35	3.43	0.19	0.60	0.35	1.22
Security expense	0.09	0.09	0.91	0.90	0.90	0.90	0.38
Insurance Expenses	0.24	0.26	1.55	1.85	1.43	1.42	0.29

Stamp Duty Charges	-	-	-	-	-	-	2.46
Rent, Rates & Taxes	1.22	0.79	2.39	2.59	1.38	1.01	0.42
Telephone Expense	0.06	0.06	1.54	1.97	1.76	1.45	0.29
Penalty Of TDS	-	-	-	0.02	-	-	-
Software develpoment& Website Exps	0.09	1	1	1.36	1	0.49	0.50
Repairs & Maintenance	0.14	0.07	1.92	2.32	0.48	0.03	ı
VAT Penalty	-	1	-	0.07	-	0.02	1
Brokerage Exp.	-	1	0.40	0.05	0.01	-	1
MiscExp	0.09	1	0.05	0.76	2.67	0.99	0.80
Total	10.97	15.74	183.00	76.63	145.48	89.20	33.39

DETAILS OF RELATED PARTIES TRANSACTIONS AS RESTATED

Name of the Party	Nature Of Relation	Nature of Transactio n	Amou nt of Trans action Debite d in 2013- 14	Amou nt of Trans action Credit ed in 2013- 14	Amou nt Outsta nding as on 31.03. 14 (Paya ble)/ Receiv able	Amou nt of Trans action Debite d in 2014- 15	Amou nt of Trans action Credit ed in 2014- 15	Amou nt Outsta nding as on 31.03. 15 (Paya ble)/ Receiv able	Amou nt of Trans action Debite d in 2015- 16	Amou nt of Trans action Credit ed in 2015- 16	Amou nt Outsta nding as on 31.03. 16 (Paya ble)/ Receiv able	Amou nt of Trans action Debite d in 2016- 17	Amou nt of Trans action Credit ed in 2016- 17	Amount Outstand ing as on 31.03.17(Payable)/ Receivabl e
Narendrasinh Chauhan	Director (Partner)	Partner Remunerat ion	-	-	-	7.50	7.50	-	6.00	6.00	-	-	-	-
		Interest on Capital	3.68	3.68	-	19.05	19.05	-	17.08	17.08	1	8.85	8.85	-
		Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-
		Sales	-	-	-	-	-	-	-	-	-	-	-	-
Jitendrakumar Chauhan	Director (Partner	Partner Remunerat ion	-	-	-	7.50	7.50	-	6.00	6.00	-	-	-	-
	ŕ	Interest on Capital	2.98	2.98	-	17.37	17.37	-	17.79	17.79	-	10.45	10.45	-
		Unsecured Loan	-	-	-	-	-	-	-	-	1	-	-	-
		Sales	_	-	-	-	_	-	-	-	-	_	_	_
Jesingbhai Chauhan	Father of Director	Unsecured Loan	-	-	1	-	18.60	(18.60	20.10	1.50	1	1	1	-
JagrutibenParmar	Sister of Director	Sales	-	-	-	0.03	0.03	-	0.05	0.05	-	0.73	0.57	0.15

JaishreebenGohil	Sister of Director	Sales	-	-	-	2.10	1.86	0.24	1.69	1.18	0.74	0.08	0.82	-
KavitabenGohil	Sister of Director	Sales	-	-	-	2.76	2.46	0.30	0.06	0.36	-	0.16	0.16	-
Jagrutiben Chauhan	Spouse of Director (Partner	Loans & Advances	0.30	-	0.30	2.65	-	2.95	-	-	2.95	0.47	0.80	2.62
		Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-
		Sales	-	-	-	-	-	-	-	-	-	-	-	-
		Loans & Advances	0.30	-	0.30	2.50	-	2.80	-	1	2.80	0.45	0.70	2.55
Kajalben Chauhan	Spouse of Director (Partner	Unsecured Loan	-	-	-	-	-	1	-	-	-	-	-	-
JesingbhaiJewellers	Associat e Concern	Unsecured Loan	24.39	294.0 7	(269.6 9)	166.3 6	69.55	(172.8 8)	58.45	(13.90	(100.5 3)	116.9 0	72.84	(56.47)
		Sales	176.7 1	28.02	148.6 9	1,219. 16	1,318. 97	48.88	1,115. 71	1,240. 94	(76.35	270.8 7	194.1 5	0.37
		Purchase	9.00	9.00	-	123.5 8	123.5	-	184.3 4	184.3 4	-	7.34	7.34	-
NarendrasinhJesing bhai Chauhan (HUF)	Associat e Concern	Loans & Advances	-	-	-	1	-	1	26.95	10.00	16.95	30.61	30.00	17.56
Ranjitsinh Solanki	Relative of KMP (Partner	Unsecured Loan	-	-	-	1	-	-	-	-	-	-	-	-
Jignasha Solanki	Sister in law of Director	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-

	(Partner													
)													
VilasbenParmar	Mother	Unsecured	-	-	-	-	-	-	-	-	-	-	-	-
	in Law	Loan												
	of													
	Director													
	(Partner													
)													
NikshaJewellers	Associat	Purchase	-	-	-	35.27	35.27	-	123.2	131.9	(8.70)	95.44	86.74	-
	e								7	7				
	Concern													
		Sales	-	-	-	-	-	-	-	-	-	-	-	-

Name of the Party	Nature Of Relation	Nature of Transaction	Amoun t of Transa ction Debited in 2017-18	Amoun t of Transa ction Credite d in 2017-18	Amount Outstan ding as on 31.03.18 (Payabl e)/ Receiva ble	Amoun t of Transa ction Debited upto 1.5.201 8	Amoun t of Transa ction Credite d upto 1.5.201 8	Amount Outstan ding as on 1.5.2018 (Payabl e)/ Receiva ble	Amoun t of Transa ction Debited upto 31.5.20 18	Amoun t of Transa ction Credite d upto 31.5.20 18	Amount Outstan ding as on 31.05.20 18 (Payabl e)/ Receiva ble
Narendrasinh Chauhan	Director	Partner	-	-	-	-	-	-	-	-	-
	(Partner)	Remuneration									
		Interest on Capital	ı	ı	-	-	ı	1	-	-	-
		Unsecured Loan	1	13.42	(13.42)	10.09	-	(3.33)	-	32.49	(35.82)
		Sales	0.75	0.75	-	-	1	-	-	-	-
Jitendrakumar Chauhan	Director (Partner)	Partner Remuneration	-	-	-	-	-	-	-	-	-
		Interest on Capital	1	-	-	-	-	-	-	-	-
		Unsecured Loan	-	12.57	(12.57)	9.86	-	(2.71)	-	29.09	(31.81)
		Sales	0.13	-	0.13	0.20	-	0.33	-	-	0.33
Jesingbhai Chauhan	Father of Director	Unsecured Loan	-	-	-	-	-	-	-	-	-
JagrutibenParmar	Sister of Director	Sales	1.33	1.48	-	-	-	-	-	-	-
JaishreebenGohil	Sister of Director	Sales	2.12	2.12	-	-	-	-	-	-	-
KavitabenGohil	Sister of Director	Sales	1.81	1.81	-	-	-	-	-	-	-
Jagrutiben Chauhan	Spouse of Director (Partner)	Loans & Advances	0.16	2.78	-	-	-	1	-	-	-

Γ	Unsecured		1 67	(1.67)		0.86	(2.53)	0.71		(1.82)
		-	1.07	(1.07)	-	0.80	(2.33)	0.71	-	(1.02)
-		0.20	_	0.20	_	_	0.20	_	_	0.20
			2 71	0.20	_	_	0.20	_		0.20
		0.10	2.71							
Spouse of		_	1 67	(1.67)	_	1 36	(3.03)	0.71	_	(2.32)
			1.07	(1.07)		1.50	(3.03)	0.71		(2.32)
	Loui									
` /	Unsecured	168 74	112.27	_	_	_	_	_	_	
		100.74	112.27							
Concern		235 52	223.89	12.00	26 44	35.72	2.72	25.74	40 14	(11.67)
				-						(0.32)
Associate				_	7.12	7.20	(2.00)	21.01	17.23	(0.32)
		33.27	32.03							
		_	0.04	(0.04)	_	0.03	(0.07)	0.02	_	(0.06)
			0.04	(0.04)		0.03	(0.07)	0.02		(0.00)
	Loan									
	Unsecured	_	0.04	(0.04)	_	0.03	(0.07)	0.02	_	(0.06)
			0.04	(0.04)		0.03	(0.07)	0.02		(0.00)
	Loui									
` /	Unsecured	_	0.03	(0.03)	_	0.03	(0.06)	0.01	_	(0.05)
			0.03	(0.03)		0.03	(0.00)	0.01		(0.03)
	Louir									
` .										
/	Purchase	130.20	130.20	_	29.94	29.94	_	8.35	8.35	0.00
	1 dicitabe	150.20	150.20		27.71	22.21		0.55	0.00	0.00
	Sales	17.62	17.62	-	_	_	-	_	-	_
	Spouse of Director (Partner) Associate Concern Associate Concern Relative of KMP (Partner) Sister in law of Director (Partner) Mother in Law of Director(P artner) Associate Concern	Director (Partner) Associate Concern Associate Concern Associate Concern Associate Concern Associate Concern Relative of KMP (Partner) Sister in law of Director (Partner) Mother in Law of Director(P artner) Associate Loan Unsecured Loan Loan Loan Unsecured Loan Loan Director (Partner) Mother in Law of Director(P artner) Associate Purchase	Loan Sales O.20 Loans & O.16 Advances Spouse of Director (Partner) Associate Concern Relative of KMP (Partner) Sister in law of Director (Partner) Mother in Loan Director(Partner) Associate Concern Sales Concern Con	Loan Sales 0.20 - Loans & 0.16 2.71 Advances	Loan Sales 0.20 - 0.20	Loan Sales 0.20 - 0.20 -	Loan Sales 0.20 - 0.20 - - -	Loan Sales 0.20 - 0.20 - - 0.20	Loan Sales 0.20 - 0.20 - - 0.20 -	Loan Sales 0.20 - 0.20 - - 0.20 - - Loans & 0.16 2.71 - - - - - - - - Advances Unsecured Loan (Partner) Associate Concern Sales 235.52 223.89 12.00 26.44 35.72 2.72 25.74 40.14 Purchase 94.26 94.26 - 7.12 9.20 (2.08) 21.01 19.25 Associate Concern Loan (Partner) Sister in law of Director (Partner) Mother in Law of Director (Partner) Associate Concern Unsecured - 0.04 (0.04) - 0.03 (0.07) 0.02 - Mother in Law of Director (Partner) Associate Concern Unsecured - 0.03 (0.03) - 0.03 (0.06) 0.01 - Associate Concern Loan Loa

DETAILS OF SUMMARY OF ACCOUNTING RATIOS AS RESTATED ANNEXURE XXIX (Amount in Lakhs)

Particulars	As at May 31, 2018	As at May 01, 2018	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
Restated PAT as per statement of profit &loss (A)	3.70	11.63	82.43	64.80	36.78	129.22	3.35
Weighted average number of equity shares at the end of the year (B)	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000
No. of Equity Shares at the end of the year (C)	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000	5,800,000
Net Worth , as Restated (D)	583.70	583.63	554.89	400.80	326.16	396.15	291.52
Earnings Per Share							
Basic & Diluted (Rs) (A) / (B)	0.06	0.20	1.42	1.12	0.63	2.23	0.06
Return on net worth (%) (A) /(D)	0.63%	1.99%	14.86%	16.17%	11.28%	32.62%	1.15%
Net Asset value per Equity Share (D)/(C)	10.06	10.06	9.57	6.91	5.62	6.83	5.03
Nominal value per equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00	10.00

Notes:

- 1. The ratios have been Computed as per the following formulas
 - (i) Basic Earning per Share<u>Restated Profit after Tax available to equity shareholders</u>
 Weighted average number of equity shares outstanding at the end of the year
 - (ii) Net Asset Value (NAV) per Equity Share<u>RestatedNetworth of Equity Share Holders</u> Number of equity shares outstanding at the end of the year
 - (iii) Return on Net Worth (%)<u>Restated Profit after Tax available to equity shareholders</u>
 Restated Networth of Equity Share Holders
- 2. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.
- 3. Earning per share calculations are done in accordance with Accounting Standard 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India.
- 4. The Company has been formed by conversion of partnership firm into public limited Company under Chapter XXI of the Companies Act, 2013 vide certification of incorporation dated 02ndMay, 2018. The Company has been converted with paid up equity share capital of Rs.5,80,00,000 /- divided into 58,00,000 /- equity shares of Rs.10 /- each. Hence, EPS and NAV per share for all the years has been calculated by considering the number of shares outstanding post conversion of Partnership Firm into Company (i.e. 58,00,000 shares) in all years.

CAPITALIZATION STATEMENT AS RESTATED AS AT MAY 31, 2018 ANNEXURE XXX

(Amount in Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings:		
Short-term Debt (A)	522.36	522.36
Long-term Debt (B)	374.50	374.50
Total debts (C)S	896.86	896.86
Shareholders' funds		
Share capital	580.00	[•]
Reserve and surplus	3.70	[•]
Total shareholders' funds (D)	583.70	[•]
Long term debt / shareholders' funds (B/D)	0.64	[•]
Total debt / shareholders' funds (C/D)	1.54	[•]

- 1. Short term debts represent debts which are due within 12 months from May 31, 2018.
- 2. Long term debts represent debts other than short term debts, as defined above but includes current maturities of long term debt.
- **3.** The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at May 31, 2018

STATEMENT OF TAX SHELTERS AS RESTATED

Particulars	As At May 31, 2018	As At May 1, 2018	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
Profit & Gains from Business & Profession							
Tax calculations As Per Normal Calculations							
Profit Before Tax as per books of accounts	3.19	16.10	127.25	94.19	53.72	191.66	4.88
A 1.1							
Add: Exp Disallowed							
Depreciation as per books of accounts	1.86	1.92	21.71	31.49	29.20	44.85	11.37
Loss on sale of fixed asset	-	-	-	-	-	-	-
Exp Disallowed u/s 36 / 37/40	0.03	0.03	0.38	0.43	0.70	0.77	0.16
Exp Disallowed u/s 43B	-	-	-	1	-	ı	ı
Other disallowed Exp	0.05	0.03	1.25	0.91	1.25	0.55	0.05
Preliminary Exp as per books	-	-	-	-	-	-	-
	1.94	1.97	23.34	32.83	31.14	46.17	11.58
	5.14	18.07	150.58	127.02	84.85	237.83	16.46
Less:							
Other Exps	-	-	-	-	-	-	-
Less : Income Considered under other heads of income							

Interest	_	_	2.49	14.58	_	0.05	_
income							
Total income							
under other heads	-	-	2.49	14.58	-	0.05	-
	5.14	18.07	148.10	112.45	84.85	237.77	16.46
Less:							
Depreciation as per income tax Act	2.13	2.20	28.41	32.36	36.08	38.68	21.14
Profit & Gains from Business & Profession	3.00	15.87	119.68	80.08	48.77	199.09	(4.68)
Taxable income from PGBP before Set off	3.00	15.87	119.68	80.08	48.77	199.09	-
Less:							
Brought forward loss / Unabsorbed Depretiation set off during the current year							
Unabsorbed depre	-	-	-	-	-	4.68	-
Bought forward loss set off	-	-	-	-	-	-	-
Total Loss set off during the year	-	-	-	-	-	4.68	-
T 11							
Taxable income from PGBP	3.00	15.87	119.68	80.08	48.77	194.41	-
Income From Other sources	-	-	2.49	14.58	-	0.05	-
Less: Unabsorbed depre	-	-	-	-	-	-	-
Taxable income from other sources	-	-	2.49	14.58	-	0.05	-
	<u> </u>						

Gross total income	3.00	15.87	122.17	94.66	48.77	194.46	-
Less: Ch VI- A Deduction	-	ı	-	-	1	-	-
Deduction u/s 80IC	-	1	-	-	1	-	-
Net Taxable total income	3.00	15.87	122.17	94.66	48.77	194.46	-
Tax rate as per normal provisions	26.00	31.20	34.61	30.90	30.90	32.45	30.90
Tax as per normal provisions	0.78	4.95	42.28	29.25	15.07	63.09	-
Tax calculations As Per section 115JB of Income Tax Act, 1961							
PBT Less:	3.19	16.10	127.25	94.19	53.72	191.66	4.88
Brought Forward Loss/ unabsorbed depre as per books of accounts which ever is less							
Book profit/loss as per MAT	3.19	16.10	127.25	94.19	53.72	191.66	4.88
Book profit for tax calculation	3.19	16.10	127.25	94.19	53.72	191.66	4.88
Tax rate as per MAT	19.24	19.24	21.34	19.06	19.06	20.01	19.06
Tax as per MAT	0.62	3.10	27.16	17.95	10.24	38.35	0.92
Tax to be paid	0.78	4.95	42.28	29.25	15.07	63.09	0.93
Provision	Normal Provision	Normal Provision	Normal Provision	Normal Provision	Normal Provision	Normal Provision	MAT Provision



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which have been included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the period April 01, 2018 to May 01,2018, for the period May 02, 2018 to May 31, 2018 and for the years ended March 31, 2018, 2017 & 2016 including the related notes and reports, included in this Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective years, for the period April 01, 2018 to May 01, 2018 and for the period May 02, 2018 to May 31, 2018. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 22 and 21, respectively, and elsewhere in this Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

OVERVIEW

Our Company was originally formed as a partnership firm under the Partnership Act, 1932 having Firm Registration Number GUJ-BVN-13431 in the name and style of "Shubhlaxmi Jewellers" vide a Deed of Partnership entered as on June 10, 2013 between two partners namely Narendrasinh Chauhan and Jitendrasinh Chauhan. Subsequently vide Admission cum Partnership Deed dated January 25, 2018, five (5) new partners were added to the said Partnership Firm. Shubhlaxmi Jewellers was thereafter converted from a Partnership Firm to a Public Limited Company under the provisions of Companies Act, 2013 in the name and style of "Shubhlaxmi Jewel Art Limited" and received a Certificate of Incorporation dated May 02, 2018 from the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999GJ2018PLC102121.

We are engaged in the retail and wholesale business of various jewelleries and ornaments made out of gold, silver, diamonds and platinum studded with precious and semi precious stones. Our portfolio includes necklace, mangalsutra, patla, chains, mala, kandoro, poncho, payal, rings, armlet, pendants, bracelets, bangles and other wedding jewelleries. Our products have presence across different price points and cater to customers across high-end, mid-market and value market segments. The ornaments are also made to order as per specific requirements by the customers and the same are manufactured by third party manufacturers on job work basis. Further, we also purchase readymade jewelleries from independent jewellers. In addition to our retail operations, we also sell the jewellery on a wholesale basis to other jewellery retailers in Gujarat.

Our showroom is located at Bhavnagar. This showroom was set up in the year 2013 having total area of 27,000 sq. ft. Further, we are setting up our own manufacturing facility in Bhavnagar to cater the demands of the local customers by the end of financial year 2019, for which we have taken the area admeasuring 962 sq. ft. on rent situated at Office No: 101/B, First Floor, Sterling Complex, Waghawadi Road, Bhavnagar - 364002, Gujarat, India.

Most of the jewelleries we purchase or manufacture are in a traditional manner as the demand for traditional j jewelleries is very high in the local market of Bhavnagar. The design & pattern for our jewelleries & ornaments are provided by us to the job workers who manufacture our products accordingly. We sell only quality certified jewellery & ornaments to our clients. We attend and participate in various exhibitions to analyse current



jewellery trends. Based on such analysis as well as post understanding of the consumer likes, taste and preference, internal research & changing jewelleries & ornaments industry, we purchase readymade jewelleries from the jewellers or manufacture the jewellery from third party manufacturer on job work basis.

We have stringent quality control process for procuring the raw materials as well as sale of products. We check the quality of Gold, Silver and Diamonds before handing over to job workers and also check the quality of gold, diamonds and stones once we receive completed jewellery from the job workers and also the quality of the jewelleries while purchasing from the independent jewellers. The Company deals jewelleries certified by BIS Hallmark. The quality Assurance department monitors and examines the jewellery designs inward in the stock to match the standard, thus the quality standard of gold jewellery dealt with is maintained throughout and thereby sustaining, our customer's trust.

We majorly procure required gold bullion, silver bullion, diamonds, platinum jewellery, gold and diamond ornaments and precious and semi precious stones from bullion and jewellery market dealers in Gujarat. We place orders based on various factors including pricing, delivery time and quality.

Our Promoters, Narendrasinh Chauhan and Jitendrakumar Chauhan have more than two decades of experience in the gems and jewellery industry. We believe that the experience of our Promoters and senior management has been critical to our success and business growth and has translated into the enhancement of our jewellery quality, increased profitability and improved margins which give us a competitive edge.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the Section titled "Risk Factors" beginning on page 22 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and business conditions:
- Changes in laws and regulations and legal uncertainties;
- Competition from existing and new entrants;
- Fluctuation in price of gold and polished diamonds;
- Employment conditions in the economy; and
- Significant requirement of working capital.

SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation. CENVAT credit availed but not adjusted against



excise duty payment is treated as CENVAT credit receivable and shown under 'Loans and Advances''. Fixed assets on which CENVAT credit is not availed is shown at full value.

Depreciation

Up to March 31, 2014 depreciation on fixed assets is provided on Written Down Value(WDV) Method.at the rate and manner prescribed in schedule XIV of the Companies Act, 1956 over their useful life. w.e.f April 1, 2014 depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013 except non charging of 100% depreciation on assets costing below Rs. 5000/-. The carrying amount as on April 1, 2014 is depreciated over the balance useful life of asset.

Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro rata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition / installation or date of sale / disposal.

Revenue Recognition

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales comprises sale of goods and services, net of trade discounts and include exchange differences arising on sales transactions.

Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account.

Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Inventories

Inventories are valued at cost or net realisable value whichever is lower. Cost of Raw material includes value of goods & transport & any other incidental expanse incurred to procure the inventory. Cost of Raw material is determined on a first in first out basis .

Cost of finished goods includes cost of raw material consumed & any other direct expanse incidental to manufacturing of goods

Employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligations, other than the contribution payable to the provident fund.

Taxation



Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Differed Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

Borrowing Cost

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Segment Reporting

The Company is engaged in the business of trading & third party manufacturing of gold ornament, gold bar, silver ornaments, gold jewellery and diamond jewellery of various designs / specification. Considering the nature of the business of the organization, Segment Reporting is not applicable to the company.

Provisions and Contingent Liabilities

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

OVERVIEW OF REVENUE AND EXPENSES

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises of revenue from sale of various jewelleries and ornaments made out of gold, silver, diamonds and platinum studded with precious and semiprecious stones. Our company purchase readymade jewellery from independent jewellers and are also made to order as per specific requirements by the customer.

Other Income

Our other income comprises of recurring and non-recurring incomes which are also related to business activities as well as unrelated to business activities. Our non-recurring income related to business activity include discount and from rate difference income. Non-recurring income which are not related to business activities include profit on futures trading in commodities, interest income on loans & advances given and other miscellaneous income.

Expenses



Our expenses comprise of purchase of stock in trade, change in inventory of stock in trade, employee benefit expenses, finance costs, depreciation expenses and other expenses.

Purchase of Stock In Trade

It comprises of purchase of readymade jewellery and third party manufacture on job work basis.

Changes in inventories of stock in trade

Our Changes in inventories of stock in trade comprises of the difference of opening stock of inventories at the beginning of the period and closing stock of inventories at the end of the period.

Employee benefit expenses

Our employee benefit expenses include salary and wages, bonus, partners'/directors' remuneration, contribution to provident fund and other funds, provision for gratuity and staff welfare expenses.

Finance costs

Our finance costs comprise of interest cost on secured working capital facility, term loans from banks and unsecured borrowings from related parties and other borrowing costs.

Depreciation & Amortization expenses

Our Depreciation expenses comprise of depreciation on tangible fixed assets.

Other expenses

Our other expenses consist of direct and indirect expenses. Our Direct expense include discount expenses, loss on exchange rate fluctuation and labour charges. Our Indirect expenses include accounting expenses, advertisement & publicity expenses, audit fees, brokerage expenses, business promotional expenses, donation expenses, electricity expenses, insurance expenses, legal & professional fees, office expenses, penalties, rent, rates & taxes, repairs & maintenance, security expenses, software development & website expenses, stamp duty charges, stationery & printing expenses, telephone expense, vat penalty and other miscellaneous expenses.

Our Results of Operations

The following table sets forth select financial data from our restated financial statement of profit and loss for the period April 01, 2018 to May 01, 2018, for the period May 02, 2018 to May 31, 2018 and for the financial years 2018, 2017 & 2016 and for the components of which are also expressed as a percentage of total revenue for such periods:

(Rs. in Lakhs)

Particulars	For the	For the	For the Year ended March 31,		
	period period May 02, April 2018 to 01, 2018 May 31, to May 2018 01, 2018		2018	2017	2016
Total Revenue:					
Revenue from operations	202.70	406.58	4,679.03	4,328.38	4,742.84
As a % of Total Revenue	99.57%	99.47%	99.87%	99.65%	99.99%
Other income	0.87	2.17	5.88	15.16	0.54
As a % of Total Revenue	0.43%	0.53%	0.13%	0.35%	0.01%
Total Revenue	203.57	408.75	4,684.92	4,343.54	4,743.39
Expenses:					
Purchase of stock-in-trade	164.43	369.98	4,454.44	3,940.12	4,385.90



Particulars	For the	For the	For the Y	ear ended	March 31,
	period May 02, 2018 to May 31, 2018	period April 01, 2018 to May 01, 2018	2018	2017	2016
As a % of Total Revenue	80.77%	90.52%	95.08%	90.71%	92.46%
Change in inventory of Stock in Trade	11.17	(8.61)	(272.50)	36.35	(67.55)
As a % of Total Revenue	5.49%	(2.11%)	(5.82%)	0.84%	(1.42%)
Employee benefit expenses	5.14	4.46	55.52	28.16	35.17
As a % of Total Revenue	2.52%	1.09%	1.19%	0.65%	0.74%
Finance costs	6.81	9.17	115.49	136.60	161.48
As a % of Total Revenue	3.35%	2.24%	2.47%	3.14%	3.40%
Depreciation and amortization expense	1.86	1.92	21.71	31.49	29.20
As a % of Total Revenue	0.91%	0.47%	0.46%	0.73%	0.62%
Other expenses	10.96	15.74	183.00	76.63	145.49
As a % of Total Revenue	5.38%	3.85%	3.91%	1.76%	3.07%
Total Expenses	200.37	392.65	4,557.67	4,249.35	4,689.67
As a % of Total Revenue	98.43%	96.06%	97.28%	97.83%	98.87%
Profit before exceptional, extraordinary items and tax	3.20	16.10	127.25	94.19	53.71
As a % of Total Revenue	1.57%	3.94%	2.72%	2.17%	1.13%
Exceptional items	-	-	-	-	-
Profit before extraordinary items and tax	3.20	16.10	127.25	94.19	53.71
As a % of Total Revenue	1.57%	3.94%	2.72%	2.17%	1.13%
Extraordinary items	-	-	-	-	-
Profit before tax	3.20	16.10	127.25	94.19	53.71
PBT Margin	1.57%	3.94%	2.72%	2.17%	1.13%
Tax expense :					
(i) Current tax	0.78	4.95	42.28	29.25	15.07
(ii)Deferred tax	(1.29)	(0.48)	2.54	0.14	1.87
(iii) MAT Credit	0.00	0.00	0.00	0.00	0.00
Total Tax Expense	(0.51)	4.47	44.82	29.39	16.94
% of total income	(0.25%)	1.09%	0.96%	0.68%	0.36%
Profit After Tax (PAT)	3.70	11.63	82.43	64.80	36.78
PAT Margin	1.82%	2.85%	1.76%	1.49%	0.78%

Review of Operation for the period May 02, 2018 to May 31, 2017

Total Revenue



Revenue from operations

Our revenue from operations for the period May 02, 2018 to May 31, 2018 amounted to Rs. 202.70 lakhs which was primarily on account of revenue from trading of jewelleries and ornaments of Rs. 157.95 lakhs and sale from third party manufacturing through jobwork of Rs. 44.75 lakhs.

Other income

Our other income of Rs. 0.87 lakhs for the period May 02, 2018 to May 31, 2018 which primarily comprised of profit on futures trading in commodities of Rs 0.57 lakhs and other miscellaneous income of Rs. 0.29 lakhs. Our other income was 0.43 % of our total revenue for the period May 02, 2018 to May 31, 2018.

Total Expenses

Total expenses amounted to Rs. 200.37 lakhs for the period May 02, 2018 to May 31, 2018

Purchase of Stock in Trade

Our Purchase of Stock in Trade for the period ended May 02, 2018 to May 31, 2018 were Rs. 164.43 lakhs. Our purchase of stock in trade was 80.77% of our total revenue for the period May 02, 2018 to May 31, 2018.

Changes in inventories of stock in trade

Our Changes in inventories of stock in trade amounted to Rs. 11.17 lakhs for the period May 02, 2018 to May 31, 2018. Our change in inventory was 5.49 % of our total revenue for the period May 02, 2018 to May 31, 2018.

Employee Benefit Expenses

Our employee benefit expenses for the period May 02, 2018 to May 31, 2018 were Rs. 5.14 lakhs which primarily comprised of salary & wages, contribution to PF and other funds, gratuity expense and staff welfare expenses. Our employee benefit expenses was 2.52 % of our total revenue for the period May 02, 2018 to May 31, 2018

Finance Costs

Our Finance costs for the period May 02, 2018 to May 31, 2018 were Rs. 6.81 lakhs primarily consisting of interest expenses & bank charges. Our finance cost was 3.35% of our total revenue for the period May 02, 2018 to May 31, 2018

Depreciation and Amortization Expenses

Our Depreciation and amortization expenses were Rs. 1.86 lakhs for the period May 02, 2018 to May 31, 2018 comprising of depreciation on tangible fixed assets. Our depreciation and amortization expense was 0.91% of our total revenue for the period May 02, 2018 to May 31, 2018.

Other expenses

Our other expenses for the period May 02, 2018 to May 31, 2018 were Rs. 10.96 lakhs comprising of advertisement & publicity expenses, business promotional expenses, discount expenses, donation expenses, electricity expenses, insurance expenses, labour charges, legal & professional fees, office expenses, penalties, rent, rates & taxes, repairs & maintenance, security expenses, software development & website expenses, stationery & printing expenses, telephone expense and other miscellaneous expenses. Our other expenses was 5.38 % of our total revenue for the period May 02, 2018 to May 31, 2018.

Profit before Tax

Our Profit before tax for the period May 02, 2018 to May 31, 2018 was Rs. 3.20 lakhs. Our profit before tax was 1.57 % of our total revenue for the period May 02, 2018 to May 31, 2018.

Tax Expenses

Our tax benefits for the period ended May 02, 2018 to May 31, 2018 were Rs. 0.51 lakhs. Our tax expense was 0.25 % of our total revenue for the period ended May 02, 2018 to May 31, 2018.

Profit after Tax



Our profit after tax for the period May 02, 2018 to May 31, 2018 was Rs. 3.70 lakhs. Our profit after tax was 1.82 % of our total revenue for the period May 02, 2018 to May 31, 2018.

Review of Operation for the period April 01, 2018 to May 01, 2018

Total Revenue

Revenue from operations

Our Revenue from operations for the period April 01, 2018 to May 01, 2018 amounted to Rs. 406.58 lakhs which was primarily on account of revenue from trading of jewelleries and ornaments of Rs. 291.64 lakhs and sale from third party manufacturing through jobwork of Rs. 114.93 lakhs.

Other income

Other income of Rs. 2.17 lakhs for the period April 01, 2018 to May 01, 2018 primarily consisted of profit on futures trading in commodities of Rs 2.06 lakhs and other miscellaneous income of Rs. 0.11 lakhs. Our other income was 0.53 % of our total revenue for the period ended April 01, 2018 to May 01, 2018.

Total Expenses

Total expenses amounted to Rs. 392.65 lakhs for the period April 01, 2018 to May 01, 2018.

Purchase of Stock in Trade

Purchase of stock in trade for the period April 01, 2018 to May 01, 2018 were Rs. 369.98 lakhs. Our purchase of stock in trade was 90.52% of our total revenue for the period April 01, 2018 to May 01, 2018.

Changes in inventories of stock in trade

Changes in inventories of stock in trade amounted to Rs. (8.61) lakhs for the period April 01, 2018 to May 01, 2018. Our change in inventory was (2.11) % of our total revenue for the period April 01, 2018 to May 01, 2018.

Employee Benefit Expenses

Our employee benefit expenses for the period April 01, 2018 to May 01, 2018 were Rs. 4.46 lakhs which primarily comprised of salary & wages, contribution to PF and other funds, gratuity expense and staff welfare expenses. Our employee benefit expenses was 1.09% of our total revenue for the period April 01, 2018 to May 01, 2018.

Finance Costs

Our Finance costs for the period April 01, 2018 to May 01, 2018 were Rs. 9.17 lakhs primarily consisting of interest expenses & bank charges. Our finance cost was 2.24 % of our total revenue for the period April 01, 2018 to May 01, 2018.

Depreciation and Amortization Expenses

Depreciation and amortization expenses were Rs. 1.92 lakhs for the period April 01, 2018 to May 01, 2018 comprising of depreciation on tangible fixed assets. Our depreciation and amortization expenses were 0.47% of our total revenue for the period April 01, 2018 to May 01, 2018.

Other expenses

Our other expenses for the period April 01, 2018 to May 01, 2018 were Rs.15.74 lakhs comprising of accounting expenses, advertisement & publicity expenses, business promotional expenses, discount expenses, donation expenses, electricity expenses, insurance expenses, labour charges, legal & professional fees, office expenses, penalties, rent, rates & taxes, repairs & maintenance, security expenses, stationery & printing expenses, telephone expense and other miscellaneous expenses. Our other expenses was 3.85 % of our total revenue for the period ended April 01, 2018 to May 01, 2018.

Profit before Tax

Our Profit before tax for the period April 01, 2018 to May 01, 2018 was Rs. 16.10 lakhs. Our profit before tax was 3.94 % of our total revenue for the period April 01, 2018 to May 01, 2018.

Tax Expenses



Our tax expenses for the period April 01, 2018 to May 01, 2018 were Rs.4.47 lakhs. Our tax expenses was 1.09 % of our total revenue for the period April 01, 2018 to May 01, 2018.

Profit after Tax

Our profit after tax for the period ended April 01, 2018 to May 01, 2018 was Rs. 11.63 lakhs. Our employee benefit expenses was 2.85% of our total revenue for the period April 01, 2018 to May 01, 2018.

FINANCIAL YEAR 2017-18 COMPARED WITH FINANCIAL YEAR 2016-17

Total Revenue

Our total revenue increased by 7.86% to Rs. 4,684.92 lakhs for the financial year 2017-18 from Rs. 4,343.54 lakhs for the financial year 2016-17 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 8.10% to Rs. 4,679.03 lakhs for the financial year 2017-18 from Rs. 4,328.38 lakhs for the financial year 2016-17. The increase was on account of increase in our revenue from sale from third party manufacture from jobwork by 544.36% to Rs. 1764.91 lakhs for the financial year 2017-18 from Rs. 273.90 lakhs for the financial year 2016-17. However the increase was partially offset by decrease in sale from trading by 28.13% from Rs. 2914.13 lakhs for the financial year 2017-18 to Rs. 4054.47 lakhs for the financial year 2016-17. The increase in sale from third party manufacturing was due to increase in number of orders as per customer requirements.

Other income

Our other income decreased by 61.20% to Rs. 5.88 lakhs for the financial year 2017-18 from Rs. 15.16 lakhs for the financial year 2016-17 mainly due to decrease in interest income on unsecured loans given by Rs. 12.09 lakhs. However, the decrease was partially offset by profit on futures trading in commodities by Rs.2.43 lakhs and other miscellaneous income by Rs. 0.38 lakhs for the financial year 2017-18.

Total Expenses

Our total expenses increased by 7.26% to Rs. 4,557.67 lakhs for the financial year 2017-18 from Rs. 4,249.35 lakhs for the financial year 2016-17, due to the factors described below:

Purchase of Stock in Trade

Our purchase of stock in trade for the financial year 2017-18 increased by 13.05% to Rs. 4,454.44 lakhs as compared to Rs. 3,940.12 lakhs in financial year 2016-17. Our purchase of stock in trade constitutes 95.08% of our total revenue for the financial year 2017-18 as compared to 90.71% of our total revenue for the financial year 2016-17. Increase in purchase of stock in trade was in line with increase in our revenue from operations.

Changes in inventories of Stock in Trade

Our changes in inventory of stock in trade was Rs. (272.50) lakhs for financial year 2017-2018 as compared to Rs 36.35 lakhs for the financial year 2016-17. Change in our inventory of stock in trade was primarily due to higher level of closing inventory maintained by our Company at the end of the period.

Employee benefits expenses

Our employee benefit expenses increased by 97.16% to Rs. 55.52 lakhs for the financial year 2017-18 from Rs. 28.16 lakhs for the financial year 2016-17. The increase was mainly due to increase in salary and wages by Rs 23.04 lakhs, staff welfare expenses by Rs. 3.04 lakhs, provision for provident and other funds by Rs.1.11 lakhs and bonus expenses by Rs. 0.22 lakhs. However, the increase was partially offset by decrease in provision of gratuity by Rs 0.05 lakhs. Increase in salary and wages expense was primarily due to increment in salaries and wages given to staff and increase in overall number of employees from 17 in 2016-17 to 19 in 2017-18.

Finance costs

Our finance costs decreased by 15.45 % to Rs. 115.49 lakhs for the financial year 2017-18 from Rs. 136.60 lakhs for the financial year 2016-17. Decrease in our finance cost was primarily due to decrease in interest expense on capital by Rs. 19.30 lakhs, interest on working capital by Rs. 18.35 lakhs and interest on unsecured loans by Rs. 1.41 lakhs. However, the decrease was partially offset by increase in other banking charges by



Rs.16.19 lakhs and increase in interest on term loans by Rs. 1.76 lakhs. The decrease in our interest expense on working capital was primarily due to decrease in the overall working capital facility utilised by the company. Amount outstanding on our working capital facility as on March 31, 2018 was Rs.497.99 lakhs and as on March 31, 2017 was Rs. 592.26 lakhs.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by 31.07% to Rs. 21.71 lakhs for the financial year 2017-18 from Rs. 31.49 lakhs for the financial year 2016-17.

Other expenses

Our other expenses increased by 138.82% to Rs. 183.00 lakhs for the financial year 2017-18 from Rs. 76.63 lakhs for the financial year 2016-17. Our direct expenses increased by Rs. 95.48 lakhs mainly on account of increase in labour charges by Rs. 73.77 lakhs and discount expenses by Rs 36.50 lakhs however the increase was partially offset by decrease in loss on rate change by Rs. 14.79 lakhs. Our indirect expenses increased by Rs. 10.89 lakhs mainly on account of increase in advertisement and publicity expenses by Rs 5.34 lakhs, legal and professional fees by Rs 3.25 lakhs, stationary and printing expenses by Rs. 2.69 lakhs, electricity expenses by Rs. 1.50 lakhs and business promotion expenses by Rs 1.17 lakhs among others. However, the increase was partially offset by decrease in software development and website expenses by Rs 1.36 lakhs and other miscellaneous expenses by Rs. 0.71 lakhs among others. The increase in labour charges was due to increase in number of orders as per customer requirements which in return increase third party manufacture on job work basis.

Profit before tax

Our profit before tax increased by 35.10% to Rs. 127.25 lakhs for the financial year 2017-18 from Rs. 94.19 lakhs for the financial year 2016-17. The increase was mainly due to increase in overall revenue of the company.

Tax expenses

Our tax expenses increased by 52.50 % to Rs. 44.82 lakhs for the financial year 2017-18 from Rs. 29.39 lakhs for the financial year 2016-17 mainly due to increase in our current tax expense by Rs. 13.03 lakhs and deferred tax liability by Rs. 2.40 lakhs in the financial year 2017-18.

Profit after tax

Due to reasons mentioned above, our profit after tax increased by 27.21% to Rs. 82.43 lakhs for the financial year 2017-18 from Rs. 64.80 lakhs for the financial year 2016-17.

FINANCIAL YEAR 2016-17 COMPARED WITH FINANCIAL YEAR 2015-16

Total Revenue

Our total revenue decreased by 8.43% to Rs. 4,343.54 lakhs for the financial year 2016-17 from Rs. 4,743.39 lakhs for the financial year 2015-16 due to the factors described below:

Revenue from operations

Our revenue from operations decreased by 8.74% to Rs. 4,328.38 lakhs for the financial year 2016-17 from Rs.4742.84 lakhs for the financial year 2015-16. The decrease was on account of decrease in our revenue from sale from third party manufacture from jobwork by 87.24% to Rs. 273.90 lakhs for the financial year 2016-17 from Rs. 2146.77 lakhs for the financial year 2015-16. However the decrease was partially offset by increase in sale from trading by 56.18% to Rs. 4054.47 lakhs for the financial year 2016-17 from Rs. 2596.08 lakhs for the financial year 2016-17. The decrease in sale from third party manufacturing was due to decrease in number of orders as per customer requirements and more focus on readymade trading of jewellery and ornaments.

Other income

Our other income increased by 2700.64% to Rs. 15.16 lakhs for the financial year 2016-17 from Rs. 0.54 lakhs for the financial year 2015-16 mainly on account of increase in interest income from unsecured loan given by Rs 14.58 and other miscellaneous income of Rs. 0.05 lakhs.

Total Expenses



Our total expenses decreased by 9.39% to Rs. 4,249.35 lakhs for the financial year 2016-17 from Rs. 4,689.67 lakhs for the financial year 2015-16, due to the factors described below:

Purchase of stock in trade

Our purchase of stock in trade has decreased by 10.16% to Rs. 3,940.12 lakhs for the financial year 2016-17 from Rs. 4,385.90 lakhs for the financial year 2015-16. Our purchase of stock in trade constitutes 90.71% of our total revenue for the financial year 2016-17 as compared to 92.46% of our total revenue for the financial year 2015-16. Decrease in purchase of stock in trade was in line with decrease in our revenue from operations.

Changes in inventories of Stock in Trade

Our changes in inventory of Stock in Trade was Rs. 36.35 lakhs in financial year 2016-17 as compared to Rs 67.55 lakhs in the financial year 2015-16.

Employee benefits expenses

Our employee benefit expenses decreased by 19.92% to Rs. 28.16 lakhs for the financial year 2016-17 from Rs. 35.17 lakhs for the financial year 2015-16. The decrease was mainly due to decrease in directors'/partners' remuneration by Rs. 12.00 lakhs, provision for gratuity by Rs. 0.27 lakhs and bonus expenses by Rs. 0.24 lakhs among others. However, this decrease was offset by increase in salary & wages by Rs. 5.21 lakhs and contribution to provident & other funds by Rs. 0.29 lakhs. Decrease in directors'/partners' remuneration was on account of ploughing back of profits to company for reinvestment.

Finance costs

Our finance costs decreased by 15.40% to Rs. 136.60 lakhs for the financial year 2016-17 from Rs. 161.48 lakhs for the financial year 2015-16. Decrease in our finance cost was primarily due to decrease in our interest expense on capital by Rs. 15.59 lakhs, interest on unsecured loan by Rs. 6.78 lakhs, other bank charges by Rs. 2.20 lakhs and interest on working capital facility by Rs. 0.21 lakhs among others. The decrease in our interest expense on unsecured loans was on account of decrease in overall outstanding unsecured loans from Rs. 118.74 lakhs in 2015-16 to Rs. 86.14 lakhs in 2016-17.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 7.86% to Rs. 31.49 lakhs for the financial year 2016-17 from Rs. 29.20 lakhs for the financial year 2015-16. Increase in depreciation was on account of increase in addition to fixed assets by Rs. 4.17 lakhs for the financial year 2016-17.

Other expenses

Our other expenses decreased by 47.33% to Rs. 76.63 lakhs for the financial year 2016-17 from Rs. 145.49 lakhs for the financial year 2015-16. Our direct expenses decrease mainly on account of decrease in labour charges by Rs. 87.14 lakhs which was partially offset by increase in loss on rate difference by Rs. 18.13 lakhs and discount expenses by Rs. 2.72 lakhs. Our indirect expenses decrease by 2.57 lakhs mainly on account of audit fees by Rs 0.11 lakhs legal & professional fees by Rs 0.41 lakhs electricity expenses by Rs 0.84 lakhs miscellaneous expenses by Rs 1.91 lakhs stationery & printing expenses by Rs 2.91 lakhs advertisement & publicity expenses by Rs 3.82 lakhs. However, this decrease was offset by increase in office expense by Rs 1.95 lakhs, repairs & maintenance by Rs 1.84 lakhs, software development & website expenses by Rs 1.36 lakhs, rent, rates & taxes by Rs 1.21 lakhs, insurance expenses by Rs 0.42 lakhs, business promotional expenses by Rs 0.23 lakhs, telephone expense by Rs 0.21 lakhs, donation by Rs 0.08 lakhs, VAT penalty by Rs 0.07 lakhs and brokerage expenses by Rs 0.04 lakhs among others.

Profit before tax

Our profit before tax increased by 75.35% to Rs. 94.19 lakhs for the financial year 2016-17 from Rs.53.71 lakhs for the financial year 2015-16. The increase was mainly due to decrease in overall expenses of the company.

Tax expenses

Our tax expenses increased by 73.49% to Rs. 29.39 lakhs for the financial year 2016-17 from Rs. 16.94 lakhs for the financial year 2015-16 mainly due to increase in our current tax expense by Rs. 14.18 lakhs. However the same was partially set off by decrease in deferred tax liability by Rs. 1.73 lakhs in the financial year 2016-



17.

Profit after tax

Due to reasons mentioned above, our profit after tax increased by 76.21 % to Rs. 64.80 lakhs for the financial year 2016-17 from Rs. 36.78 lakhs for the financial year 2015-16.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the period April 01, 2018 to May 01, 2018, for the period May 02, 2018 to May 31, 2018 and for the financial years 2018, 2017 & 2016:

		For the period	For the year ended March 31,		
Particulars	For the period May 02, 2018 to May 31, 2018	April 01, 2018 to May 01, 2018	2018	2017	2016
Fixed Asset Turnover Ratio	0.82*	1.64*	18.83	16.27	16.06
Debt Equity Ratio	1.54	1.56	1.69	2.17	2.77
Current Ratio	1.71	1.62	1.80	1.45	1.34
Inventory Turnover Ratio	0.15*	0.31*	3.93	4.04	4.49

^{*}Not Annualized

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets based on Restated Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long term debt, based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Financial Information.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial years 2018, 2017 and 2016:

(Rs. in lakhs)

	For the period	For the period	For the year ended March 31,			
Particulars	May 02, 2018 to May 31, 2018	April 01, 2018 to May 01, 2018	2018	2017	2016	
Net cash (used in)/ generated from operating activities	55.12	20.35	(20.89)	147.95	247.42	
Net cash (used in)/ generated from investing activities	(0.14)	(1.98)	(2.47)	12.34	(24.39)	
Net cash (used in)/ generated from financing activities	(25.26)	(18.10)	22.21	(157.40)	(242.74)	



Net increase/ (decrease) in cash and cash equivalents	29.72	0.28	(1.14)	2.89	(19.71)
Cash and Cash Equivalents at the beginning of the period	8.15	7.87	9.01	6.12	25.83
Cash and Cash Equivalents at the end of the period	37.87	8.15	7.87	9.01	6.12

Operating Activities

For the Period May 02, 2018 to May 31, 2018

Our net cash generated from operating activities was Rs. 55.12 lakhs for the period May 02, 2018 to May 31, 2018. Our operating profit before working capital changes was Rs. 11.90 lakhs for the period May 02, 2018 to May 31, 2018 which was primarily adjusted by payment of income tax of Rs. 0.78 lakhs, decrease in trade receivable by Rs. 44.43 lakhs, decrease in inventories by Rs 11.17 lakhs, increase in short term loan & advances by Rs. 11.04 lakhs, decrease in trade payables by Rs. 10.67 lakhs, increase in other current liabilities by Rs. 10.37 lakhs and decrease in short term provisions by Rs 0.26 lakhs.

For the Period April 01, 2018 to May 01, 2018

Our net cash generated from operating activities was Rs. 20.35 lakhs for the period April 01, 2018 to May 01, 2018. Our operating profit before working capital changes was Rs. 27.21 lakhs for the period April 01, 2018 to May 01, 2018 which was primarily adjusted by payment of income tax of Rs. 4.95 lakhs, decrease in short term loan & advances by Rs. 41.12 lakhs, increase in trade receivable by Rs. 39.81 lakhs, increase in inventories by Rs 8.61 lakhs, increase in other current liabilities by Rs. 5.87 lakhs, decrease in trade payables by Rs. 4.79 lakhs and increase in short term provisions by Rs 4.32 lakhs.

Financial year 2017-18

Our net cash used in operating activities was Rs. 20.89 lakhs for the financial year 2017-18. Our operating profit before working capital changes was Rs. 262.34 lakhs for the financial year 2017-18 which was primarily adjusted by payment of income tax of Rs. 42.28 lakhs, increase in inventories by Rs. 272.50 lakhs, increase in short term loan & advances by Rs. 42.03 lakhs, increase in other current liabilities by Rs. 40.51 lakhs, increase in trade payables by Rs. 32.03 lakhs, increase in short term provisions by Rs 6.19 lakhs and increase in trade receivables by Rs 5.15 lakhs.

Financial year 2016-17

Our net cash generated from operating activities was Rs. 147.95 lakhs for the financial year 2016-17. Our operating profit before working capital changes was Rs. 248.13 lakhs for the financial year 2016-17 which was primarily adjusted by payment of income tax of Rs. 29.25 lakhs, decrease in other current liabilities by Rs. 85.30 lakhs, decrease in inventories by Rs. 36.35 lakhs, decrease in trade payables by Rs. 20.38 lakhs, decrease in trade receivable by Rs. 3.66 lakhs, increase in short term loans & advances by Rs 3.12 lakhs and decrease in short term provision by Rs 2.14 lakhs.

Financial year 2015-16

Our net cash generated from operating activities was Rs. 247.42 lakhs for the financial year 2015-16. Our operating profit before working capital changes was Rs. 245.08 lakhs for the financial year 2015-16, which was primarily adjusted by payment of income tax of Rs. 15.07 lakhs, increase in other current liabilities by Rs. 91.60 lakhs, increase in inventories by Rs. 67.55 lakhs, decrease in trade payables by Rs. 32.94 lakhs, decrease in trade receivable by Rs. 18.36 lakhs, decrease in short term loans & advances by Rs. 5.33 lakhs and increase in short term provision by Rs. 2.61 lakhs

Investing Activities

Operating Activities

For the Period May 02, 2018 to May 31, 2018



Our net cash used in investing activities was Rs. 0.14 lakhs for the period May 02, 2018 to May 31, 2018. This was primarily on account of purchase of fixed assets of Rs. 0.14 lakhs.

For the Period April 01, 2018 to May 01, 2018

Our net cash used in investing activities was Rs. 1.98 lakhs for the period April 01, 2018 to May 01, 2018. This was primarily on account of purchase of fixed assets of Rs. 1.98 lakhs.

Financial year 2017-18

Our net cash used in investing activities was Rs. 2.47 lakhs for the financial year 2017-18 This was primarily on account of purchase of fixed assets amounting to Rs. 4.17 lakhs and increase in long term loans & advances by Rs. 0.79 lakhs which was partially offset by interest income of Rs. 2.49 lakhs.

Financial year 2016-17

Our net cash generated from investing activities was Rs. 12.34 lakhs for the financial year 2016-17. This was primarily on account of interest income of Rs. 14.58 lakhs which was partially offset by purchase of fixed assets amounting to Rs. 2.21 lakhs and increase in long term loans & advances by Rs. 0.03 lakhs.

Financial year 2015-16

Net cash used in investing activities was Rs. 24.39 lakhs for the financial year 2015-16. This was primarily on account of purchase of fixed assets amounting to Rs. 24.14 lakhs and increase in long term loan & advances by Rs. 0.25 lakhs.

Financing Activities

For the Period May 02, 2018 to May 31, 2018

Our net cash used in financing activities was Rs. 25.26 lakhs for the period May 02, 2018 to May 31, 2018. This was primarily on account of decrease in short term borrowings amounting to Rs. 69.23 lakhs, payment of interest of Rs. 6.81 lakhs and adjustment in capital of Rs. 3.63 lakhs which was partially offset by proceeds from long term borrowings amounting to Rs. 54.42 lakhs.

For the Period April 01, 2018 to May 01, 2018

Our net cash used in financing activities was Rs. 18.10 lakhs for the period April 01, 2018 to May 01, 2018. This was primarily on account of repayment of long term borrowings amounting to Rs. 119.65 lakhs and payment of interest of Rs. 9.17 lakhs which was partially offset by increase in short term borrowings of Rs. 93.61 lakhs and proceeds from adjustment in capital by Rs. 17.11 lakhs.

Financial year 2017-18

Our net cash flow generated from financing activities for the financial year 2017-18 was Rs. 22.21 lakhs. This was primarily on account proceeds from long term borrowings amounting to Rs. 160.33 lakhs and proceeds from adjustment in capital of Rs. 71.66 lakhs which was partially offset by payment of interest amounting to Rs. 115.49 lakhs and decrease in short term borrowings of Rs. 94.27 lakhs.

Financial year 2016-17

Net cash used in financing activities for the financial year 2016-17 was Rs. 157.40 lakhs. This was primarily on account of payment of interest and bank charges amounting to Rs. 136.60 lakhs, repayment of long term borrowings amounting to Rs. 27.98 lakhs and decrease in short term borrowings of Rs. 2.66 lakhs which was partially offset by proceeds from adjustment in capital amounting to Rs. 9.84 lakhs.

Financial year 2015-16

Net cash used in financing activities for the financial year 2015-16 was Rs. 242.74 lakhs. This was primarily on account of payment of interest and bank charges amounting to Rs. 161.48 lakhs, decrease in long term borrowings amounting to Rs. 79.75 lakhs and adjustment in capital of Rs. 24.39 lakhs which was partially offset by increase in short term borrowings of Rs. 105.25 lakhs.



Financial Indebtedness

As on May 31, 2018, the total outstanding borrowings of our Company is Rs. 896.86 lakhs which included long-term borrowings of Rs. 295.92 lakhs, short term borrowings of Rs. 522.36 lakhs and current maturities of long term debt of Rs. 78.58 lakhs. For further details, refer chapter titled "Financial Indebtedness" beginning on page 184 of this Prospectus.

(Rs. in lakhs)

Particulars	As at May 31, 2018
Long Term Borrowings(A)	
Secured Loans from Banks	
- Term Loans	194.74
- Vehicle Loans	1.79
Unsecured Loans	
- From Banks	27.46
- From Related Parties	71.93
Sub Total (A)	295.92
Short Term Borrowings(B)	
Secured Loans from Bank	
- Working capital loan	522.36
Sub Total (B)	522.36
Current Maturities of Long Term Borrowings (C)	78.58
Total (A)+(B)+(C)	896.86

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration, interest, unsecured loans, purchase and sales. For further details of such related parties under AS-18, refer chapter titled "Financial Statements" beginning on page 166 of this Prospectus.

Contingent Liabilities

There are no contingent liabilities as of May 31, 2018 and March 31, 2018.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk



Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "Financial Statements" beginning on page 166 of this Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled "Financial Statements" beginning on page 166 of this Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "Risk Factors" beginning on page 22 of this Prospectus.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the Section titled "Risk Factors" beginning on page 22 of this Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled "Risk Factors" beginning on page 22 of this Prospectus and in this Section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

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



Changes in revenue in the last three financial years are as explained in the part "Financial Year 2017-18 compared with financial year 2016-17 and Financial Year 2016-17 Compared With Financial Year 2015-16" above.

Competitive Conditions

We have competition with Indian and international market and our results of operations could be affected by competition in the gems & jewellery industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" beginning on page 22 of this Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under "Significant Factors Affecting Our Results of Operations" and chapter titled "Risk Factors" beginning on page 22 of this Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on Few Suppliers

Significant proportion of our purchase have historically been derived from a limited number of suppliers. The % of contribution of our Company's supplier vis a vis the Purchase of traded goods for the year ended March 31, 2018 are as follows:

Particulars	Suppliers
Top 5 (%)	35.43%
Top 10 (%)	46.43%

Seasonality of Business

The nature of our business is seasonal. For further detail, please refer to chapter titled "Risk Factors" beginning on page 22 of this Prospectus.



FINANCIAL INDEBTEDNESS

Our company utilizes various credit facilities from banks and others for conducting its business. Set forth below is a brief summary of our Company's secured and unsecured borrowings as on May 31, 2018 together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

1. Credit Facility from Kotak Mahindra Bank Limited as per Sanction letter dated July 14th, 2017

Sr. No.	Nature of facility	Sanctioned Amount (Rs. in Lakhs)	Rate of Interest	Period	Primary Security	Outstanding as on May 31, 2018 (Rs. In Lakhs)
1.	Working Capital	500.00	MCLR rate 6M	Repayable on Demand	First and exclusive charge on all	522.36
2.	Term Loan	100.00	MCLR rate 6M+ 0.85%	60 Months	existing and future current and movable fixed assets.	87.85*
Total Outstanding Amount					610.21	

Collateral Securities

Registered mortgage over following properties along with common collateral with WC exposure of group firm Jesingbhai Jewellers:

- Plot no. 1900/A & 1900/B, opposite Shanti prime apartment, near Shashi Prabhu chowk, rupani, Krishna nagar' Bhavnagar owned by Jesingbhai Chauhan.
- G.F. Showroom no. 1, D&I excelus comptex, Plot no. 2107/D, opposite Home school, Waghawadi road, Bhavnagar owned by Shubhtaxmi Jewellers.
- S.N. 2626, 2631/P (North Part), 2631/P (South part) Nanavati bazar, MG road, Bhavnagar, Gujarat owned by Jesing Chauhan, Jagruti Chauhan, Kajal Chauhan.
- Shubh Party Ptot, Survey No. 11, Vill: Budhet, Ta. & district: Bhavnagar owned by Jesingbhai Chauhan.

Guarantees

- Personal Guarantees of Jesing Chuhan, Narendra Chauhan, Jitendra Chauhan, Jagruti Chauhan, Kajal Chauhan.
- Corporate Guarantee of Jesingbhai Jewellers.

Key Restrictive Covenants

Borrowing arrangements entered into by our Company contain standard events of default and during the currency of the Bank's credit facility(s), below are some of the terms and conditions that the borrower (company) will not without the Bank's prior permission in writing undertake any of the following activates:

- Before raising any further loans/availing any facilities against the assets offered as security for facilities of the Bank.
- Any change in shareholding/directorship/partnership/ownership.

^{*}Inclusive of current maturities



2. Loan from Kotak Mahindra Bank Limited as per Sanction letter dated March 26, 2015

PARTICULARS					
Nature of Facility	Loan against property				
Loan Amount	Rs. 182.65 Lakhs				
Rate of Interest (Floating)	Base Rate + 2.80 % p.a.				
Amount Outstanding as on May 31, 2018*	145.41 Lakhs				
EMI	2.71 Lakhs				
Tenor	120 Months				

Key Restrictive Covenants:

Borrowing arrangements entered into by our Company contain standard events of default and during the currency of the Bank's credit facility(s), below are some of the terms and conditions that the company will not without the Bank's prior permission in writing undertake any of the following activates:

- Change use of Property.
- Amalgamate or Merge the Property.
- Surety for anybody or guarantee the repayment of any loan or overdraft or the purchase price of any asset.
- Leave India for employment or business or for long term stay abroad without fully repaying the dues.
- Enter into any scheme of merger, amalgamation, compromise or reconstruction.
- Any amendment in Memorandum and Articles of Association of Company.
- Declare any dividend, if any, installment towards principal or interest remain unpaid.
- Utilize the loan or security for any speculative or anti-social or illegal purpose.
- Let out, lease or leave and license of property.
- Enter into any agreement or arrangement with any person or institution or local or government body for use, occupation or disposal of property.
- Any family arrangement or partition or convert the security as part of HUF property or disposal of the security or any part thereof.

3. Auto loan from ICICI Bank

PARTICULARS						
Nature of Facility	Auto loan	Auto loan				
Loan Amount	Rs. 10.50 Lakhs	Rs. 9.58 Lakhs				
Contract Date	November 04, 2015	May 19, 2015				
Rate of Interest	9.37% p.a.	10.00% p.a.				
Amount Outstanding as on May 31, 2018*	2.99 Lakhs	2.05 Lakhs				
Security	Secured by hypothecation of Vehicle under Hire Purchase					
Tenor	60 Months	60 Months				

^{*}Inclusive of current maturities

^{*}Inclusive of current maturities



UNSECURED BORROWINGS

In addition to the secured borrowings availed by us from banks, we have also availed certain Unsecured loans. Set forth below is a brief summary of Unsecured Loans as of May 31, 2018.

Unsecured Borrowing from Banks

a) Loan from Kotak Mahindra Bank Limited on February 05, 2018

PARTICULARS	
Nature of Facility	Business Loan
Loan Amount	Rs. 75.00 Lakhs
Rate of Interest	16.22% p.a.
Amount Outstanding as on May 31, 2018*	Rs. 64.26 Lakhs
Tenor	24 months
Instalment	EMI of Rs 3.68 Lakhs

^{*}Inclusive of current maturities

Unsecured Borrowings from others

a) From Promoter & Promoter Group

Name of Lenders	Amount Outstanding as on May 31, 2018 (Rs. in Lakhs)
Narendra Chauhan	35.82
Jitendra Chauhan	31.81
Jagrutiben Chauhan	1.82
Kajalben Chauhan	2.32
Ranjitsinh Solanki	0.06
Jignasha Solanki	0.06
Vilasben Parmar	0.05
Total	71.94



SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Company or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Company.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on May 17, 2018 determined that outstanding dues to creditors in excess of Rs. 5 lakhs as per last audited financial statements shall be considered as material dues ("Material Dues").

Pursuant to SEBI (ICDR) Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Company, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds 5 lakhs as determined by our Board, in its meeting held on May 17, 2018.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Company which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

For the purpose of this Chapter Narendra Chauhan and Jitendra Chauhan will be referred to as Promoter-Director I and Promoter-Director II respectively.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil



Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Ni

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Ni]

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Ni

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Special Criminal Application No. 10020 of 2017, in the matter of Krutinbhai Himanshubhai Joshi (Manager of Shubhlaxmi Jewellers) Vs. State of Gujarat and Anr

Krutinbhai Himanshubhai Joshi (hereinafter referred as "applicant"), the Manager of Shubhlaxmi Jewellers (erstwhile name of Shubhlaxmi Jewel Art Limited, hereinafter referred to be as "Company") received a call from Hiren Rasikbhai Butani and Hariprasad Jitendraprasad Gondaliya (hereinafter referred to be as "accused") stating that they are calling from Aksharwadi Swaminarayan Temple and for the purpose of the said temple they required gold. Therefore, two biscuits of 100 grams each and one golden chain of 40 grams were dispatched by Krutinbhai and in return 2 cheques for total Rs. 5,97,200 were received. The cheques which were issued did not honour because of stop payment. Hence Krutinbhai had filed an F.I.R. under section 154 of Code of Criminal Procedure bearing no. 40/2017 dated April 8, 2017 with the Nilaumbaug Police station, Bhavnagar for allegation under Section 406, 420 and 114 of the Indian Penal Code, 1860 alleging that accused with the intent to cheat had done this. Thereafter investigation was conducted and mudammal (the power to the Police Officer to search the required place and to seize the objectionable article) was seized in connection with the aforementioned FIR. Further, Applicant filed Criminal application no. 40/2017 before District Court at Bhavnagar for release of muddamal wherein Kishorbhai Mansukhbhai Raiyani had given objections. The Chief Judicial Magistrate of the District Court had passed a judgement dated June 08, 2017 rejecting the said criminal application. A revision application no. 64/2017 was filed before the Additional Sessions Judge, Bhavnagar and an order dated July 19, 2017 was passed rejecting the same. Currently, Kruntinbhai has filed a Special Criminal application number 10020 of 2017 dated December 22, 2017 before the High Court of Gujarat praying to set aside the Order dated June 08, 2017 as well as Order dated July 19, 2017 and release the mudammal. The High Court passed an order dated January 29, 2018 waiving of service of notice for and behalf of State of Gujarat and allowed direct service. The matter is currently pending.

Civil Proceedings

Nil

Taxation Matters



Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Narendra Chauhan and Jitendra Chauhan are Directors as well as Promoters of our Company. For litigation pertaining to them please refer the heading 'Litigation involving Promoter's of our Company'.

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S



Criminal Litigations

Nil

Civil Proceedings

Civil Suit No. 338/2012 in matter of Devrajbhai Jerambhai Jambucha V. Narendrasinh Jesinghbhai Chauhan, Jitendrasinh Jesinghbhai Chauhan and Others

Devrajbhai Jerambhai Jambucha (hereinafter referred to be as "Applicant") filed a civil petition bearing RCS number 338/2012 before 15th Additional Civil Judge, Bhavnagar on September 10, 2012 for cancellation of fraudulent Sale Deed of Agricultural Land. Devrajbhai's late father Jerambhai Rajabhai obtained loan from Bank of Baroda, Velavadar Branch by creating encumbrance on agricultural land bearing survey no. 35, Ganeshgadh. Due to Devrajbhai's vested interest in the land, he had to repay the loan. Promoter- Director I, Promoter-Director II and their father Jesingbhai Chauhan were engaged in money lending business on interest basis, in reference to it, Devrajbhai was informed that he has to pay Rs. 5,000/- for repayment of dues to the Bank. The amount of Rs. 5,000/- was considered as borrowing to Devrajbhai and he was informed that signature will be required in writing for the same. Due to loss in agricultural produce, Devrajbhai failed to repay the loan to Promoter Director - I and II. Consequently, Promoter-Director I and II acquired the agricultural land from Devrajbhai and removed him from possession with a claim that he has executed a sale deed with the Promoter Directors – I and II. Devrajbhai accuses the Promoter-Directors I and II for fraud and breach of trust. The Sale Deed is registered on November 03, 2003 at Sr. No. 2232 before the office of Hon'ble sub-registrar of Bhavnagar has been executed with cheating, fraudulently and falsely as no sale consideration of Rs. 5,000/- on interest and got executed as false and illegal document. The Hon'ble additional senior civil judge of Bhavnagar issued summons dated September 11, 2012 directing Promoter-Director I and Promoter Director II to appear before the court for hearing on September 20, 2012. Promoter-Director I and Promoter-Director II filed a written statement dated December 05, 2015 denying the claims and for obtaining temporary injunction.

The matter is currently pending.

Special Civil Case No. 21/2011 in the matter of Revaben Talshibhai vs. Narendrabhai Jesingbhai Chauhan and others

A special civil case No. 21/2011 dated February 10, 2011 was filed by Revaben Talshibhai (hereinafter referred to be as "Applicant") against Narendrasbhai Jesingbhai Chauhan and 4 others (hereinafter referred to be as "Defendant"). Late. Talshibhai Kalyanbhai was owner and occupier of the land admeasuring 4 acre 20 guttha of savainagar/ sawaikot taluka, Bhavanagar. He had two wives Late Valiben and defendant in this case Shantuben Talshibhai. Both the parties to the case i.e. Revaben Talshibhai and 4 defendants Shantuben, Bhadurbhai, Kaliben and Shantuben Talshibhai (another family member) are descendants of Talshibhai and hence are rightful owners of the land. Bhadhurbhai continued farming even after death of Late. Talshibhai and gave the share of farm produce to all. In November 2009 Revaben made an investigation about the land and came to know that Bhadurbhai together with the farmers sold out the land by way of registered deed to Narendrabhai. The investigator of the revenue record investigated and confirmed that the act done by Bhadurbhai was wrong and fraudulent as facts of co ownership was suppressed. Bhadurbhai through false and illegal power of attorney obtained the rights to the property. The land bearing no. 19/9 and no. 67/12 admeasuring 01-82-11-acre sq. mtrs each was sold by Bhadurbhai to Narendrabhai by way of sale deed and for total sale consideration Rs. 1,80,000. In view of above injunction was claimed by Revaben that Narendrabhai has no ownership rights as the transaction was illegal. A written statement dated April 27, 2011 was filed by Narendrabhai stating that the land was sold by Bhadurbhai as per the land revenue provision. It was decided by the authority that Applicant has no right to raise the issue as land was sold to Narendrabhai and same was done with agreement of all the defendants to the case. Hence the claim of injunction should be dismissed. An order dated March 27, 2015 was passed by the senior civil judge to remove status of special claim and give status of regular civil suit to the claim. Further in order dated February 24, 2016 as the defendants were not present before the court, order was issued to run one sided.

The matter is currently pending.

Taxation Matters

Nil



Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Ni

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in the past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING SUBSIDIARY COMPANY:

AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY SUBSIDIARY COMPANY.

LITIGATIONS INVOLVING GROUP COMPANY:

AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY GROUP COMPANY.

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil



OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 167 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As on May 31, 2018, our Company had 46 creditors, to whom a total amount of Rs. 104.58 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated May 17, 2018, considered creditors to whom the amount due exceeds Rs. 5.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs. in Lakhs)
SWETA NAKSHATRA JEWELLERS	29.46
SUVARNAKALA PVT LTD	25.15
CHIRAG D LANGALIYA H.U.F	12.15
SIDDHIVINAYAK ORNAMENTS	6.34

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.shubhlaxmiltd.in.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.shubhlaxmiltd.in, would be doing so at their own risk.



GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of third-party manufacturing, wholesaling and retailing of gold, diamonds, silver, ornaments, jewellery articles, things, utensils and bullion, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled "Key Industry Regulations and Policies" on page 131 of this Prospectus.

The Company has its business located at:

Registered Office and Showroom: Shop No. 1, Ground Floor, "D & I Excelus", Parimal Chowk, Waghawadi Road, Bhavnagar, Gujarat, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

- 1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on May 17, 2018, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- 2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on May 19, 2018 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to a letter dated November 01, 2018 bearing reference no. NSE/LIST/484.

Agreements with NSDL and CDSL

- 1. The Company has entered into an agreement dated October 23, 2018 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Link Intime India private Limited for the dematerialization of its shares.
- 2. Similarly, the Company has also entered into an agreement dated October 25, 2018 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Link Intime India private Limited for the dematerialization of its shares.
- 3. The Company's International Securities Identification Number ("ISIN") is INE01Z401013.

INCORPORATION AND OTHER DETAILS

- 1. Our Company was constituted as a partnership firm in name "M/s Shubhlaxmi Jewellers" before change of its constitution as Limited Company.
- 2. The Certificate of Incorporation dated May 02, 2018 issued by the Registrar of Companies, Central Registration Centre, in the name of "SHUBHLAXMI JEWEL ART LIMITED".
- 3. The Corporate Identification Number (CIN) of the Company is U74999GJ2018PLC102121



APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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:

Sr. No.	Description	Authority	Registration No./Reference No./ License No.	Date of Issue	Date of Expiry
1.	Registration Certificate of Establishment (under Rule 7 and Rule 8 of Bombay Shops and Establishments (Gujarat Establishment and Amendment) Act, 1951)	Bhavnagar Municipal Corporation	23914	August 21, 2014 Renewed on: January 13, 2016	December 2018

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	ABACS2500B	May 02, 2018	Perpetual
2	Tax Deduction Account Number (TAN)	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	AHMS33086E	May 04, 2018	Perpetual
3	Goods and Service Tax Identification Number (GSTIN)	Government of India	24ABACS2500B1Z9	May 09, 2018 Date of Liability: July 06, 2018	NA
4	Certificate of Registration* (under Gujarat Value Added Tax Act, 2003 read with Rule 6 of the Gujarat Value Added Tax Rules, 2005)	Commissioner of Commercial Tax, Commercial Tax Department, Government of Gujarat.	24140301992	January 02, 2014 Valid from: December 21, 2013	NA
5	Certificate of Registration	Assistant Commercial Tax Officer,	24640301992	January 02, 2014	Until Cancelled



Sr. No.			Registration No./Reference No./License No.	Date of Issue	Validity
	Central Sales Tax* (under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Commercial Tax Department, Government of Gujarat.		Valid from: December 21, 2013	
6	Central Excise Registration Certificate* (under Rule 9 of the Central Excise Rules, 2002)	Assistant Commissioner of Central Excise, Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	ACJFS8889EEM001	Original: July 01, 2016	Until Cancelled/ Surrendered
7	Professional Tax Enrollment Certificate (PTEC) (under section 5 (2) of Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976)	Profession Tax Officer, Department of Sales Tax Government of Gujarat	PEC050010868	May 27, 2014	NA
8	Professional Tax Registration Certificate (PTRC) (under section 5 (1) of Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976)	Profession Tax Officer, Department of Sales Tax Government of Gujarat	PRC50000962	June 19, 2014	NA

^{*}The Registration Certificate / Approvals were issued in the name of "Shubhlaxmi Jewellers", partnership firm and the same is not amended in the name of the company, since VAT, CST and excise are subsumed by GST and hence the same is not required to be obtained in the name of the company.



LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	Employees Provident Fund Organisation, Ministry of Labour, Government of India	GJAHD1734154000	May 30, 2018
2	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)	Employees State Insurance Corporation	37001038240000910	January 13, 2014

OTHER BUSINESS-RELATED APPROVALS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Bureau of Indian Standards (BIS) IS 1417:2016 (under sub- regulation (2) of Regulation 6 of Bureau of Indian Standards (Certification) Regulation, 1988)	Bureau of Indian Standards, Rajkot Branch Office	CM/L -2842260	Valid from: January 13, 2017	January 12, 2020

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

Trademark	Trademark Type	Class	Applicant	Application No.	Status	Date of Application
Shubhlaxmi Shubhlaxmi Jewellers	Device	14	Narendrasinh Jeshingbhai Chauhan Trading as M/s Shubhlaxmi Jewellers Partnership firm as Jitendrasinh Jeshingbhai Chauhan	2646096*	Registered	May 31, 2018
शुंलतक्षी	Device	14	Narendrasinh Chauhan	3848342#	Accepted & Advertised	May 31, 2018
Crystal	Device	14	Jitendra Kumar Chauhan	3848308#	Objected	May 31, 2018



Shubhlaxmi	Device	14	Narendrasinh Chauhan	3848234#	Accepted & & Advertised	May 31, 2018
5	Device	14	Jitendra Kumar Chauhan	3848241#	Objected	May 31, 2018

^{*} Our Company has applied for change of name on the certificate from "Shubhlaxmi Jewellers" to "

The company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

Application for change of name from "Shubhlaxmi Jewellers" to "Shubhlaxmi Jewel Art Limited" for ESIC Certificate, Trademark Certificate, VAT certificates, PTEC and PTRC is not made by the Company.

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

Company has not obtained Certificate of Registration of Service Tax. However, the same has been replaced by GST and our Company has obtained GST registration certificate.

[#] As on the date of this Prospectus, the trademarks are applied by our Promoters and used by our Copmany.



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 May 17, 2018 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1) (c) of the Companies Act, 2013 passed at the Extra-Ordinary General Meeting of our Company held on May 19, 2018 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither our Company, nor our Directors, our Promoters or the relatives (as defined under the Companies Act) of Promoters, our Promoter Group, and our Group Company have been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Company have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoter, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital does not exceed Rs. 10.00 crore and we shall hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "Emerge Platform of National Stock Exchange of India Limited")

We confirm that:

- 1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred per cent underwritten and that the Lead Manager to the Issue will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 68 of this Prospectus.
- 2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- 3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- 4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, Lead Manager will ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue till the date of migration to main board in terms of Regulation 106(T). For further details



- of the arrangement of market making please refer to the chapter titled "General Information" beginning on page 68 of this Prospectus.
- 5. Shubhlaxmi Jewellers, Partnership firm, subsequently converted into Public Limited Company under Companies Act, 2013 with the name of "Shubhlaxmi Jewel Art Limited, has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application.
- 6. Net worth of the Company is positive.
- 7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
- 8. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
- 9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- 10. The Company has a website www.shubhlaxmiltd.in.
- 11. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoters/promoting companies of the Company.
- 12. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 AFTER FILING OF PROSPECTUS WITH ROC AND BEFORE OPENING OF ISSUE.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:



- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE:
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS- NOTED FOR COMPLIANCE.
- 5. WE CERTIFY THAT WRITTEN CONSENTS FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF HIS SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH



- A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOT APPLICABLE.
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION COMPLIED TO THE EXTENT APPLICABLE.
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION NOTED FOR COMPLIANCE.
- 10.WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY.
- 11.WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- 12.WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND;
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
- 13.WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE NOTED FOR COMPLIANCE.
- 14.WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
- 15.WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. NOTED FOR COMPLIANCE.
- 16.WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR DETAILS ARE ENCLOSED IN "ANNEXURE A".



17.WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."- <u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS.</u>

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-NOTED FOR COMPLIANCE.
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.
- (6) WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.
- (7) WE CONFIRM THAT MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, in terms of Section 26, 30, 32 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and



anyone placing reliance on any other source of information, including our website <u>www.shubhlaxmiltd.in</u> would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated September 20, 2018, the Underwriting Agreement dated September 20, 2018, entered into among the Underwriter and our Company and the Market Making Agreement dated October 06, 2018, entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus has been filed with Emerge Platform of National Stock Exchange of Limited for its observations and NSE will give its observations in due course. Accordingly, the



Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). National Stock Exchange of India Limited has given vide its letter dated November 01, 2018 with reference NSE/LIST/484 has given permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

FILING

The Draft Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M) (3).

However, a copy of the this Prospectus will be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of this Prospectus along with the documents required has been filed under Section 26 of the Companies Act, 2013 has been delivered to the RoC situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in principle approval from Emerge Platform of National Stock Exchange of India Limited. However application has been made to the Emerge Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Draft Prospectus and Prospectus vide its letter dated November 01, 2018 with reference NSE/LIST/484.



If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 working 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 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Lender to the Company, Banker to the Company and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Peer Reviewed Auditor have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the period ended on May 31, 2018, and financial year ended on March 31, 2018, 2017, 2016, 2015 and 2014 of our Company.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "*Objects of the Issue*" beginning on page 87 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 20, 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 if any.



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 Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled "Capital Structure" beginning on page 77 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Company are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY



Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on May 17, 2018. For further details, please refer to the chapter titled "Our Management" beginning on page 144 of this Prospectus.

Our Company has appointed Binal Kothari as Company Secretary and Compliance Officer and he may be contacted at the following address:

BINAL KOTHARI

Shop No. 1, Ground Floor,

"D & I Excelus", Waghawadi Road, Bhavnagar – 364002, Gujarat, India

Tel: +91 278 2562600 **Fax:** Not Available

Email: cs@shubhlaxmiltd.in
Website: www.shubhlaxmiltd.in

Corporate Identification Number: U74999GJ2018PLC102121

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been no change in auditors of the Company during the last three financial years, since the company got converted from partnership firm dated May 02, 2018.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "Capital Structure" beginning on page 77 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Except as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of this Prospectus, the Prospectus, the abridged prospectus, Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association, SEBI (ICDR) Regulations, SEBI Listing Regulations, SCRA read with SCRR and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page number 265 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, Articles of Association, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "Dividend Policy" on page 165 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 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 94 of this Prospectus. At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.



RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page number 265 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated October 23, 2018 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated October 25, 2018 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 4,000 Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

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

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

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the



same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole applicant, or the 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 applicants, 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA. Applicants within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. If the Issue is withdrawn after Designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Application/Issue Closing Date and thereafter determines that it will proceed with an issue/Offer for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

ISSUE PROGRAMME

Event	Indicative Date
Issue Opening Date	November 22, 2018
Issue Closing Date	November 27, 2018
Finalization of Basis of Allotment with the Designated Stock Exchange	On or Before November 30, 2018



Initiation of Refunds	On or Before December 03, 2018
Credit of Equity Shares to demat accounts of Allottees	On or Before December 04, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before December 05,2018

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

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

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

Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Any time mentioned in this Prospectus is Indian Standard Time.

In case of any discrepancy in the data entered in the electronic System vis-à-vis the data contained in the Application Form, for a particular Applicant, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.



Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/-(Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of National Stock Exchange of India Limited on a later date subject to the following:

• If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

• If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares issued through this Issue are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on EMERGE Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled "General Information" beginning on page 68 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on NSE EMERGE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.



OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI (ICDR) Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S, QFIs, VSFs OR AIFS REGISTERED WITH SEBI,

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 77 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 265 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of 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.



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, our post issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 208 and 217 of this Prospectus.

Following is the issue structure:

Initial Public Issue of 25,04,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 26/- (including a premium of Rs. 16/-) aggregating to Rs. 651.04 Lakhs. The Issue comprises a Net Issue to the public of 23,76,000 Equity Shares (the "Net Issue"). The Issue and Net Issue will constitute 30.15% and 28.61% of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of 1,28,000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion").

Particulars	Net issue to Public	Market Maker Reservation Portion
Number of Equity Shares	23,76,000 Equity Shares	1,28,000 Equity Shares
Percentage of Issue Size available for allocation	94.89% of Issue size	5.11% of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4,000 equity shares and further allotment in multiples of 4,000 equity shares each. For further details please refer to the chapter titled "Issue Procedure" on page 217 of this Prospectus.	Firm allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only.	Through ASBA Process only
Minimum Application Size	For Other than Retail Individual Investors: Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/ For Retail Individuals 4,000 Equity shares	1,28,000 Equity Shares of Face Value of Rs. 10/- each
Maximum Application Size	For Other than Retail Individual Investors For all other investors, the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. For Retail Individuals: 4,000 Equity Shares so that the Application Value does not exceeds Rs. 2,00,000	1,28,000 Equity Shares of Face Value of Rs. 10/- each



Particulars	Net issue to Public	Market Maker Reservation Portion
Mode of Allotment	Compulsorily in dematerialized mode.	Compulsorily in dematerialized mode.
Trading Lot	4,000 Equity Shares	4,000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations.
Terms of payment	The Applicant shall have sufficient bal of submitting application and the ame two day of the closure of the Issue.	

As per Regulation 43(4) of the SEBI (ICDR) Regulations, in an issue made other than through the book building process, allocation in the net offer to public category shall be made as follows:

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

For the purpose of sub-regulation 43 (4), if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Subject to the receipt of valid Applications, under-subscription, if any, in any category would be allowed to be met with spill-over from other category at the discretion of our Company, in consultation with the Lead Manager and the Designated Stock Exchange.

In case of joint Application, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

BASIS OF ALLOTMENT IN NET ISSUE TO THE PUBLIC

Retail Individual Investors Category:

The allotment of Equity Shares in Retail Individual Investors Category will be made in accordance with Regulation 50(1A) of SEBI (ICDR) Regulations, i.e., each Retail Individual Investor shall be allotted not less than the minimum Application Lot subject to availability of shares in Retail Individual Investor Category, and the remaining available shares, if any, shall be allotted on a proportionate basis subject to minimum Application Lot. For further details, kindly refer the chapter titled "Issue Procedure" on page 217 of this Prospectus.

Other Investors Category:

The allotment of Equity Shares in Other Investors Category will be made on proportionate basis subject to minimum Application Lot and in multiples of minimum Application Lot. For further details, kindly refer the chapter titled "Issue Procedure" on page 217 of this Prospectus.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right to not to proceed with the Issue after the Issue Opening Date but before the Board Meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give the reason thereof within two working days by way of public notice which shall be published in the same newspapers where the pre-issue advertisements were published. Further, the Stock Exchange on which the shares of our Company are



proposed to be listed shall be informed promptly and the Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

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

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE OPENING DATE

Event	Indicative Date
Issue Opening Date	November 22, 2018
Issue Closing Date	November 27, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or Before November 30, 2018
Initiation of Refunds	On or Before December 03, 2018
Credit of Equity Shares to demat accounts of Allottees	On or Before December 04, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before December 05,2018

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

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

- i. in case of Application by Non-Institutional Investors, the applications and the revisions in applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. on the Issue Closing Date; and
- ii. in case of Application by Retail Individual Investors and applications by Eligible Employee, the applications and the revisions in applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. on the Issue Closing Date, which may be extended upto such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by lead manager to the Stock Exchanges."



ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the Document"), including **SEBI** "General Information and 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. The General Information Document has been updated to reflect various enactments and regulations as well as amendments to existing regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this Section and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applicants are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Please note that all the Applicants can participate in the Issue only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form.

Applicants are required to submit Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. 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 www.nseindia.com For details on their designated branches for submitting Application Forms, please see the above mentioned National Stock Exchange of India Limited website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application Forms.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediary. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.



APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts applying on a repatriation basis (ASBA)	Blue

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 information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. ASBA Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Designated Intermediary:

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue 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 system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic 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 Designated Intermediary, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, and offices of Lead Manager to the Issue and 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.

WHO CAN APPLY?

In addition to the category of Applicants set forth under "General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depositary), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S / FPI'S ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts .shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity



shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

- 1. foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
- 2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
- 3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;
 - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - iv. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;



- vi. Any application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
- vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- viii. Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
- 8. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
 - (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
 - (b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:
 - Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:
 - Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
- 9. 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.
- 10. 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.
- 11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
- 12. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
- 13. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 14. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of



commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

- 1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2. The entire group of the investee company: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3. *The industry sector in which the investee company operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.



With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY BANKING COMPANIES

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Parabanking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the



Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

INFORMATION FOR THE APPLICANTS

- 1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
- 2. Our Company will register the Prospectus with the RoC at least three days before the Issue Opening Date.
- 3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
- 4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Designated Intermediary or their authorised agent(s).
- 5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
- 6. The Application Form can be submitted either in physical or electronic mode, to the Designated Intermediary. Further Designated Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
- 7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- 8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Banker to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

- 1. Applicants are required to submit their applications during the Issue Period only through the following Designated Intermediary:
 - i) an SCSB, with whom the bank account to be blocked, is maintained
 - ii) a syndicate member (or sub-syndicate member), if any
 - iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
 - iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
 - v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)



The Issue Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Designated Intermediary. Submission of a second Application Form to either the same or to another Designated Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

- 2. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
- 3. The upload of the details in the electronic system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

- 4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
- 5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
- 6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER

- 1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
- 2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.



TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. 26 /- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied The Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Banker to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

- 1. The Designated Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2. The Designated Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.
- 4. Neither the Lead Manager nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Designated Intermediary, (ii) the applications uploaded by any Designated Intermediary or (iii) the applications accepted but not uploaded by the Designated Intermediary.
- 5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated



Intermediary shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

- 6. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediary shall enter the following information pertaining to the Applicants into in the on-line system:
 - Name of the Applicant;
 - IPO Name:
 - Application Form number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Numbers of Equity Shares Applied for;
 - Bank account number.
- 7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
- 8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediary shall have no right to reject applications, except on technical grounds.
- 11. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 12. The Designated Intermediary will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 1,28,000 Equity Shares shall be reserved for Market Maker and 11,88,000 Shares will be allocated on a proportionate basis to Retail Individual



Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.

- 2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3. Allocation to Non-Residents, including Eligible NRIs, Eligible OFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) Our Company has entered into an Underwriting agreement dated September 20, 2018.
- b) A copy of the Prospectus has been registered with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

- 1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Application Centres;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the
- Application Form;
- 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 the category and the investor status is indicated;



- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive an acknowledgement;
- All applicants should submit their applications through the ASBA process only.
- 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 Banker to of the Issue.
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary. Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than five Application Forms per ASBA Account.
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediary. Application Forms, which do not bear the stamp of the Designated Intermediary, 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 NSE i.e. www.nseindia.com With a view to broadbase the reach of Investors by substantialy enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share



Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of NSE i.e. www.nseindia.com.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Designated Intermediary.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- 1. Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days respectively of the Issue Closing Date;
- 2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:



"Any person who—

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depositary);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;



- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by NSE.
- Details of ASBA Account not provided in the Application form

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

- 1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth working day from issue closure date;
- 3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by us;
- 4. That our Promoter's contribution in full has already been brought in;
- 5. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and;
- 6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
- 7. If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 8. If our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

- 1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- 2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- 3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- 4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the



disclosure and monitoring of the utilisation of the proceeds of the Issue.

- 5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock 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 satisfactory.

EOUITY SHARES IN DEMATERIALSED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Agreement dated October 23, 2018 among NSDL, the Company and the Registrar to the Issue;

Agreement dated October 25, 2018 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE01Z401013.



PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations, 2009").

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus registered 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 exchange, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOS ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI (ICDR) Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under chapter XB of the SEBI (ICDR) Regulations, wherein as per:

- Regulation 106M (1): An issuer whose post-issue face value Capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.



2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI (ICDR) Regulations, 2009, the Companies Act, 1956 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- (e) The Company has track record of distributable profits in terms of section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. The net worth of the Company is positive.
- (f) The Post-issue paid up capital of the Company shall not be more than Rs. 25 Crore.
- (g) The Issuer shall mandatorily facilitate trading in demat securities.
- (h) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (i) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (j) 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.
- (k) The Company should have a website.
- (l) 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 (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lakhs. 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 shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period.

Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of National Stock Exchange of India Limited on a later date subject to the following:

a. If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

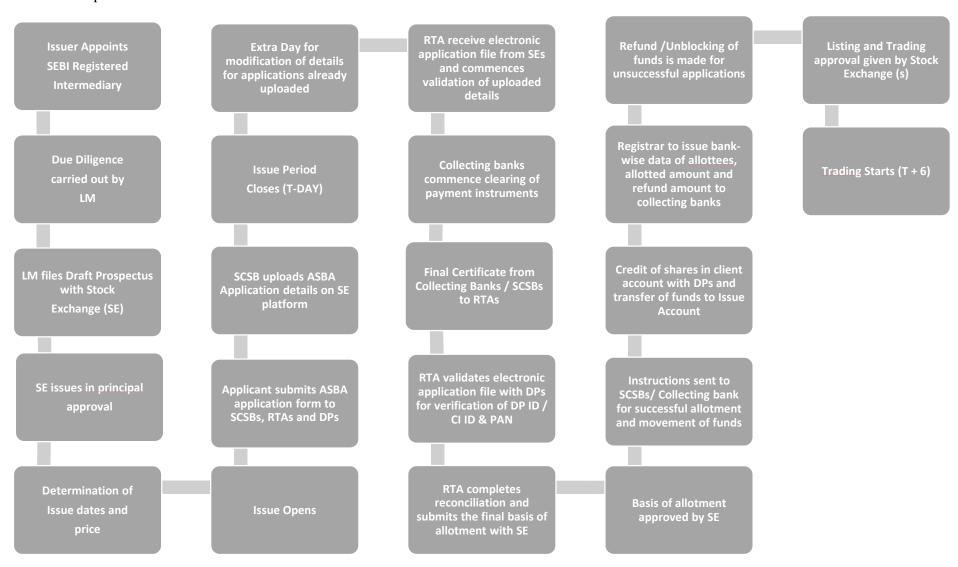
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b. If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.



FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



Page 237 of 311



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- 1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
- 2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- 3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents:
- 4. 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 FPI; VCFs and FVCIs registered with SEBI
- 8. Limited Liability Partnerships (LLPs) 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 Lakhs 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 Designated Intermediary as available or downloaded from the website of the Stock Exchange. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the registered office of LM. For further details regarding availability of Application Forms,



Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

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 re-materialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



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4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,

 Shall be liable for action under section 447 of the said Act.
- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.



- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer may mention Price in the Prospectus. However a Prospectus registered with RoC contains one price.
- (b) Minimum And Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

ii. For 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.



- (a) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Designated Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (b) Applicants are requested to note the following procedures may be followed by the Registrar to the 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.
- (c) The following applications may not be treated as multiple Applications:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- i. The categories of applicants identified as per the SEBI (ICDR) Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI (ICDR) Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI (ICDR) Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.



(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

(a) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form in physical mode to the Designated Intermediary.
- (b) Applicants should specify the Bank Account number in the Application Form.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one Bank Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case Applicant applying through Designated Intermediary other than SCSB, after verification and upload, the Designated Intermediary shall send to SCSB for blocking of fund.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non allotment ASBA Applications, if any, along with reasons for rejection and details of



- withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Designated Intermediary, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
 - ii. In case of applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application



And ASBA Account Number and Name.

ii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise/withdraw their applications till closure of the Issue period
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:



Revision Form – R

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4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investors	To the Designated Intermediary as mentioned in the Prospectus/
Application	Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5 APPLICANTS MAY NOTE THAT THERE IS NO 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 and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Designated Intermediary authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.



6 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depository);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by NSE.
- Details of ASBA Account not provided in the Application form



For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE DESIGNATED INTERMEDIARY DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

a. FOR RETAIL INDIVIDUAL BIDDERS

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 11,88,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 11,88,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. FOR NON-INSTITUTIONAL BIDDERS

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 11,88,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 11,88,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. FOR QIBS (IF APPLICABLE)

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI (ICDR) Regulations 2009 or Prospectus/Prospectus. Bids received from the QIB Category (net of Anchor Portion) at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Issue size less Allotment to Non Institutional Bidders and Retail shall be available for Allotment to Non-QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

The Allotment to all the QIB Bidders will be made at the Issue Price. The QIB Portion shall be available for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:



- (a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- (b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for upto 95% of the QIB portion;
 - 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

Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Banker to the Issue.
- (b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.
 - Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 5 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 5 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.



If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not 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 the offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at a rate prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.



SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Applicant as proof of registration of the Application.
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	Successful Applicant(s) to whom Equity Shares are allotted
Applicant	Any prospective applicant who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied, includes an ASBA Applicants
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Collecting Intermediaries	 6. a SCSB with whom the bank account to be blocked, is maintained 7. a syndicate member (or sub-syndicate member) If any 8. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker') if any 9. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 10.a registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application form/ASBA form	An application form, whether physical or electronic, used by Applicants which will be considered as the application for Allotment in terms of this Prospectus.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Applicants, to make an Application authorising an SCSB to block the Application Amount in the ASBA Account.
ASBA Account	An account maintained with an SCSB and specified in the Application Form submitted by Applicants for blocking the Application Amount mentioned in the Application Form.



Term	Description
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, and Bhavnagar.
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank Limited.
Banker to the Issue Agreement/ Public Issue Account Agreement	Agreement dated September 20, 2018 entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 217 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of Stock Exchange (www.nseindia.com)
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
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.
Controlling Branches/Designated Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Designated CDP Locations	Such centres of the CDPs where Applicant can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are



Term	Description
	available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated RTA Locations	Such centres of the RTAs where Applicant can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Prospectus.
Designated Intermediary(ies)/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Stock Exchange/Stock Exchange	National Stock Exchange of India Limited.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus dated October 12, 2018 issued in accordance with Section 26 of the Companies Act, 2013 and filed with the National Stock Exchange of India Limited under SEBI (ICDR) Regulations
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors 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 purchase the Equity Share Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
First/sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
General Information Document/GID	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 and included in "Issue Procedure" on page 217 of this Prospectus
Issue/Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Issue of 25,04,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 26/- each, aggregating to Rs. 651.04 Lakhs comprising the Fresh Issue.



Term	Description
Issue Agreement	The agreement dated September 20, 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 after which the Designated Intermediary will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being November 27, 2018.
Issue Opening Date	The date on which the Designated Intermediary shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being November 22, 2018.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, including any revisions thereof.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 26/- per equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled "Objects of the Issue" at page 87 of this Prospectus
Lead Manager/LM	The Lead Manager to the Issue namely Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Lot size	4,000 Equity Shares and in multiples of 4,000 Equity Shares thereof
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Making Agreement	Market Making Agreement dated October 06, 2018 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The Reserved Portion of 1,28,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs 26/- per Equity Share aggregating Rs. 33.28 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 23,76,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs 26/- per Equity Share aggregating Rs. 617.76 by our Company.



Term	Description
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further information about use of the Issue Proceeds and the Issue expenses, see "Objects of the Issue" on page 87.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non Institutional Applicants	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000/- but not including NRIs other than Eligible NRIs
Non-Resident	A person resident outside India, as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and includes FIIs and FPIs
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be registered with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information.
Public Issue Account	Account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the applicants on the Designated Date.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Banker to the Issue at which the Refund Account will be opened, in this case being ICICI Bank.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell



Term	Description
	securities listed on stock exchanges, a list of which is available on www.nseindia.com .
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Link Intime India Private Limited
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar Agreement	The agreement dated September 20, 2018, entered by our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making Application under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time
Retail Individual Applicant(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta), who apply for an amount less than or equal to Rs 2,00,000/
Revision Form	Form used by the Applicants, to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker	Bank which is registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
SME Exchange	Emerge Platform of National Stock Exchange of India Limited
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated September 20, 2018 entered into between the Underwriter and our Company
Working Day	(iii) Till Application / Offer closing date: All days other than a Sunday or a public holiday, on which commercial banks in Mumbai are open for business;



Term	Description
	(iv) Post Application / Issue closing date and till the Listing of
	Equity Shares: All trading days of stock exchanges excluding
	Sundays and bank holidays in accordance with the SEBI
	circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated
	January 21, 2016



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2017("FDI Policy 2017"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings and reporting to RBI.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under the automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained, and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence to the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionality (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any 'fit and proper/due diligence' requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing,



etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the composite cap.

Portfolio Investment to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in the transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

Subject to the provisions of the FDI policy, foreign investment in 'manufacturing' sector is under the automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 that is:

The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate



ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

iii. Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



SECTION VIII – MAIN PROVISIONS OF ARTICLE OF ASSOCIATION

ARTICLES OF ASSOCIATION OF SHUBHLAXMI JEWEL ART LIMITED

Sr. No	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(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.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) "The Company" shall mean SHUBHLAXMI JEWEL ART LIMITED	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under Section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender



Sr. No		Particulars	
	(i)	"In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j)	The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k)	"Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(1)	"Month" means a calendar month.	Month
	(m)	"Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of Section 96 of the Act.	Annual General Meeting
	(n)	"Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(0)	"National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p)	"Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q)	"Office" means the registered Office for the time being of the Company.	Office
	(r)	"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s)	"Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t)	"Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u)	"The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v)	"Seal" means the common seal for the time being of the Company.	Seal
	(w)	Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(x)	"The Statutes" means the Companies Act, 2013and every other Act for the time being in force affecting the Company.	Statutes
	(y)	"These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(z)	"Variation" shall include abrogation; and "vary" shall include abrogate.	Variation



Sr. No	Particulars	
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	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.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
4.	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 m'ay be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares



Sr. No	Particulars	
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:	Provisions to apply on issue of Redeemable Preference Shares
	(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;	
	(b) No such Shares shall be redeemed unless they are fully paid;	
	(c) Subject to Section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;	
	(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and	
	(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of Sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce	Reduction of capital
	(a) the share capital;	
	(b) any capital redemption reserve account; or	
	(c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with	Debentures



Sr. No	Particulars	
	the consent of the Company in the General Meeting by a Special Resolution.	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that Sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-Section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.	Modification of rights



Sr. No	Particulars	
	Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this Section shall apply to such variation.	
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-Section (1) of Section 62 subject to compliance with Section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company	Directors may allot shares as full paid-up



Particulars	
or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	
The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
CERTIFICATES	
(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such	Share Certificates.
	or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid. The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly. Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof. Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act CERTIFICATES (a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case



Sr. No	Particulars	
	or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate	
	owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.	
	(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.	Issue of new certificates in place of those defaced, lost or destroyed.
	Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.	



Sr. No	Particulars	
	The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
_	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the	Directors may make calls



Sr. No	Particulars	
	moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.	
	(2) A call may be revoked or postponed at the discretion of the Board.	
	(3) A call may be made payable by installments.	
36.	Fifteen days' 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.	Notice of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is	Proof on trial of suit for money due on shares.



Sr. No	Particulars	
	sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	 (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company. 	Payments in Anticipation of calls may carry interest
	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And	Company to have Lien on shares.



Sr. No	Particulars	
	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 to be exempt from the provisions of this clause.	
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.



Sr. No	Particulars	
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.	Terms of notice.
	The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
53.	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, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares 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 shares.	Evidence of Forfeiture.



Sr. No	Particulars	
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
61.	 (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof. 	Execution of the instrument of shares.



Sr. No	Particulars	
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.	Transfer Form.
	The instrument of transfer shall be in a common form approved by the Exchange;	
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of transfer.
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with Section 91 and rules made thereunder close the Register of Members and/or the	Closure of Register of Members or debenture



Sr. No	Particulars	
	Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	holder or other security holders.
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.	Recognition of legal representative.
	(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.	
	Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate	
	(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative	Titles of Shares of deceased Member



Sr. No	Particulars	
	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 fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice	Company not liable for disregard of a notice prohibiting registration of transfer.



Sr. No	Particulars	
	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 or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
80.	 i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked. 	Nomination
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;	Transmission of Securities by nominee



Sr. No	Particulars	
	 (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys 	
	payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	
	DEMATERIALISATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder	Power to issue share warrants



Sr. No	Particulars	
	of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
86.	 (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor. 	Deposit of share warrants
87.	 (a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company. 	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings	Rights of stock holders.



Sr. No	Particulars	
	of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.



Sr. No	Particulars	
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely 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.	Indemnity may be given.
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(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.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the	Chairman of General Meeting



Sr. No	Particulars	
	Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	 a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. 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, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. 	Chairman with consent may adjourn meeting.
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided,	Number of votes each member entitled.



Sr. No	Particulars	
	however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-Section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
113.	A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.	E-Voting
114.	 a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members. 	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an	Representation of a body corporate.



Sr. No	Particulars	
	individual member, creditor or holder of debentures of the Company.	
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or	Validity of votes given by proxy notwithstanding death of a member.



Sr. No	Particulars	
	transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
127.	 (a) Subject to the provisions of the Companies Act, 2013and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required 	Nominee Directors.
	to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.	
	(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.	
	(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the	Appointment of alternate Director.



Sr. No	Particulars	
	Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134.	 a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time. 	Chairperson



Sr. No	Particulars	
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
139.	 a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting. 	Chairperson of Committee Meetings
140.	 a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. 	Meetings of the Committee
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	



Sr. No	Particulars	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.



Sr. No		Particulars	
	(4)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
	(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy &Insolvency



Sr. No	Particulars	
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set	Transfer to Reserve Funds.



Sr. No	Particulars	
	aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers	To appoint Attorneys.



Sr. No	Particulars	
	of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
	(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their	



Sr. No	Particulars	
	wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
	(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and byproducts.	
	(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
	(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	
	(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	
	(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept	



Sr. No	Particulars	
	payment in satisfaction for the same in cash or otherwise as it thinks fit.	
	(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.	
	(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	 a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole-time Director or whole-time Director so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such reappointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director. 	Powers to appoint Managing/ Wholetime Directors.
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	
147.	 Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Wholetime Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the 	Powers and duties of Managing Director or Whole-time Director.
	powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may	



Sr. No	Particulars	
	subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.	
	(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.	
	(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.	
	(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	 a) Subject to the provisions of the Act,— A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer. 	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
149.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be	The seal, its custody and use.



Sr. No	Particulars	
	used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	
150.	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.	Deeds how executed.
	Dividend and Reserves	
151.	 Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. 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 	Division of profits.
	issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.	Transfer to reserves



Sr. No	Particulars					
	b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.					
154.	Subject to the provisions of Section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.				
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.				
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.					
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.				
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	completion of transfer under Articles .				
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.				
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.				
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	r				
162.	 a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. 	Dividends how remitted.				



Sr. No	Particulars	
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:	Capitalization.
	(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and	
	(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	
	(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:	
	(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;	
	(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or	
	(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).	
	(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.	
	(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
166.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —	Fractional Certificates.
	(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and	
	(b) generally to do all acts and things required to give effect thereto.	
	(2) The Board shall have full power -	
	(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also	



Sr. No	Particulars	
	(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.	
	(3) Any agreement made under such authority shall be effective and binding on all such members.	
	(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
167.	 The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof. 	Inspection of Minutes Books of General Meetings.
168.	 a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting. 	Inspection of Accounts
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the	Signing of documents & notices to be served or given.



Sr. No	Particulars	
	Board for such purpose and the signature may be written or printed or lithographed.	
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so	
	that no member shall be compelled to accept any shares or other securities whereon there is any liability. INDEMNITY	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through	Not responsible for acts of others



Sr. No	Particulars	
	insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	
	SECRECY	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.



SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus which are, or may be deemed material, have been entered or 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 of our Company located at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat from date of filing the Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

- 1. Issue Agreement dated September 20, 2018 between our Company and the Lead Manager.
- 2. Registrar Agreement dated September 20, 2018 between our Company and Link Intime India Private Limited, Registrar to the Issue.
- 3. Underwriting Agreement dated September 20, 2018 between our Company and Underwriter viz. Lead Manager.
- 4. Market Making Agreement dated October 06, 2018 between our Company, Market Maker and the Lead Manager.
- 5. Banker to the Issue Agreement dated September 20, 2018 between our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
- 6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated October 23, 2018
- 7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated October 25, 2018.

Material Documents

- 1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
- 2. Resolutions of the Board of Directors dated May 17, 2018 in relation to the Issue and other related matters.
- 3. Special resolution of the Shareholders' passed at the Extra Ordinary General meeting dated May 19, 2018 authorizing the Issue.
- 4. Statement of Tax Benefits dated October 06, 2018 issued by our Peer Reviewed Auditor, N.K. Aswani & Co., Chartered Accountants.
- 5. Report of the Peer Reviewed Auditor, N.K. Aswani & Co., Chartered Accountants dated October 06, 2018 on the Restated Financial Statements for period/financial years ended as on May 31, 2018, March 31, 2018, 2017, 2016, 2015 & 2014 of our Company.
- 6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Reviewed Auditors, Banker to the Company, Lender to the Company, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to the Issue to act in their respective capacities.
- 7. Copy of In Principle approval from Emerge Platform of National Stock Exchange of India Limited *vide* letter NSE/LIST/484 dated November 01, 2018, to use the name of National Stock Exchange of India Limited in this Issue document for listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Prospectus are true and correct.

Signed by all the Directors of our Company.

Name and Designation	Signature
Narendrasinh Chauhan	
Chairman & Managing Director	Sd/-
DIN: 08123747	
Jitendrakumar Chauhan	Sd/-
Whole time Director	
DIN: 08123748	
Kajal Chauhan	Sd/-
Executive Director	
DIN: 08123749	
Jagrutiben Chauhan	Sd/-
Executive Director	
DIN: 08127789	
Bhadreshkumar Dave	Sd/-
Independent Director	
DIN: 08127868	
Ramkrushnbhai Champaneri	Sd/-
Independent Director	
DIN: 08127968	
Rakeshkumar Soni	Sd/-
Independent Director	
DIN: 08129291	
Snehalben Jani	Sd/-
Independent Director	
DIN: 08127975	

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company.

Sd/-**Ranjitsinh Solanki**

Sd/-**Binal Kothari**

Chief Financial Officer

Company Secretary & Compliance Officer

Place: Bhavnagar, Gujarat Date: November 13, 2018



Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	o Issue Name		Issue Price (Rs.)	Listing date	Openin g price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Latteys Industries Limited	8.07	66.00	June 5, 2018	68.00	0.68% (1.67%)	-6.82% (9.34%)	Not Applicable
2.	Nakoda Group of Industries Limited	6.43	35.00	June 6, 2018	36.00	5.43% (1.12%)	19.71% (8.91%)	Not Applicable
3.	ShreeOswal Seeds and Chemicals Limited	11.90	26.00	June 20, 2018	27.00	4.42% (1.72%)	3.85% (5.62%)	Not Applicable
4.	Priti International Limited	5.25	75.00	June 21, 2018	81.00	31.33% (2.51%)	30.67% (5.01%)	Not Applicable
5.	Accuracy Shipping Limited	35.76	84.00	June 22, 2018	88.00	9.52% (2.43%)	2.98% (3.81%)	Not Applicable
6.	Ganga Forging Limited	5.00	21.00	July 11, 2018	21.10	0.00% (4.77%)	-4.76% (-5.48%)	Not Applicable
7.	Ushanti Colour Chem Limited	11.56	60.00	August 02, 2018	64.20	17.58% (3.88%)	1.67% (-9.30%)	Not Applicable
8.	Manorama Industries Limited	64.00	188.00	October 04, 2018	190.20	-2.26% (-0.45%)	Not Applicable	Not Applicable
9.	Innovative Ideals and Services (India) Limited	12.26	40.00	October 05, 2018	43.00	230.75% (1.67%)	Not Applicable	Not Applicable
10.	. Vinny Overseas Limited		40.00	October 11, 2018	40.50	11.25% (3.43%)	Not Applicable	Not Applicable

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

- 1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
- 2. Prices on BSE/NSE are considered for all of the above calculations
- 3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
- 4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.



SUMMARY STATEMENT OF DISCLOSURE

Financial	Total no. of IPO	Total no. of IPO						Total funds raised	dis Cale	IPOs tradicount on 300 endar day fraisting date	th	pre Cale	f IPOs trad emium on 30 endar day fi listing date	Oth rom	disc Calc	f IPOs tradi count on 18 endar day fi listing date	0th rom	premiı	of IPOs tra um on 180th y from listin	Calendar
year					(Rs. Cr)	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%			
16-17	*23\$	195.13	-	-	5	5	3	8	-	1	5	10	1	6						
17-18	**30	610.90	-	-	4	10	7	9	-	2	5	12	3	8						
18-19	***20\$\$#	358.93	-	-	4	2	2	11	1	2	2	1	-	1						

*The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

**The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05, 2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December 29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 19, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

***The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited, Ushanti Colour Chem Limited, Manorama Industries Limited, Innovative Ideals and Services (India)



Limited and Vinny Overseas Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018, June 6, 2018, June 20, 2018, June 21, 2018, June 22, 2018, July 11, 2018, August 02, 2018, October 04, 2018, October 05, 2018 and October 11, 2018 respectively.

\$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

\$\$ The scripts of Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited, Ushanti Colour Chem Limited, Manorama Industries Limited, Innovative Ideals and Services (India) Limited and Vinny Overseas Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

As on 30th trading day the closing price of the script Ganga Forging Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium.

Note: Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.